

Independent Auditor's Report

To the Members of Del Monte Foods Private Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Del Monte Foods Private Limited (hereinafter referred to as the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2025, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2025, of its consolidated profit and other comprehensive loss, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

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

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's directors' report, but does not include the financial statements and auditor's report(s) thereon.

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

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



Independent Auditor's Report (Continued)

Del Monte Foods Private Limited

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast

Independent Auditor's Report (Continued)

Del Monte Foods Private Limited

significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 A. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors of the Holding Company as on 01 April 2025 taken on record by the Board of Directors of the Holding Company and its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

Independent Auditor's Report (Continued)

Del Monte Foods Private Limited

- B. 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, in our opinion and to the best of our information and according to the explanations given to us:
- a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2025 on the consolidated financial position of the Group. Refer Note 30(A) to the consolidated financial statements.
 - b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2025.
 - c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary company incorporated in India during the year ended 31 March 2025.
 - d (i) The respective management of the Holding Company and its subsidiary company incorporated in India whose financial statements have been audited under the Companies Act 2013 have represented that, to the best of their knowledge and belief, as disclosed in the Note 41(vi) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or such subsidiary 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 Holding Company or such subsidiary company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The respective management of the Holding Company and its subsidiary company incorporated in India whose financial statements have been audited under the Companies Act 2013 have represented that, to the best of their knowledge and belief, as disclosed in the Note 41(vii) to the consolidated financial statements, no funds have been received by the Holding Company or such subsidiary company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or such subsidiary 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 Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
 - e. The Holding Company and its subsidiary company incorporated in India have neither declared nor paid any dividend during the year.
 - f. Based on our examination which included test checks, the Group has used an accounting software for maintaining its books of account, however, the feature of recording audit trail (edit log) facility has not been enabled. Consequently, we are unable to comment on audit trail feature of the said software. Further, the Group has used a Human Resource Management System (HRMS), which is operated by a third party software service provider, for maintaining its books of account. In the absence of SOC 1 type 2 report, we are unable to comment whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with. Additionally, we are unable to comment whether the audit trail has been preserved by the Group as per the statutory requirements for record retention.

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Independent Auditor's Report (Continued)

Del Monte Foods Private Limited

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company and its subsidiary company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid/payable to any director by the Holding Company and its subsidiary company is not in excess of the limit laid down under Section 197 of the Act. Also refer note 43 to the consolidated financial statements. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.: 101248W/W-100022



Shweta Kumar

Partner

Place: Gurugram

Date: 19 May 2025

Membership No.: 509822

ICAI UDIN: 25509822BMXIAV4590

B S R & Co. LLP

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Del Monte Foods Private Limited for the year ended 31 March 2025

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

- (xxi) In our opinion and according to the information and explanations given to us, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order, 2020 reports of the companies incorporated in India and included in the consolidated financial statements.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248WW-100022



Shweta Kumar

Partner

Place: Gurugram

Date: 19 May 2025

Membership No.: 509822

ICAI UDIN:25509822BMXIAV4590

Annexure B to the Independent Auditor's Report on the consolidated financial statements of Del Monte Foods Private Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

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

In conjunction with our audit of the consolidated financial statements of Del Monte Foods Private Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and such company incorporated in India under the Act which is its subsidiary company, as of that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective 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 (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were 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 with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to 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 include 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

Annexure B to the Independent Auditor's Report on the consolidated financial statements of Del Monte Foods Private Limited for the year ended 31 March 2025 (Continued)

with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

In our opinion, the Holding Company and such company incorporated in India which is its subsidiary company, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248WW-100022



Shweta Kumar

Partner

Place: Gurugram

Date: 19 May 2025

Membership No.: 509822

ICAI UDIN:25509822BMXIAV4590

Del Monte Foods Private Limited
CIN:- U15133HR2004PTC041215
Consolidated Balance Sheet as at 31 March 2025
(All amounts are in Indian Rupees Millions, unless otherwise stated)

| Particulars | Note no. | As at 31 March 2025 | As at 31 March 2024 |
|--|----------|------------------------|------------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Property, plant and equipment | 3A | 1,123.18 | 1,221.07 |
| Capital work-in-progress | 3A | 2.49 | 6.99 |
| Right-of-use assets | 3B | 150.67 | 172.10 |
| Other intangible assets | 4 | 0.50 | 1.09 |
| Intangible assets under development | 4 | 1.68 | 1.41 |
| Financial assets | | | |
| Investments | 4A | 1.10 | - |
| Other financial assets | 5 | 6.90 | 7.77 |
| Deferred tax assets (net) | 6 | 497.94 | 385.59 |
| Other tax assets (net) | 7 | 12.82 | 8.95 |
| Other non-current assets | 8 | 8.77 | 4.69 |
| Total non-current assets | | 1,806.05 | 1,809.66 |
| Current assets | | | |
| Inventories | 9 | 843.22 | 849.45 |
| Financial assets | | | |
| Trade receivables | 10 | 342.22 | 282.47 |
| Cash and cash equivalents | 11 | 196.71 | 58.39 |
| Other financial assets | 5 | 13.78 | 13.25 |
| Other current assets | 8 | 161.42 | 257.74 |
| Total current assets | | 1,557.35 | 1,461.30 |
| TOTAL ASSETS | | 3,363.40 | 3,270.96 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 12A | 5,110.30 | 3,910.37 |
| Other equity | 12B | (3,189.24) | (3,570.61) |
| Total equity | | 1,921.06 | 339.76 |
| Liabilities | | | |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| Borrowings | 13 | - | 571.72 |
| Lease liabilities | 29A | 69.68 | 78.69 |
| Provisions | 14 | 66.51 | 56.40 |
| Deferred tax liabilities | 6 | 0.74 | - |
| Total non-current liabilities | | 136.93 | 706.81 |
| Current liabilities | | | |
| Financial liabilities | | | |
| Borrowings | 13 | - | 915.80 |
| Lease liabilities | 29A | 9.01 | 17.37 |
| Trade payables | 16 | | |
| Total outstanding dues of micro enterprises and small enterprises, and | | 49.82 | 70.90 |
| Total outstanding dues of creditors other than micro enterprises | | 1,080.98 | 1,097.05 |
| and small enterprises | | | |
| Other financial liabilities | 17 | 110.50 | 77.52 |
| Other current liabilities | 15 | 51.11 | 41.99 |
| Provisions | 14 | 3.99 | 3.76 |
| Total current liabilities | | 1,305.41 | 2,224.39 |
| Total liabilities | | 1,442.34 | 2,931.20 |
| TOTAL EQUITY AND LIABILITIES | | 3,363.40 | 3,270.96 |

Material accounting policies

2.1

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

As per our report of even date attached

For **B S R & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.: 101248W/W-100022



Shweta Kumar
Partner

Membership No.: 509822
Place: Gurugram

Date: 19th May 2025

For and on behalf of the Board of Directors of
Del Monte Foods Private Limited


Abhinav Kapoor
Whole Time Director & CEO
DIN: 10704134
Place: Gurugram


Amitosh Kumar Banka
Chief Financial Officer
Place: Gurugram


Nitish Bajaj
Director
DIN: 10835891
Place: New Delhi


Kavita
Company Secretary
Place: Gurugram



Del Monte Foods Private Limited

CIN:- U15133HR2004PTC041215

Consolidated Statement of Profit and Loss for the year ended 31 March 2025

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

| Particulars | Note no. | Year ended 31 March 2025 | Year ended 31 March 2024 |
|--|----------|-----------------------------|-----------------------------|
| INCOME | | | |
| Revenue from operations | 18 | 6,161.05 | 5,426.77 |
| Other income | 19 | 53.27 | 26.86 |
| TOTAL INCOME | | 6,214.32 | 5,453.63 |
| EXPENSES | | | |
| Cost of materials consumed | 20 | 2,464.33 | 1,903.98 |
| Purchases of stock-in-trade | | 1,666.90 | 1,556.55 |
| Changes in inventories of finished goods, work-in-progress and stock-in-trade | 21 | (18.94) | 175.32 |
| Employee benefits expense | 22 | 757.82 | 602.55 |
| Finance costs | 23 | 88.65 | 137.60 |
| Depreciation and amortisation expense | 24 | 141.29 | 122.10 |
| Other expenses | 25 | 1,163.08 | 979.64 |
| TOTAL EXPENSES | | 6,263.13 | 5,477.74 |
| Loss before tax | | (48.81) | (24.11) |
| Tax expense: | | | |
| Current tax | | - | - |
| Deferred tax credit/(charge) | 26 | 110.92 | (1.94) |
| Profit/(loss) for the year | | 62.11 | (26.05) |
| OTHER COMPREHENSIVE INCOME | | | |
| Items that will not be reclassified to profit or loss | | | |
| -Remeasurement of defined benefit plans | | (1.57) | 0.38 |
| - Deferred tax credit/(charge) on above | 26 | 0.69 | (0.12) |
| | | (0.88) | 0.26 |
| Other comprehensive (loss)/profit for the year, net of tax | | (0.88) | 0.26 |
| Total comprehensive income/ (loss) for the year | | 61.23 | (25.79) |
| Earning per equity share (face value of INR 10 each) | 27 | | |
| Basic earnings per share (Rupees) | | 0.14 | (0.07) |
| Diluted earnings per share (Rupees) | | 0.14 | (0.07) |
| Material accounting policies | 2.1 | | |

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

As per our report of even date attached

For **BSR & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.: 101248W/W-100022


Shweta Kumar

Partner

Membership No.: 509822

Place: Gurugram

For and on behalf of the Board of Directors of
Del Monte Foods Private Limited
Anilav Kapoor

Whole Time Director & CEO

DIN: 10704134

Place: Gurugram


Nitish Bajaj

Director

DIN: 10835891

Place: New Delhi


Amitosh Kumar Banka

Chief Financial Officer

Place: Gurugram


Kavita

Company Secretary

Place: Gurugram

Date: 19th May 2025



Del Monte Foods Private Limited
CIN:- U15133HR2004PTC041215
Consolidated Statement of changes in equity for the year ended 31 March 2025
(All amounts are in Indian Rupees Millions, unless otherwise stated)

| Particulars | Amounts |
|---|----------|
| A. Equity share capital of INR 10 each issued, subscribed and fully paid | |
| Balance as at 31 March 2023 | 3,560.37 |
| Changes in equity share capital during the year | 350.00 |
| Balance as at 31 March 2024 | 3,910.37 |
| Changes in equity share capital during the year | 1,199.93 |
| Balance as at 31 March 2025 | 5,110.30 |

| B. Other equity | Amounts | | | | |
|---|----------------------|--------------|--------------------|---|------------|
| | Reserves and Surplus | | | Items of OCI | Total |
| | Retained earnings | ESOP Reserve | Securities Premium | Re-measurement of defined benefit (liability) / asset | |
| Balance as at 1 April 2024 | (3,590.54) | 19.93 | - | - | (3,570.61) |
| Profit for the year | 62.11 | - | - | - | 62.11 |
| Share based payment expense (Refer Note 39) | - | 1.82 | - | - | 1.82 |
| Issue of equity shares | - | - | 340.07 | - | 340.07 |
| Other comprehensive Loss for the year (net of tax) | - | - | - | (0.88) | (0.88) |
| Total comprehensive Income for the year | 62.11 | 1.82 | 340.07 | (0.88) | 403.12 |
| Transferred to retained earnings | (0.88) | - | - | 0.88 | - |
| Transferred to Cash settled share based payment liability | - | 21.75 | - | - | 21.75 |
| Balance as at 31 March 2025 | (3,529.31) | - | 340.07 | - | (3,189.24) |
| Balance as at 1 April 2023 | (3,564.75) | 6.33 | - | - | (3,558.42) |
| Loss for the year | (26.05) | - | - | - | (26.05) |
| Share based payment expense (Refer Note 39) | - | 13.60 | - | - | 13.60 |
| Other comprehensive income for the year (net of tax) | - | - | - | 0.26 | 0.26 |
| Total comprehensive loss for the year | (26.05) | 13.60 | - | 0.26 | (12.19) |
| Transferred to retained earnings | 0.26 | - | - | (0.26) | - |
| Balance as at 31 March 2024 | (3,590.54) | 19.93 | - | - | (3,570.61) |

Retained earnings

Retained earnings represent cumulative losses of the group.

Employee stock options outstanding account (ESOP Reserve)

Employee stock options outstanding account is used to recognise the grant date fair value of options issued to employees under the Employee Stock Option Plan, 2022.

During the year, Equity settled options have been converted into stock appreciation rights and therefore, the entire amount has been transferred to liability.

Securities premium

Securities premium is used to record the premium received on issue of shares. It is to be utilised in accordance with the provisions of the Companies Act, 2013.

Re-measurement of defined benefit (liability) / asset

Re-measurements of defined benefit (liability)/asset comprises actuarial gains and losses.

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

As per our report of even date attached

For **BSR & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.: 101248W/W-100022

Shweta Kumar

Partner

Membership No.: 509822

Place: Gurugram

For and on behalf of the Board of Directors of
Del Monte Foods Private Limited

Abhinav Kapoor

Whole Time Director & CEO

DIN: 10704134

Place: Gurugram

Amitosh Kumar Banka

Chief Financial Officer

Place: Gurugram

Nitish Bajaj

Director

DIN: 10835891

Place: New Delhi

Kavita

Company Secretary

Place: Gurugram

Date: 19th May 2025



Del Monte Foods Private Limited

CIN:- U15133HR2004PTC041215

Statement of Cash Flows for the year ended 31 March 2025**(All amounts are in Indian Rupees Millions, unless otherwise stated)**

| | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|-----------------------------|-----------------------------|
| A. Cash flows from operating activities | | |
| Loss before tax for the year | (48.81) | (24.11) |
| Adjustments for: | | |
| Depreciation and amortisation expense | 141.29 | 122.10 |
| Gain on disposal of property, plant and equipment | (19.24) | (0.11) |
| Interest income | (2.56) | (1.68) |
| Finance cost on borrowings | 80.09 | 126.82 |
| Interest paid on lease liabilities | 8.56 | 10.78 |
| Interest income on other financial assets | (0.60) | (0.62) |
| Inventory written off and provision for obsolescence inventory | 18.11 | 21.69 |
| Provisions/liabilities no longer required written back | (6.00) | (7.03) |
| Fair value (gain)/loss on derivatives instruments | (4.42) | 8.17 |
| Net gain on disposal of right of use assets | (0.91) | (0.20) |
| Share based payment expenses (Refer Note 39) | 7.12 | 13.60 |
| Rental income | - | (10.05) |
| Unrealised loss in foreign exchange | 0.19 | 0.33 |
| Operating profit before working capital changes | 172.82 | 259.69 |
| Working Capital adjustments:- | | |
| - Increase in trade receivables | (60.39) | (56.70) |
| - (Increase)/Decrease in inventories | (11.87) | 197.89 |
| - Decrease/(Increase) in financial assets | 2.17 | (1.97) |
| - Decrease in other assets | 90.39 | 34.73 |
| - (Decrease)/Increase in trade payables | (30.70) | 104.33 |
| - Increase in provisions | 8.77 | 4.79 |
| - Increase/(Decrease) in other financial liabilities | 15.86 | (22.35) |
| - Increase/(Decrease) in other liabilities | 9.12 | (11.84) |
| Cash generated from operations | 196.17 | 508.59 |
| Income tax paid (net of refund) | (3.66) | 0.18 |
| Net cash generated from operating activities | 192.51 | 508.77 |
| B. Cash flows from investing activities | | |
| Purchase of property, plant and equipment and intangible assets (including capital work-in-progress) | (46.39) | (449.99) |
| Sale proceeds of property, plant and equipment and intangible assets (including capital work-in-progress) | 19.26 | 0.45 |
| Subsidy received under Pradhan Mantri Kisan Sampada Yojana (PMKSY) (Refer note 40) | 19.03 | - |
| Investment in Equity Shares of Sakthi Murugan Wind Farms (P Ltd.) | (1.10) | - |
| Interest received | 2.32 | 1.91 |
| Rental income | - | 10.05 |
| Redemption of Fixed Deposit pledged with Govt. authorities. | - | 2.29 |
| Net cash generated/ (used) in investing activities | (6.88) | (435.29) |



Del Monte Foods Private Limited

CIN:- U15133HR2004PTC041215

Statement of Cash Flows for the year ended 31 March 2025**(All amounts are in Indian Rupees Millions, unless otherwise stated)****C. Cash flows from financing activities**

| | | |
|---|----------------|----------------|
| Proceeds from issue of equity shares (including Securities premium) | 1,539.99 | 350.00 |
| Proceeds from long-term borrowings | - | 229.99 |
| Repayment of long-term borrowings | (571.73) | (77.68) |
| Repayment of short-term borrowings | (915.80) | (411.60) |
| Repayment of lease liabilities | (19.67) | (28.70) |
| Finance cost paid | (80.09) | (142.24) |
| Net cash used in financing activities | (47.30) | (80.23) |

| | | |
|---|---------------|---------------|
| Net increase/(decrease) in cash and cash equivalents [A+B+C] | 138.32 | (6.75) |
| Cash and cash equivalents at the beginning of the year | 58.39 | 65.14 |
| Cash and cash equivalents at the end of the year | 196.71 | 58.39 |

Components of cash and cash equivalents

| | | |
|--|---------------|--------------|
| With banks | | |
| - in current account | 43.63 | 58.39 |
| - Fixed Deposits with original maturity of less than three months | 153.00 | - |
| - Interest accrued but not due on fixed deposits of less than three months | 0.08 | - |
| Total cash and cash equivalents (Refer note 11) | 196.71 | 58.39 |

The above consolidated statement of cash flows has been prepared under the "indirect method" as set out in "Indian Accounting Standard-7"- Statement of cash flows.

Please refer note 35(d) for reconciliation of liabilities whose cash flow movements are disclosed as part of financing activities in the Consolidated Statement of Cash Flows.

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

As per our report of even date attached

For **BSR & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.: 101248W/W-100022

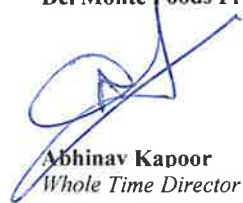

Shweta Kumar

Partner


Membership No.: 509822

Place: Gurugram

For and on behalf of the Board of Directors of
Del Monte Foods Private Limited


Abhinav Kapoor
Whole Time Director & CEO
DIN: 10704134
Place: Gurugram


Nitish Bajaj
Director
DIN: 10835891
Place: New Delhi


Amitosh Kumar Banka
Chief Financial Officer
Place: Gurugram


Kavita
Company Secretary
Place: Gurugram

Date: 19th May 2025



1.1 GENERAL INFORMATION

Del Monte Foods Private Limited ('the Parent' or 'the Company' or 'the Holding Company') was incorporated on 06 September 2004 (Holding Company and its subsidiary together referred to as "the Group") as a joint venture between Del Monte Pacific Limited and Bharti group. On 6 February 2025, Del Monte Pacific and Bharti group sold their shareholding in the Company to Sundrop Brands Limited (Formerly known as Agrotech Foods Limited). Consequently, the Company is now a fully owned subsidiary of Sundrop Brands Limited (Formerly known as Agrotech Foods Limited). The registered office of the Group is located at C-2, Plot no. 16, Udyog Vihar, Phase-IV, Gurugram, Haryana, India-122015.

The operations of the Group mainly comprise of manufacturing and trading of processed food for selling to the consumers across Indian and International markets.

1.2 RECENT ACCOUNTING PRONOUNCEMENTS

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Group w.e.f. April 1, 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements. Further, for the year ended March 31, 2025, MCA has not notified any other new standards or amendments to the existing standards applicable to the Group.

2.1 MATERIAL ACCOUNTING POLICIES

i) Basis of Accounting & Preparation of these Consolidated Financial Statements

These Consolidated financial statements comprise the Consolidated Balance Sheet as at 31 March 2025, the Consolidated statement of profit and loss, the Consolidated statement of cash flows and Consolidated statement of Changes in Equity along with notes to the Consolidated financial statements for the period 01 April 2024 to 31 March 2025 which have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with the relevant Companies (Indian Accounting Standards) Rules as amended from time to time and other relevant provisions of the Act.

The Consolidated financial statements are authorised for issue by the Company's Board of Directors on 19th May 2025.

ii) Functional and presentation currency

These Consolidated Financial Statements are presented in Indian rupees (Rs.) which is also the Group's functional currency. All amounts have been rounded-off to the nearest Million up to two places of decimal, unless otherwise indicated. Face value of share and earnings per share are presented in Indian Rupees.

iii) Basis of consolidation

The Group consolidates entity which it owns or controls. The Consolidated Financial Statements comprises the Consolidated financial statements of the Group and its subsidiary as disclosed in Note 41. Control exists when the parent Company has power over the entity, is exposed or has rights, to variable returns from its involvement with the entity and has the ability to affect those return by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.



Del Monte Foods Private Limited
CIN:- U15133HR2004PTC041215
Notes to the Consolidated Financial Statements for the year ended 31 March 2025

The Consolidated Financial Statements of the subsidiary are consolidated on a line - by - line basis and intra group balances and transactions are eliminated upon consolidation. These Consolidated financial statements are prepared by applying uniform accounting policies in use at the group. Non - controlling interest which represent part of net profit or loss and net assets of subsidiary that are not, directly or indirectly, owned or controlled by the Group, are excluded.

The name of the subsidiary along with the percentage of holding is mentioned below:

| Name of the subsidiary | Country of incorporation | % shareholding |
|---|--------------------------|----------------|
| | | 31 March 2025 |
| Del Monte Foods India (North) Private Limited | India | 100% |

iv) Basis of measurement

The consolidated financial statements have been prepared on historical cost basis except for certain financial instruments and liabilities for cash settled share-based payments that are measured at fair values at the end of each reporting period and net defined benefit liability which is measured at the present value of the defined benefit obligation, as explained in the accounting policies below.

The preparation of these Consolidated Financial Statements requires the use of certain critical accounting estimates and judgements. It also requires the management to exercise judgement in the process of applying the Group's accounting policies. The areas where estimates are significant to the Consolidated Financial Statements, or areas involving a higher degree of judgement or complexity, are disclosed in Note 2.2.

v) Use of estimation and judgements

The preparation of these consolidated financial statements requires the use of certain critical accounting estimates and judgements. It also requires the management to exercise judgement in the process of applying the Group's accounting policies which may affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognized prospectively. Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements is included in the following notes.

Judgements

- a. Recognition and estimation of tax expense including deferred tax.
- b. Lease classification- whether the Group is reasonably certain to exercise the extension options.
- c. Revenue recognition- whether revenue from sale of products is recognised over time or at a point in time.
- d. Contingent liabilities

Estimation and assumptions

- a. Assessment of useful life of property, plant and equipment and intangible asset.
- b. Impairment assessment of financial assets (trade receivables) and non-financial assets.
- c. Estimation of obligations relating to employee benefits: key actuarial assumptions.
- d. Valuation of Inventories: estimate of obsolescence.
- e. Recognition and measurement of provision and contingencies: Key assumption about the likelihood and magnitude of an outflow of resources.



- f. Fair value measurement
- g. Allowance for expected credit losses.
- h. Recognition of deferred tax assets: availability of future taxable profit against which deductible temporary differences and tax losses carried forward can be utilised

vi) Current and non-current classification

All assets and liabilities are classified as current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- a. it is expected to be realized in, or is intended for sale or consumption in, the Group 's normal operating cycle;
- b. it is held primarily for the purpose of being traded;
- c. it is expected to be realized within 12 months after the reporting date; or
- d. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- a. it is expected to be settled in the Group 's normal operating cycle;
- b. it is held primarily for the purpose of being traded;
- c. it is due to be settled within 12 months after the reporting date; or
- d. the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

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

Operating cycle

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

vii) Property, plant and equipment and capital work-in-progress

The cost of an item of property, plant and equipment is recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, borrowing costs if capitalization criteria are met and, directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.



Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

Subsequent costs are capitalised on the carrying amount or recognised as a separate asset, as appropriate, only when future economic benefits associated with the item are probable to flow to the Group and cost of the item can be measured reliably.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss on the date of disposal or retirement.

The cost of property, plant and equipment as at 1 April 2016, the Group's date of transition to Ind AS, was determined with reference to its carrying value recognised as per the previous GAAP (deemed cost) as at the date of transition to Ind AS.

Depreciation on property, plant and equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. The life of the asset, has been assessed taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturer's warranties and maintenance support, etc. Depreciation on additions/ disposals is provided on a pro-rata basis i.e. from/ upto the date on which asset is ready for use/ disposed off.

The Group has used the following rates to provide depreciation on its property, plant and equipment:

| Assets | Management estimates of useful life of assets in years | Useful life as per Schedule II (in Years) |
|------------------------|--|---|
| Plant and equipment | 1- 21 years | 15 years |
| Computers | 3-6 years | 3 years |
| Office equipment | 1- 5 years | 5 years |
| Furniture and fixtures | 1-10 years | 10 years |
| Buildings | 5-30 years | 60 years |

Freehold land is not depreciated.

Based on internal assessment and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Leasehold improvements are depreciated on a straight-line basis over the lease period or their estimated useful life, whichever is lower.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial Period end and adjusted prospectively, if appropriate.

viii) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. An intangible asset is recognised only if it is probable that future economic benefits attributable to the asset will flow to the Group and the cost of the asset can be measured reliably. Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the Consolidated Statement of Profit and Loss in the period in which the expenditure is incurred.



The useful lives of intangible assets are assessed as finite and the assets are amortised on straight-line basis over a period of three to five Periods, determined on the basis of expected future economic benefits and assessed for impairment whenever there is an indication that an intangible asset may be impaired.

The amortisation period, useful lives and the amortisation method are reviewed at least at each financial Period end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the Statement of Consolidated Profit and Loss unless such expenditure forms part of carrying value of another asset.

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

ix) Impairment of non-financial assets

At each Balance Sheet date, the Group reviews its non-financial assets to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. Assets that do not generate independent cash flows are grouped together into cash generating units (CGU) In assessing value in use, the estimated future cash flows expected from the continuing use of the asset/CGU and from its disposal are discounted to their present value using a discount rate that reflects the current market assessments of time value of money and the risks specific to the asset/CGU.

An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in profit or loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

x) Investment in equity instruments of subsidiaries

Investment in equity instruments of subsidiaries is stated at cost as per Ind AS 27 'Separate Financial Statements'. The Group records the investment in equity instruments of subsidiaries at cost less impairment loss, if any.

On disposal of investment in subsidiary, the difference between net disposal proceeds and the carrying amount is recognised in the Statement of Consolidated profit and loss.

xi) Government grants and subsidies

Grants and subsidies from the government are recognised when there is reasonable assurance that the Group will comply with the conditions attached to them, and the grant/subsidy will be received.

Government grants where primary condition is that Group should purchase, contract or otherwise acquire capital assets are recognised as reduced carrying value of the asset and transferred to profit and loss over useful life of the depreciable asset by way of a reduced depreciation charge.

Government grants in the form of assistance by government in the form of transfer of resources to the Group in return for future compliance with certain conditions relating to the operating activities of the Group are



recognised as deferred revenue in the Consolidated Balance Sheet and transferred to the Statement of Consolidated Profit and Loss, based on the fulfillment of related export obligation.

xii) Inventories

Inventories are valued at the lower of cost and net realisable value after providing for obsolescence and other losses, where considered necessary. The basis of valuation of each category of inventory is described below:

Raw materials, packing material, consumables, stores and spares:

Cost is determined on a moving weighted average basis and includes purchase prices and all applicable costs incurred in bringing the items to their present location and condition.

Traded goods:

Cost includes cost of purchase and other cost incurred in bringing inventories to their present location and condition. Cost is determined on FIFO basis.

Work-in-progress and finished goods:

Cost includes direct materials and labour and a proportion of manufacturing and other overheads based on normal operating capacity of the Group.

Net realisable value (NRV) is the estimated selling price for inventories, less estimated costs of completion and costs necessary to make the sale. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished goods. Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases when a decline in the price of materials indicates that the cost of finished products shall exceed the net realisable value.

The comparison of cost and NRV is made on item-by-item basis.

xiii) Financial instruments

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. A trade receivable without a significant financing component is initially measured at the transaction price.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

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

- Debt instruments at amortised cost;
- Debt instruments at fair value through other comprehensive income (FVTOCI);



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

Debt instruments at amortised cost.

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

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

This category is most applicable to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the Effective Interest Rate ("EIR") method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

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

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

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

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is considered only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

Equity Investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes



such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

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

Equity instruments included within the FVTPL category are measured at fair value. All changes in fair value including dividend are recognised in the Statement of Consolidated Profit and Loss.

Derecognition

A financial asset is de-recognised only when:

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

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

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

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g. loans, debt securities, deposits and trade receivables; and
- b) Loan commitments which are not measured as at FVTPL.

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

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



then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

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

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due. A financial asset is considered in default when the debtor is unlikely to pay the Group in full or the financial asset is 180 days past due.

The Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the Statement of Profit and Loss. This amount is reflected under the head other expenses in the Statement of Profit and Loss. For the financial assets measured as at amortised cost, contractual revenue receivables, ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the Balance Sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

Financial liabilities

Initial recognition and measurement

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

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

The Group's financial liabilities include trade and other payables and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities



designated as FVTPL, fair value gains/ losses attributable to changes in own credit risks are recognised in OCI. These gains/losses are not subsequently transferred to Statement of Profit and Loss. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of Consolidated Profit and Loss.

De-recognition

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

Reclassification

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

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

xiv) Fair value measurement

The Group measures financial instruments, such as derivatives at fair value at each Balance Sheet date.

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

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

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or Indirectly observable.
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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



At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the management or its expert verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the changes have occurred.

xv) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the Group and the revenue can be reliably measured. Revenue is measured at the consideration received or receivable as per the contract with the customer.

Sale of products

Revenue is recognised on transfer of control of the goods to the customer, which generally coincides with the delivery of goods to the customers. Revenue from sales of goods is measured at the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates, if any.

Sale of services.

Revenue from service-related activities is recognized as and when services are rendered and on the basis of contractual terms with the parties.

Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefit will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on time basis, by the reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

Other Income

Other income is comprised primarily of rental income, commission income, net gain on foreign exchange fluctuations, and fair value gain on derivative instruments.

xvi) Foreign currencies

Transactions in foreign currency are recorded at the exchange rate prevailing at the date of the transaction except revenue and purchases which are recognised based on exchange rate prevailing on the first working day of the month. Monetary items are restated at the foreign exchange rates at the reporting date. Resultant exchange differences arising on payment or translation are recognised as income or expense in the period in which they arise.

xvii) Borrowing costs

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as a part of the cost of that asset up to the date when such assets are ready for their intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred. Capitalisation of



borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

xviii) Employees benefits

Employee benefits include provident fund, employee state insurance scheme, gratuity, compensated absences and performance incentives.

a) Defined contribution plans

The Group's contribution to Provident Fund and Employee State Insurance Scheme (ESI) are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of monthly contributions required to be made towards Government administered provident fund and ESI and when services are rendered by the employees.

b) Defined benefit plans

For defined benefits plans in the form of gratuity, the cost of providing benefits is determined using the project unit credit method, with actuarial valuation being carried out at the end of each reporting period by a qualified, independent actuary. Re-measurement, comprising actuarial gains and losses is recognised immediately in the Balance Sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Re-measurement recognised in the other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit and loss. Past service cost is recognised in the Consolidated profit and loss in the period of a plan amendment.

Net interest is calculated by applying the discount rate determined by reference to market yields at the end of the reporting period on government bonds. This rate is applied on the net defined benefit liability, both as determined at the start of the reporting period, taking into account any changes made in the net defined liability during the period as a result of benefit payments.

Defined benefit costs are categorised as follows:

- (a) service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements).
- (b) net interest expense or income; and
- (c) remeasurement

The Group presents the first two components of defined benefit costs in the Statement of Profit and Loss in the line item 'Employee benefits expense'. 'Curtailment gains and losses' are accounted for as past service costs.

The retirement benefit obligation recognised in the Balance Sheet represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

c) Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the period when the employees render the service. These benefits include salaries, wages and performance incentive.

d) Long-term employee benefits

The Group has performance linked long-term incentives for employees. Certain senior management employees of the Group participate in a long-term incentive plan which is aimed at rewarding an individual,



based on the achievement of defined performance measures. Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash flow expected to be made by the Group in respect of services provided by employees up to the reporting date.

e) Other long-term employee benefits – compensated absences

Compensated absences which are not expected to be utilised within twelve months after the end of the period in which the employee renders the related service are recognised as a long-term provision at the present value of the defined benefit obligation as at the Balance Sheet date. The obligation is measured annually by a qualified actuary using the projected unit credit method. Remeasurements are recognized in Consolidated profit or loss in the period in which they arise.

f) Termination benefits

A liability for a termination benefit is recognised at the earlier of when the Group can no longer withdraw the offer of the termination benefit and when the Group recognises any related restructuring costs. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

xix) Taxes

Income tax expense comprises current and deferred tax. Current and deferred tax are recognised in the profit or loss, except when they relate to items that are recognised in the other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in the other comprehensive income or directly in equity, respectively.

Current tax

Current tax is the amount of tax payable on the taxable income for the Period as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws. Advance taxes and provisions for current taxes are presented in the Balance Sheet after off-setting advance taxes paid and income tax provisions, only if there is a legally enforceable right to set off the recognised amounts.

Deferred tax

Deferred tax is recognised on temporary differences between the tax bases of assets and liabilities used in the computation of taxable profit and their carrying value in the Consolidated Financial Statements.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, can be utilised.

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

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

The measurement of deferred tax assets reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.



Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

xx) Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

xxi) Cash flow statement

Cash flows are reported using the Indirect method. Tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

xxii) Provisions (Other than employee benefits)

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised 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 cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

xxiii) Earnings per share

- Basic Earnings Per Share

Basic earnings per share (EPS) is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

- Diluted Earnings Per Share

Diluted EPS amounts is calculated by dividing the profit or loss attributable to equity holders of the Group (after adjusting the corresponding income/charge for dilutive potential equity shares) by the weighted average number of equity shares outstanding during the period plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

xxiv) Segment reporting

Identification of segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). Only those business activities are identified as operating segment for which the operating results are regularly reviewed by the CODM to make decisions about resource allocation and performance measurement.



Segment accounting policies

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the Consolidated Financial Statements of the Group as a whole.

xxv) Leases

As a lessee

The Group assesses whether an arrangement is (or contains) a lease based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

As at the date of commencement of the lease, the Group recognises a right of use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for the leases with a term of twelve months or less (short term leases) and leases of low value assets. For these short-term and low value leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the period of lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term, Right-of-use assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The Right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right of use assets are depreciated from the commencement date on a straight-line basis over the shorter of lease term and estimated useful life of the assets. The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

Lease liability and Right-of-use asset have been separately presented in the consolidated Balance Sheet and lease payments have been classified as financing cash flows in consolidated statement of cash flows.

As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance or operating lease. Leases where the Group transfers substantially all of the risks and rewards of ownership are classified as finance leases. All other leases are operating leases. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

xxvi) Share Based Payments

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model mentioned in Note 39.

That cost is recognised, together with a corresponding increase in share-based payment (SBP) reserves in



equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.

The expense in the statement of profit and loss for the Period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense. Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions.

Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions. No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The fair value of the amount payable to employees in respect of share appreciation rights (SARs) which are settled in cash, is recognised as an employee benefits expense with a corresponding increase in liabilities, over the period during which the employees become unconditionally entitled to payment. The liability is measured at each reporting date and at settlement date based on the fair value of the SARs. Any changes in the liability are recognised in profit or loss.

When the terms of an equity-settled award are modified, the minimum expense recognised by the Group is the grant date fair value of the unmodified award, provided the vesting conditions (other than a market condition) specified on grant date of the award are met.

Further, additional expense, if any, is measured and recognised as at the date of modification, in case such modification increases the total fair value of the share-based payment plan or is otherwise beneficial to the employee.

xxvii) Contingent liabilities

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. The Group does not recognize a contingent liability but discloses its existence in the financial statements. In the normal course of business, contingent liabilities may arise from litigations and other claims against the Group. Where the potential liabilities have a low probability of crystallising, such liabilities are disclosed in the notes but are not provided for in the consolidated financial statements. Although there can be no assurance regarding the outcome of the legal proceedings, management does not expect them to have a materially adverse impact on the financial position or profitability of the Group.

xxviii) Contingent assets

Contingent asset is not recognized in Consolidated Financial Statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.



Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

2.2 Critical accounting judgments and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in note 2.1 above, the directors of the Group are required to make judgments, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from the estimates.

The estimates and underlying assumptions are required on ongoing basis. Revision to accounting estimates is recognised in the period in which the estimates is required if the revision affects only that period, or in the period of the revision and future periods if the affects both current and future periods.

2.2.1 Critical judgments in applying accounting policies

The following are the critical judgments, apart from those involving estimations (refer note 2.2.2 below) that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the Consolidated Financial Statements.

Contingent liabilities

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Group. Where the potential liabilities have a low probability of crystallising, such liabilities are disclosed in the notes but are not provided for in the Consolidated financial statement. Although there can be no assurance regarding the outcome of the legal proceedings, management does not expect them to have a materially adverse impact on the financial position or profitability of the Group.

Contingent assets

Contingent asset is not recognized in Consolidated Financial Statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

2.2.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial Period, are described below. The Group has based its assumptions and estimates on parameters available when the Consolidated Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

i) Allowance for doubtful receivables

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivable balances and historical experience adjusted for forward-looking estimates. Individual trade receivables are written off when management deems them not to be collectible.

ii) Impairment of property, plant and equipment, intangible assets and capital work-in-progress



The carrying amounts of the Group's property, plant and equipment, intangible asset and capital work-in-progress are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

iii) Provision for obsolete inventory

The Group reviews the inventory ageing on a periodic basis. The purpose is to ascertain whether any allowance is required to be made in the Consolidated financial statement for any obsolete and slow-moving items. The Group has determined that adequate allowance for obsolete and slow-moving inventories have been made in the Consolidated Financial Statements.

iv) Useful lives of property, plant and equipments ('PPE') and intangible assets

The Group requires the estimated useful lives and residual value of PPE at the end of each reporting period. The factors such as changes in the operating conditions of the asset, anticipated technological changes and past history of replacement, could significantly impact the economic useful lives and the residual value of the assets. Consequently, the future depreciation charge could be revised and thereby could have an impact on the profit of the future Periods.

v) Defined benefits plans

The cost of the defined benefit plans and the present value of the defined benefit obligation ('DBO') are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

vi) Income taxes

Deferred tax assets are recognized to the extent that it is regarded as probable that deductible temporary differences can be realized. The Group estimates deferred tax assets and liabilities based on current tax laws and rates and in certain cases, business plans, including management's expectations regarding the manner and timing of recovery of the related assets. Changes in these estimates may affect the amount of deferred tax liabilities or the valuation of deferred tax assets and thereby the tax charge/ credit in the Statement of Profit and Loss.

vii) Contingent liabilities

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Group. Where the potential liabilities have a low probability of crystallising, such liabilities are disclosed in the notes but are not provided for in the Consolidated financial statements. Where the probability is high, a provision is made for the potential liability on a best estimate basis. In case the probability is remote, no provision or disclosure is made.



3A. PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK-IN-PROGRESS

Reconciliation of carrying amount:

| Particulars | Freehold land | Buildings | Plant and equipment | Furniture and fixtures | Office equipment | Leasehold improvements | Computers | Total | Capital work-in-progress* |
|--|---------------|-----------|---------------------|------------------------|------------------|------------------------|-----------|----------|---------------------------|
| Cost | | | | | | | | | |
| As at 31 March 2023/01 April 2023 | 138.83 | 237.59 | 805.86 | 1.12 | 5.24 | 5.74 | 14.88 | 1,209.25 | 223.57 |
| Additions made during the year | - | 241.49 | 481.26 | 1.17 | 3.02 | - | 12.24 | 739.17 | 512.88 |
| Disposals/adjustments during the year | - | - | 1.01 | 0.02 | 0.36 | - | 2.88 | 4.27 | - |
| Transfer during the year | - | - | - | - | - | - | - | - | 729.46 |
| As at 31 March 2024/01 April 2024 | 138.83 | 479.08 | 1,286.11 | 2.26 | 7.90 | 5.74 | 24.24 | 1,944.16 | 6.99 |
| Additions made during the year | - | 8.29 | 33.12 | 0.05 | 1.29 | - | 2.90 | 45.65 | 37.36 |
| Disposals/adjustments/ subsidy during the year | - | - | 22.86 | - | 0.26 | - | 2.17 | 25.29 | - |
| Transfer during the year | - | - | - | - | - | - | - | - | 41.85 |
| As at 31 March 2025 | 138.83 | 487.36 | 1,296.38 | 2.31 | 8.93 | 5.74 | 24.97 | 1,964.50 | 2.49 |
| Accumulated depreciation | | | | | | | | | |
| As at 31 March 2023/01 April 2023 | - | 76.81 | 537.49 | 0.76 | 3.02 | 5.49 | 8.94 | 632.49 | - |
| Depreciation for the year | - | 14.32 | 72.99 | 0.15 | 1.34 | 0.04 | 5.69 | 94.53 | - |
| Disposals/adjustments during the year | - | - | 0.77 | 0.02 | 0.33 | - | 2.81 | 3.93 | - |
| As at 31 March 2024/01 April 2024 | - | 91.13 | 609.71 | 0.88 | 4.03 | 5.53 | 11.82 | 723.10 | - |
| Depreciation for the Year | - | 18.35 | 97.40 | 0.18 | 1.68 | 0.04 | 6.79 | 124.44 | - |
| Disposals/adjustments during the year | - | - | 3.83 | - | 0.26 | - | 2.12 | 6.21 | - |
| As at 31 March 2025 | - | 109.49 | 703.28 | 1.07 | 5.45 | 5.57 | 16.49 | 841.33 | - |
| Carrying amount | | | | | | | | | |
| As at 31 March 2024/01 April 2024 | 138.83 | 387.94 | 676.40 | 1.39 | 3.87 | 0.21 | 12.42 | 1,221.07 | 6.99 |
| As at 31 March 2025 | 138.83 | 377.88 | 593.10 | 1.25 | 3.48 | 0.16 | 8.48 | 1,123.18 | 2.49 |

- Entire items of property, plant and equipment were subject to first and second pari-passu charge to secure bank borrowings. (Refer note 13), which have been repaid during the year.
- During the year, the subsidiary has received grant of INR 19.03 Million (PY INR 22.5 Million) which has been recognised as reduced carrying value of the asset (Refer note 40)

*Capital work in progress consists of construction or erection material, machinery at site and other Details of pre-operative expenses are as follows:

| Particulars | As on 31 March 2025 | As on 31 March 2024 |
|---|---------------------|---------------------|
| Pre-operative expense brought forward | - | 12.65 |
| Interest on term loan | - | 13.03 |
| Miscellaneous & other expenses | - | 25.38 |
| Total | - | 51.06 |
| Less: Income (Scrap Sales/interest) | - | - |
| Less: Allocated and capitalised during the year | - | 51.06 |
| Pre-operative expenses carry forward | - | - |

Capital-work-in-progress ageing

| Capital-work-in-progress | As at 31 March 2025 | | | | As at 31 March 2024 | | | |
|-------------------------------|--------------------------------|-------------|-------------|-----------|--------------------------------|-------------|-------------|-----------|
| | Amount in CWIP for a period of | | | | Amount in CWIP for a period of | | | |
| | Less than 1 Year | 1 - 2 Years | 2 - 3 Years | > 3 Years | Less than 1 Year | 1 - 2 Years | 2 - 3 Years | > 3 Years |
| Project-in-progress | 2.49 | - | - | - | 2.49 | 6.99 | - | - |
| Project temporarily suspended | - | - | - | - | - | - | - | - |
| Total | 2.49 | - | - | - | 2.49 | 6.99 | - | 6.99 |

-As at 31 March 2025, the capital work-in progress is not overdue for completion and its cost is not in excess as compared to original plan.

-As at 31 March 2024, the capital work-in progress was not overdue for completion and its cost was not exceeded compared to original plan.

-The Group has not done any revaluation of property, plant and equipment during the year.



Del Monte Foods Private Limited

CIN:- U15133HR2004PTC041215

Notes to the consolidated financial statements for the year ended 31 March 2025**(All amounts are in India Rupees Million, unless otherwise stated)****3B. RIGHT-OF-USE ASSETS**

| | <u>Leasehold land</u> | <u>Buildings</u> | <u>Plant & Machinery</u> | <u>Total</u> |
|-----------------------------------|-----------------------|------------------|------------------------------|--------------|
| Gross carrying amount | | | | |
| As at 31 March 2023/01 April 2023 | 86.79 | 131.30 | 10.96 | 229.06 |
| Additions made during the year | - | - | - | - |
| Disposals made during the year | - | 10.75 | 10.96 | 21.71 |
| As at 31 March 2024/01 April 2024 | 86.79 | 120.55 | - | 207.35 |
| Additions made during the year | - | - | - | - |
| Disposals made during the year | - | 24.85 | - | 24.85 |
| As at 31 March 2025 | 86.79 | 95.70 | - | 182.50 |
| Accumulated depreciation | | | | |
| As at 31 March 2023/01 April 2023 | 2.92 | 14.71 | 8.85 | 26.48 |
| Depreciation for the year | 0.88 | 23.86 | 2.02 | 26.76 |
| Disposals for the year | - | 7.12 | 10.87 | 17.99 |
| As at 31 March 2024/01 April 2024 | 3.80 | 31.45 | - | 35.25 |
| Depreciation for the year | 0.88 | 15.18 | - | 16.06 |
| Disposals for the year | - | 19.49 | - | 19.49 |
| As at 31 March 2025 | 4.68 | 27.14 | - | 31.82 |
| Net book value | | | | |
| As at 31 March 2024/01 April 2024 | 82.99 | 89.10 | - | 172.10 |
| As at 31 March 2025 | 82.11 | 68.56 | - | 150.67 |

1 Detail of rent expenses

Expenses relating to short term leases amount during the year 31 March 2025 INR 46.04 Million (31 March 2024: INR 27.71 Million) (Refer note 25)

2 Refer note 29A for maturity analysis of lease liabilities (contractual obligation) and reconciliation of lease liabilities .

3 The lease deeds/agreements of immovable properties are held in the name of the group.

4 No ROU assets were revalued during the year.

5 All lease agreements are duly executed in favour of the Group.

6 The Group has taken land on lease from Punjab Agro Industries Corporation Limited in Mega Food Park, Ludhiana from 13 December 2019 till 12 December 2118 for a period of 99 Years. All the payments had been made at the time of entering the agreement. Hence, there is no lease liability for the same.



Del Monte Foods Private Limited

CIN:- U15133HR2004PTC041215

Notes to the consolidated financial statements for the year ended 31 March 2025

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

4. OTHER INTANGIBLE ASSETS AND INTANGIBLE ASSET UNDER DEVELOPMENT

| Particulars | Software | Total | Intangible asset under development |
|-------------------------------------|----------|-------|------------------------------------|
| At cost | | | |
| As at 31 March 2023 / 01 April 2023 | 6.53 | 6.53 | - |
| Additions made during the year | 0.52 | 0.52 | 1.94 |
| Transfer during the year | - | - | 0.53 |
| As at 31 March 2024/01 April 2024 | 7.05 | 7.05 | 1.41 |
| Additions made during the year | 0.20 | 0.20 | 0.27 |
| As at 31 March 2025 | 7.25 | 7.25 | 1.68 |
| Accumulated amortization | | | |
| As at 31 March 2023 / 01 April 2023 | 5.15 | 5.15 | - |
| Amortisation for the year | 0.81 | 0.81 | - |
| As at 31 March 2024/01 April 2024 | 5.96 | 5.96 | - |
| Amortisation for the year | 0.79 | 0.79 | - |
| As at 31 March 2025 | 6.75 | 6.75 | - |
| Carrying amount | | | |
| As at 31 March 2024/01 April 2024 | 1.09 | 1.09 | 1.41 |
| As at 31 March 2025 | 0.50 | 0.50 | 1.68 |

Intangible assets under development ageing

| As at 31 March 2025 | Amount in Intangible assets under development for a period of | | | | |
|-------------------------------------|---|---------------|-------------|-----------|-------------|
| Intangible assets under development | Less than 1 Year | 1 - 2 Years * | 2 - 3 Years | > 3 Years | Total |
| Project-in-progress | 0.73 | 0.95 | - | - | 1.68 |
| Project temporarily suspended | - | - | - | - | - |
| Total | 0.73 | 0.95 | - | - | 1.68 |

| As at 31 March 2024/01 April 2024 | Amount in Intangible assets under development for a period of | | | | |
|-------------------------------------|---|-------------|-------------|-----------|-------------|
| Intangible assets under development | Less than 1 Year | 1 - 2 Years | 2 - 3 Years | > 3 Years | Total |
| Project-in-progress | 1.41 | - | - | - | 1.41 |
| Project temporarily suspended | - | - | - | - | - |
| Total | 1.41 | - | - | - | 1.41 |

*There is an ongoing intangible asset under development where the completion has been delayed beyond the originally budgeted capitalization date.

| As at 31 March 2025 | Amount in Intangible assets under development to be completed in | | | | |
|-------------------------------------|--|-------------|-------------|-----------|-------------|
| Intangible assets under development | Less than 1 Year | 1 - 2 Years | 2 - 3 Years | > 3 Years | Total |
| Project-in-progress | 0.95 | - | - | - | 0.95 |
| Total | 0.95 | - | - | - | 0.95 |

There is no Intangible asset under development project (other than those mentioned above) whose completion is overdue or exceeded its cost compared to original plan.

-No intangible assets were revalued during the year.



Del Monte Foods Private Limited

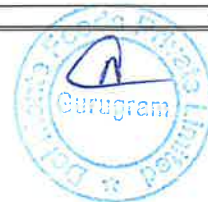
CIN:- U15133HR2004PTC041215

Notes to the consolidated financial statements for the year ended 31 March 2025

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

| | As at 31 March 2025 | As at 31 March 2024 |
|--|-----------------------------|--|
| 4A. INVESTMENTS | | |
| Other Investment (unquoted, recognised at FVOCI), non-current | | |
| 1,10,000 fully paid up equity shares of Rs. 10 each in Sakthi Murugan Wind Farms (P Ltd.) | 1.10 | - |
| | 1.10 | - |
| Aggregate book value of unquoted non-current investments | 1.10 | - |
| Aggregate amount of impairment in value of investments | - | - |
| The group designated the investments shown below as equity instruments at FVTOCI because these equity securities represent investments that the group intends to hold for the long terms for strategic purposes. | | |
| In million of INR | Fair value at 31 March 2025 | Dividend income recognised during the year |
| Investment in Sakthi Murugan Wind Farms (P Ltd.) | 1.1 | - |
| | | |
| No strategic investments were disposed of during the year ended 31 March 2025, and there were no transfer of any cumulative gain or loss within equity related to these investments. | | |
| 5. OTHER FINANCIAL ASSETS | | |
| (Unsecured considered good unless otherwise stated) | | |
| Non-current | | |
| At amortised cost | | |
| Security deposits | 6.26 | 7.14 |
| Balances with banks | | |
| - Balances held as margin money for bank guarantees pledged with Govt. authorities. | 0.60 | 0.55 |
| Interest accrued but not due on fixed deposits | 0.04 | 0.08 |
| | 6.90 | 7.77 |
| Current | | |
| At amortised cost | | |
| Import licenses on hand | 0.62 | 1.81 |
| Security deposits | 12.03 | 11.44 |
| Derivative instruments at fair value through profit and loss | | |
| Foreign exchange forward contracts | 1.13 | - |
| | 13.78 | 13.25 |

The exposure to financial risks and fair value measurement related to these financial instruments is described in Note 35 & 36.



6. DEFERRED TAX ASSETS

a. Deferred tax assets / (liabilities)

Deferred tax assets

Deferred tax liabilities

Deferred tax assets recognised

| | | | As at 31 March 2025 | As at 31 March 2024 | | | As at 31 March 2025 | As at 31 March 2024 |
|--|---------------------|-------------------------|------------------------|------------------------|------------------------------------|------------------------------------|------------------------|------------------------|
| | Standalone (Parent) | Standalone (Subsidiary) | As at 31 March 2025 | As at 31 March 2024 | Recognised temporary difference | Recognised temporary difference | As at 31 March 2025 | As at 31 March 2024 |
| b. Movement of temporary differences | | | | | | | | |
| Property, plant and equipment and other intangible assets | (21.98) | (14.51) | (36.49) | (42.00) | 5.51 | (22.60) | (19.41) | (19.41) |
| Provision for derivatives - MTM | 0.35 | - | 0.35 | 1.03 | (0.68) | 2.55 | (1.52) | (1.52) |
| ROU Asset | (21.39) | - | (21.39) | (27.80) | 6.41 | 9.24 | (37.04) | (37.04) |
| Deferred Tax liability | (43.02) | (14.51) | (57.53) | (68.78) | 11.24 | (10.81) | (57.97) | (57.97) |
| Provision for gratuity | 13.03 | 0.07 | 13.10 | 11.59 | 1.51 | 1.35 | 10.24 | 10.24 |
| Provision for compensated absences | 7.73 | 0.10 | 7.83 | 6.50 | 1.33 | 0.54 | 5.96 | 5.96 |
| Allowances for doubtful debt | 1.87 | - | 1.87 | 2.71 | (0.84) | (3.76) | 6.48 | 6.48 |
| Provision for doubtful advances | 2.50 | - | 2.50 | 2.50 | 0.00 | (2.76) | 5.26 | 5.26 |
| Provision for inventory obsolescence | 3.87 | 0.00 | 3.87 | 4.43 | (0.56) | (1.68) | 6.11 | 6.11 |
| Lease liability | 24.55 | - | 24.55 | 30.81 | (6.26) | (7.08) | 37.89 | 37.89 |
| ESOP Expenses | 8.44 | - | 8.44 | 8.44 | 8.44 | - | - | - |
| Tax losses and depreciation | 478.97 | 13.60 | 492.57 | 395.82 | 96.76 | 22.13 | 373.69 | 373.69 |
| Deferred Tax Asset | 540.96 | 13.77 | 554.73 | 454.36 | 100.38 | 8.75 | 445.62 | 445.62 |
| Net Deferred Tax Asset | 497.94 | (0.74) | 497.20 | 385.59 | 111.61 | (2.07) | 387.64 | 387.64 |

The Group has based on an overall evaluation and in accordance with provision of para 35 of Ind AS 12 - Income taxes decided to recognize deferred tax assets to the extent there is reasonable certainty supported by convincing other evidence (based on Board approved projections, indefinite carry forward for unabsorbed depreciation) that sufficient taxable profit will be available against which the temporary difference can be utilised by the Group.

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

c. Tax losses and tax credits expire as follows:

| | As at 31 March 2025 | | As at 31 March 2024 | |
|-------------------------|------------------------|----------------------------|------------------------|----------------------------|
| Assessment year of loss | Gross amount | Unrecognised tax effect | Gross amount | Unrecognised tax effect |
| Business Loss | | | | |
| Upto five year | - | - | 274.18 | 85.54 |
| More than five year | - | - | 499.28 | 155.76 |

Due to change in ownership of the company, the losses are not available for carry forward & setoff in future years.



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Notes to the consolidated financial statements for the year ended 31 March 2025
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| | As at 31 March 2025 | As at 31 March 2024 |
|---|------------------------|------------------------|
| 7. OTHER TAX ASSETS (NET) | | |
| Advance income-tax | 12.82 | 8.95 |
| | <u>12.82</u> | <u>8.95</u> |
| 8. OTHER ASSETS | | |
| <i>(Unsecured considered good unless otherwise stated)</i> | | |
| Non-current | | |
| Capital advances | 0.31 | 2.16 |
| Advance to suppliers | | |
| - Considered doubtful | 7.30 | 7.30 |
| Less : Impairment allowance | (7.30) | (7.30) |
| | - | - |
| Prepaid expenses | 3.28 | 2.53 |
| Balance with Government authorities- amount paid under protest | 5.18 | - |
| | <u>8.77</u> | <u>4.69</u> |
| Current | | |
| Advance to suppliers | 90.80 | 97.00 |
| Advance to employees | | |
| - Considered good | 2.07 | 2.45 |
| - Considered doubtful | 0.71 | 0.71 |
| Less: Allowance for doubtful balance with employees | (0.71) | (0.71) |
| | 2.07 | 2.45 |
| Prepaid expenses | 9.02 | 9.02 |
| Deferred contract cost | 8.39 | - |
| Balance with Government authorities - Goods and Services tax receivable | 51.14 | 148.35 |
| Other Receivables | - | 0.92 |
| | <u>161.42</u> | <u>257.74</u> |
| <i>No loans or advances are due by directors or other officers of the group or any of them either severally or jointly with any other person.</i> | | |
| 9. INVENTORIES | | |
| <i>(Valued at lower of cost and net realisable value)</i> | | |
| Raw materials | 332.95 | 371.59 |
| {including stock in transit INR 106.08 Million (31 March 2024: INR 124.15 Million)} | | |
| Work-in-progress | 0.75 | 2.04 |
| Finished goods (other than those acquired for trading) | 203.24 | 191.97 |
| {including stock in transit INR 5.03 Million (31 March 2024: INR 28.99 Million)} | | |
| Traded goods | 230.36 | 219.21 |
| {including stock in transit INR 56.84 Million (31 March 2024: INR 42.85 Million)} | | |
| Packing materials | 66.81 | 52.76 |
| {including stock in transit INR 0.17 Million (31 March 2024: INR Nil Million)} | | |
| Consumables* | 9.11 | 11.89 |
| {including stock in transit INR 0.14 Million (31 March 2024: INR Nil Million)} | | |
| | <u>843.22</u> | <u>849.45</u> |

*Net of provision for inventory obsolescence

- Raw Material have been write down to net realisable value amounting to INR 0.29 Million (31 March 2024: INR 1.25 Million)
- Work in Progress have been write down to net realisable value amounting to INR Nil Million (31 March 2024: INR 0.04 Million)
- Finished Goods (Manufactured) have been write down to net realisable value amounting to INR 1.29 Million (31 March 2024: INR 2.57 Million)
- Traded Goods have been write down to net realisable value amounting to INR 1.58 Million (31 March 2024: INR 2.46 Million)
- Packing Material have been write down to net realisable value amounting to INR 2.54 Million (31 March 2024: INR 2.72 Million)
- Consumable have been write down to net realisable value amounting to INR 3.82 Million (31 March 2024: INR 5.22 Million)

Carrying amount of Inventories were hypothecated against the secured borrowings of the Group as disclosed in note 13, which have been repaid during the year.



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Notes to the consolidated financial statements for the year ended 31 March 2025
(All amounts are in Indian Rupees Million, unless otherwise stated)
10. TRADE RECEIVABLES

| | As at 31 March 2025 | As at 31 March 2024 |
|---|------------------------|------------------------|
| Trade receivables considered good- Unsecured | 343.05 | 291.16 |
| Trade receivables- credit impaired | 5.18 | - |
| | 348.23 | 291.16 |
| Less : Allowances for doubtful debts (expected credit loss allowance) | (6.01) | (8.69) |
| | 342.22 | 282.47 |

- Includes receivables from related parties INR Nil Million (31 March 2024 - INR Nil Million)- Refer note 33.

-Trade receivables are non-interest bearing and are generally on credit terms of 30 to 60 days. The group has made allowances for doubtful debt of INR 6.01 Million (31 March 2024: INR 8.69 Million).

-There are no trade or other receivable due from directors or other officers of the Company either severally or jointly with any other person. There are no trade or other receivable which are due from firms or private companies respectively in which any director is a partner, a director or a member.

-The group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance is based on the ageing of the days the receivables are due and the rates as given in the provision matrix.

The provision matrix at the end of the reporting year is as follows.

| | Expected credit loss (%) | |
|--------------------|---------------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Ageing | | |
| < 6 months | 1.42% | 1.03% |
| 6 months to 1 Year | 99% | 31.38% |
| 1-2 Years | 100% | 100% |
| 2-3 Years | 100% | 100% |
| > 3 Years | 100% | 100% |

| | As at 31 March 2025 | | As at 31 March 2025 | |
|--------------------|--------------------------------|---------------------------------------|--------------------------------|---------------------------------------|
| | Undisputed ^ | | Disputed ^ | |
| Particulars | Considered good | Expected credit loss allowance | Considered doubtful | Expected credit loss allowance |
| Not due | 284.78 | - | - | - |
| < 6 months | 58.27 | 0.83 | - | - |
| 6 months to 1 Year | 1.26 | 1.25 | - | - |
| 1-2 Years | 0.27 | 0.27 | 0.84 | 0.84 |
| 2-3 Years | 0.62 | 0.63 | 2.19 | 2.19 |
| > 3 Years | - | - | - | - |
| | 345.20 | 2.98 | 3.03 | 3.03 |
| | As at 31 March 2024 | | As at 31 March 2024 | |
| | Undisputed ^ | | Disputed ^ | |
| Particulars | Considered good | Expected credit loss allowance | Considered doubtful | Expected credit loss allowance |
| Not due | 219.82 | - | - | - |
| < 6 months | 65.37 | 2.93 | - | - |
| 6 months to 1 Year | 0.29 | 0.09 | - | - |
| 1-2 Years | 1.24 | 1.24 | 0.29 | 0.29 |
| 2-3 Years | 1.11 | 1.11 | 0.26 | 0.26 |
| > 3 Years | 2.32 | 2.32 | 0.45 | 0.45 |
| | 290.17 | 7.70 | 0.99 | 0.99 |

^ In case no due date of payment is specified , disclosure is from date of transactions.

- There is no Trade Receivable as on 31 March 2025 and 31 March 2024 which has significant increase in credit risk

-The group's exposure to credit and currency risks, and loss allowance related to trade receivables is disclosed in note 35.

-The exposure to fair value measurement is described in note 36.

-Trade Receivables were pledged against the secured borrowings of the group as disclosed in note 13, which have been repaid during the year.

11. CASH AND CASH EQUIVALENTS

| | | |
|---|---------------|--------------|
| Balances with banks | | |
| - On current accounts | 43.63 | 58.39 |
| - Fixed Deposits with original maturity of less than three months | 153.00 | - |
| -Interest accrued but not due on fixed deposits of less than three months | 0.08 | - |
| | 196.71 | 58.39 |

-Cash and cash equivalents were pledged against the secured borrowings of the group as disclosed in note 13, which have been repaid during the year.



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Notes to the consolidated financial statements for the year ended 31 March 2025

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12A. SHARE CAPITAL

a. Details of share capital

Authorised share capital

60,00,00,000 (31 March 2024: 43,00,00,000) equity shares of INR 10 each

Issued, subscribed and fully paid up shares

51,10,29,382 (31 March 2024: 39,10,36,746) equity shares of INR 10 each, fully paid

b. Reconciliation of outstanding equity shares at the beginning and at the end of the reporting year

| Particulars | As at 31 March 2025 | | As at 31 March 2024 | |
|--------------------------|------------------------|----------|------------------------|----------|
| | Number of shares | Amount | Number of shares held | Amount |
| At the beginning of year | 39,10,36,746 | 3,910.37 | 35,60,36,746 | 3,560.37 |
| Issued during the year* | 11,99,92,636 | 1,199.93 | 3,50,00,000 | 350.00 |
| At the end of year | 51,10,29,382 | 5,110.30 | 39,10,36,746 | 3,910.37 |

* During the current year, the Company has allotted shares through Rights issue two times, whereby:

- the first allotment was done on 23rd May 2024 for 2,50,00,000 equity shares of INR 10 each to its existing shareholders;

- second allotment was done on 08th November 2024 for 9,49,92,636 equity shares at an issue price of INR 13.58 on 26th October 2024 which was not subscribed by DMPL India Limited and subsequently the Board allotted 100% of the shares offered under rights issue to Bharti group entities;

During the previous year i.e. 31.03.2024, the Company has allotted 3,50,00,000 equity shares of INR 10 each to its existing shareholders.

c. Details of Shareholders holding more than 5% of shares

Name of Shareholder

Sundrop Brands Limited (Formerly known as Agrotech Foods Limited)

DMPL India Limited

Bharti (SBM) Holdings Private Limited*

Bharti (RBM) Holdings Private Limited*

Bharti (RM) Holdings Private Limited*

| | As at 31 March 2025 | | As at 31 March 2024 | |
|---|-----------------------|-----------|-----------------------|-----------|
| | Number of shares held | % holding | Number of shares held | % holding |
| Sundrop Brands Limited (Formerly known as Agrotech Foods Limited) | 51,10,29,382 | 100.00% | - | 0.00% |
| DMPL India Limited | - | 0.00% | 19,55,18,373 | 50.00% |
| Bharti (SBM) Holdings Private Limited* | - | 0.00% | 7,58,61,129 | 19.40% |
| Bharti (RBM) Holdings Private Limited* | - | 0.00% | 4,74,13,204 | 12.12% |
| Bharti (RM) Holdings Private Limited* | - | 0.00% | 4,74,13,204 | 12.12% |
| | 51,10,29,382 | 100.00% | 36,62,05,910 | 93.64% |

* Bharti entities

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

d. Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share. The holders of equity shares are entitled to receive dividends if declared by the Company from time to time. In the event of liquidation of the Company, all preferential amounts, if any, shall be discharged by the group. The remaining assets of the group shall be distributed to the holders of equity shares in proportion to the number of shares held to the total equity shares outstanding as on that date.

e. There are no bonus issue, buy back of equity shares and equity shared issue for consideration other than cash during the five years immediately preceding the reporting date.

f. No shares were reserved for issue under contracts / commitment for sale of shares / disinvestment, except for ESOPs (refer note 39)

g. Shares held by promoters:-

Name of the Promoter

Sundrop Brands Limited (Formerly known as Agrotech Foods Limited)

DMPL India Limited

Bharti (SBM) Holdings Private Limited

Bharti (RBM) Holdings Private Limited

Bharti (RM) Holdings Private Limited

Bharti (Satya) Trustees Private Limited (on behalf of Bharti (Satya) Family Trust)

Bharti Enterprises Limited

Mr. Nilay Pratik (Nominee Shareholder of Sundrop Brands Limited)

| | As at 31 March 2025 | | | |
|--|---------------------|----------------|-------------------|--------------------------|
| | No. of Shares | Amount (INR) | % of total shares | % Change during the year |
| Sundrop Brands Limited (Formerly known as Agrotech Foods Limited) | 51,10,29,381 | 5,11,02,93,810 | 99.99% | 100.00% |
| DMPL India Limited | - | - | 0.00% | -100.00% |
| Bharti (SBM) Holdings Private Limited | - | - | 0.00% | -100.00% |
| Bharti (RBM) Holdings Private Limited | - | - | 0.00% | -100.00% |
| Bharti (RM) Holdings Private Limited | - | - | 0.00% | -100.00% |
| Bharti (Satya) Trustees Private Limited (on behalf of Bharti (Satya) Family Trust) | - | - | 0.00% | 100.00% |
| Bharti Enterprises Limited | - | - | 0.00% | -100.00% |
| Mr. Nilay Pratik (Nominee Shareholder of Sundrop Brands Limited) | 10 | 10 | 0.01% | 100.00% |
| | 51,10,29,382 | 5,11,02,93,820 | 100% | |

Name of the Promoter

DMPL India Limited

Bharti (SBM) Holdings Private Limited

Bharti (RBM) Holdings Private Limited

Bharti (RM) Holdings Private Limited

Bharti (Satya) Trustees Private Limited (on behalf of Bharti (Satya) Family Trust)

Bharti Enterprises Limited

| | As at 31 March 2024 | | | |
|--|---------------------|----------------|-------------------|--------------------------|
| | No. of Shares | Amount (INR) | % of total shares | % Change during the year |
| DMPL India Limited | 19,55,18,373 | 1,95,51,83,730 | 50.00% | 9.83% |
| Bharti (SBM) Holdings Private Limited | 7,58,61,129 | 75,86,11,290 | 19.40% | 9.83% |
| Bharti (RBM) Holdings Private Limited | 4,74,13,204 | 47,41,32,040 | 12.12% | 9.83% |
| Bharti (RM) Holdings Private Limited | 4,74,13,204 | 47,41,32,040 | 12.12% | 9.83% |
| Bharti (Satya) Trustees Private Limited (on behalf of Bharti (Satya) Family Trust) | 1,89,65,285 | 18,96,52,850 | 4.85% | 9.83% |
| Bharti Enterprises Limited | 58,65,551 | 5,86,55,510 | 1.50% | 9.83% |
| | 39,10,36,746 | 3,91,03,67,460 | 100% | |



12B. OTHER EQUITY**i) Retained earnings**

| | As at 31 March 2025 | As at 31 March 2024 |
|---|------------------------|------------------------|
| Opening Balance | (3,590.54) | (3,564.75) |
| Profit/ (Loss) for the year | 62.11 | (26.05) |
| Other comprehensive (loss)/income arising from measurement of defined benefit obligation, net of income tax | (0.88) | 0.26 |
| Balance at the end of the year | (3,529.31) | (3,590.54) |

ii) Employee stock options outstanding account (ESOP Reserve)

| | | |
|--|----------|--------------|
| Opening Balance | 19.93 | 6.33 |
| Share based payment expense (refer note no. 39) | 1.82 | 13.60 |
| Less: -Transferred to Cash settled share based payment liability | (21.75) | - |
| Balance at the end of the year | - | 19.93 |

iii) Securities Premium

| | | |
|--|---------------|----------|
| Opening Balance | - | - |
| On account of issue of equity shares during the year | 340.07 | - |
| Balance at the end of the year | 340.07 | - |

Balance at the end of the year**(3,189.24) (3,570.61)**

Retained Earnings: Retained earnings are the profits that the group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders, if any.

Employee stock options outstanding account (ESOP Reserve): Employee stock options outstanding account is used to recognise the grant date fair value of options issued to employees under the Employee Stock Option Plan of the Company. During the year, Equity settled options have been converted into stock appreciation rights and therefore, the entire amount has been transferred to liability.

Securities Premium:- Securities premium is used to record the premium received on issue of shares. It is to be utilised in accordance with the provisions of the Companies Act, 2013.

13. BORROWINGS**Non-current #**

| | | |
|--|----------|---------------|
| Term loan from banks (secured)* | - | 705.05 |
| Less: Amount disclosed under the head current borrowings | - | 133.33 |
| | - | 571.72 |

* Working Capital Term loan of Rs. Nil Millions (31 March 2024: Rs. 56.56 Millions), taken from Axis Bank Ltd. is secured by a second pari-passu charge on all current assets of the Company, both present and future and second pari-passu charge on entire property, plant & equipment of the Company respectively, both present and future. Stipulated interest rate is three months MCLR plus 20 paise, current effective rate is 9.25% p.a. This loan was repaid during the year, accordingly, the charges thereon are in process of being vacated.

* Working Capital Term loan of Rs. Nil Millions (31 March 2024: 56.58 Millions), taken from Axis Bank Ltd. is secured by a second pari-passu charge on all current assets of the Company, both present and future and second pari-passu charge on entire property, plant & equipment of the Company respectively, both present and future. Stipulated interest rate is one year MCLR plus 5 paise, current effective rate is 9.25% p.a. This loan was repaid during the year, accordingly, the charges thereon are in process of being vacated.

* Working Capital Term loan of Rs. Nil Millions (31 March 2024: Rs. 97.35 Millions), taken from Kotak Mahindra Bank Ltd. is secured by a second pari-passu charge on all current assets of the Company, both present and future and second pari-passu charge on entire property, plant & equipment of the Company respectively, both present and future. Stipulated interest rate is six months MCLR, current effective rate is 9.25% p.a. This loan was repaid during the year, accordingly, the charges thereon are in process of being vacated.

* Working Capital Term loan of Rs. Nil Millions (31 March 2024: Rs. 9.58 Millions), taken from Kotak Mahindra Bank Ltd. is secured by a second pari-passu charge on all current assets of the Company, both present and future and second pari-passu charge on entire property, plant & equipment of the Company respectively, both present and future. Stipulated interest rate is six months MCLR, current effective rate is 9.25% p.a. This loan was repaid during the year, accordingly, the charges thereon are in process of being vacated.

* Working Capital Term loan of Rs. Nil Millions (31 March 2024: Rs. 85.00 Million) including current maturities, taken from Kotak Mahindra Bank Ltd. is secured by a second pari-passu charge on all current assets of the Company, both present and future and second pari-passu charge on entire property, plant & equipment of the Company respectively, both present and future. Stipulated interest rate is 9.25% p.a. This loan was repaid during the year, accordingly, the charges thereon are in process of being vacated.

* The Group has a secured Rupee Term loan with carrying amount of INR Nil Millions (31 March 2024: INR 400.00 Millions), taken from Indusind Bank Ltd. Term loan is secured by a first pari-passu charge on moveable property, plant and equipment of the Company located at Food Park, Ladhawal, Ludhiana, both present & future, second pari-passu charge on all current assets of the subsidiary, both present & future, and corporate guarantee provided by Company. Stipulated interest rate is three months T-Bill plus 235 paise. During the year, the Company has repaid the term loan amounting to INR 400 Millions.

Current #

| | | |
|--|----------|---------------|
| Working capital loan from banks | - | 780.00 |
| - Secured * | - | 133.33 |
| Current maturities of long term borrowings | - | 2.47 |
| Interest accrued but not due on borrowings | - | - |
| | - | 915.80 |

*Secured by a first pari-passu charge on all current assets of the Company, both present and future and first pari-passu charge on entire property, plant and equipment of the Company, both present and future. These working capital secured loans are repayable on 90 days from withdrawal date and carry floating monthly interest rate at 8.77% p.a. to 9.35% p.a. These loans have been repaid during the year, accordingly, the charges thereon are in process of being vacated.

*The Group has utilised the funds for the purposes it were taken.



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14. PROVISIONS
Non-current

Provision for employee benefits

- Provision for gratuity (Refer note 28)

- Provision for compensated absences

Current

Provision for employee benefits

- Provision for gratuity (Refer note 28)

- Provision for compensated absences

| | As at 31 March 2025 | As at 31 March 2024 |
|--|------------------------|------------------------|
| | | |
| | 42.74 | 36.04 |
| | 23.77 | 20.36 |
| | 66.51 | 56.40 |
| | | |
| | 2.42 | 2.27 |
| | 1.57 | 1.49 |
| | 3.99 | 3.76 |

15. OTHER LIABILITIES
Current

Statutory dues payable

Contract liabilities - Advance from customers (Refer Note 31)

Other advances

Deferred revenue arising from government grant

| | | |
|--|--------------|--------------|
| | 28.19 | 18.89 |
| | 21.86 | 17.89 |
| | - | 0.11 |
| | 1.06 | 5.10 |
| | 51.11 | 41.99 |

16. TRADE PAYABLES

- Total outstanding dues of micro enterprises and small enterprises (refer note 32)

- Total outstanding dues of creditors other than micro enterprises and small enterprises^

^ For dues to related parties Refer note 33

| | | |
|--|-----------------|-----------------|
| | 49.82 | 70.90 |
| | 1,080.98 | 1,097.05 |
| | 1,130.80 | 1,167.95 |

Ageing of Trade Payables
Particulars

Unbilled*

Not due

< 1 Year

1-2 Years

2-3 Years

> 3 Years

| | As at 31 March 2025 | | As at 31 March 2025 | |
|--|------------------------|-----------------|------------------------|--------|
| | Undisputed | | Disputed | |
| | MSME | Others | MSME | Others |
| | - | 490.12 | - | - |
| | 49.82 | 329.39 | - | - |
| | - | 256.23 | - | - |
| | - | 4.96 | - | - |
| | - | 0.28 | - | - |
| | - | - | - | - |
| | 49.82 | 1,080.98 | - | - |

Particulars

Unbilled*

Not due

< 1 Year

1-2 Years

2-3 Years

> 3 Years

| | As at 31 March 2024 | | As at 31 March 2024 | |
|--|------------------------|-----------------|------------------------|--------|
| | Undisputed | | Disputed | |
| | MSME | Others | MSME | Others |
| | - | 468.56 | - | - |
| | 70.90 | 375.22 | - | - |
| | - | 252.79 | - | - |
| | - | 0.28 | - | - |
| | - | 0.19 | - | - |
| | - | - | - | - |
| | 70.90 | 1,097.05 | - | - |

* Unbilled represents provisions for expenses.

17. OTHER FINANCIAL LIABILITIES
Current
Derivative instruments at fair value through profit and loss

Foreign exchange forward contracts

At amortised cost

Security deposits received

Payables to employees

Cash settled share based payment liability

Payables for purchase of tangible and intangible assets

| | | |
|--|---------------|--------------|
| | - | 3.29 |
| | 6.10 | 5.20 |
| | 75.46 | 60.52 |
| | 27.05 | - |
| | 1.89 | 8.51 |
| | 110.50 | 77.52 |



Del Monte Foods Private Limited

CIN:- U15133HR2004PTC041215

Notes to the consolidated financial statements for the year ended 31 March 2025

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

| | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|-----------------------------|-----------------------------|
| 18. REVENUE FROM OPERATIONS | | |
| Sale of products (Refer note 31) | 6,064.55 | 5,406.22 |
| Sale of services - Job work income | 84.70 | 10.22 |
| | 6,149.25 | 5,416.44 |
| Other operating revenues | | |
| Export and other subsidies* | 7.22 | 4.69 |
| Sale of scrap | 4.58 | 5.64 |
| | 11.80 | 10.33 |
| | 6,161.05 | 5,426.77 |
| *Other operating revenues amounting to INR 7.22 Million (31 March 2024: INR 4.69 Million) includes subsidies received under Transport and Marketing Assistance Scheme (TMA) and Duty Drawback Scheme of the Government of India. These schemes amongst others promote the enhancement of the presence of the Indian agricultural trade in the global market and promote export of processed food. | | |
| 19. OTHER INCOME | | |
| Interest income earned on financial assets measured at amortised cost | | |
| (i) Bank and other deposits | 2.35 | 1.68 |
| (ii) Other financial assets | 0.60 | 0.62 |
| Other non-operating income | | |
| (i) Provisions/liabilities no longer required written back | 6.00 | 7.03 |
| (ii) Income Tax Refund | 0.21 | 0.24 |
| (iii) Miscellaneous Income | 8.98 | 5.60 |
| (iv) Rent received | 10.56 | 10.05 |
| Other gains and losses | | |
| (i) Fair value gain on derivative instruments | 4.42 | - |
| (ii) Net gain on disposal of property, plant and equipment | 19.24 | 0.11 |
| (iii) Net gain on disposal of right of use assets | 0.91 | 0.20 |
| (iv) Net gain on foreign currency transactions and translation | - | 1.33 |
| | 53.27 | 26.86 |
| 20. COST OF MATERIALS CONSUMED | | |
| <u>Raw materials consumed</u> | | |
| Inventory at the beginning of the year | 372.85 | 430.12 |
| Add : Purchases | 1,584.07 | 1,297.89 |
| | 1,956.92 | 1,728.01 |
| Less : Inventory at the end of the year | 333.24 | 372.85 |
| Cost of raw material consumed (A) | 1,623.68 | 1,355.16 |
| <u>Packing materials consumed</u> | | |
| Inventory at the beginning of the year | 55.48 | 46.74 |
| Add : Purchases | 801.88 | 523.91 |
| | 857.36 | 570.65 |
| Less : Inventory at the end of the year | 69.35 | 55.48 |
| Cost of packing material consumed (B) | 788.01 | 515.17 |
| <u>Consumables consumed</u> | | |
| Inventory at the beginning of the year | 17.17 | 18.14 |
| Add : Purchases | 48.40 | 32.68 |
| | 65.57 | 50.82 |
| Less : Inventory at the end of the year | 12.93 | 17.17 |
| Cost of consumables consumed (C) | 52.64 | 33.65 |
| Total (A+B+C) | 2,464.33 | 1,903.98 |



Del Monte Foods Private Limited

CIN:- U15133HR2004PTC041215

Notes to the consolidated financial statements for the year ended 31 March 2025

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

| | Year ended 31 March 2025 | Year ended 31 March 2024 |
|--|-----------------------------|-----------------------------|
| 21. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE | | |
| <u>Inventory at the end of the year</u> | | |
| Finished goods | 204.53 | 196.99 |
| Traded goods | 231.94 | 219.22 |
| Work-in-progress | 0.75 | 2.07 |
| | 437.22 | 418.28 |
| <u>Inventory at the beginning of the year</u> | | |
| Finished goods | 196.99 | 126.98 |
| Traded goods | 219.22 | 465.41 |
| Work-in-progress | 2.07 | 1.22 |
| | 418.28 | 593.61 |
| <u>(Increase) / decrease in inventory</u> | | |
| Finished goods | (7.54) | (70.01) |
| Traded goods | (12.72) | 246.19 |
| Work-in-progress | 1.32 | (0.86) |
| | (18.94) | 175.32 |
| 22. EMPLOYEE BENEFITS EXPENSE | | |
| Salaries, wages and bonus | 666.29 | 523.63 |
| Contribution to provident and other funds (Refer note 28) | 23.56 | 22.79 |
| Share based payment expenses (Refer Note 39) | 7.12 | 13.60 |
| Gratuity expense | 13.83 | 10.95 |
| Staff welfare expenses | 47.02 | 31.58 |
| | 757.82 | 602.55 |
| 23. FINANCE COSTS | | |
| Interest expense on financial liability measured at amortised cost | 80.09 | 126.82 |
| Interest expense on lease liabilities | 8.56 | 10.78 |
| | 88.65 | 137.60 |
| 24. DEPRECIATION AND AMORTISATION EXPENSE | | |
| Depreciation on property, plant and equipment (Refer note 3A) | 124.44 | 94.53 |
| Amortisation of other intangible assets (Refer note 4) | 0.79 | 0.81 |
| Depreciation on right-of-use assets (Refer note 3B) | 16.06 | 26.76 |
| | 141.29 | 122.10 |



Del Monte Foods Private Limited

CIN:- U15133HR2004PTC041215

Notes to the consolidated financial statements for the year ended 31 March 2025

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

| | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|-----------------------------|-----------------------------|
| 25. OTHER EXPENSES | | |
| Power and fuel | 32.20 | 32.93 |
| Rent# | 46.04 | 27.71 |
| Repairs and maintenance | | |
| - Building | 10.84 | 10.70 |
| - Plant and machinery | 20.78 | 18.81 |
| - Others | 7.74 | 7.54 |
| Insurance | 9.79 | 6.45 |
| Legal and professional fees* | 63.59 | 37.52 |
| Rates and taxes | 11.74 | 8.46 |
| Information technology expenses | 29.77 | 33.10 |
| Market research and product development | 13.16 | 5.47 |
| Travelling and conveyance | 94.07 | 79.46 |
| Communication | 8.48 | 9.44 |
| Inventory written off and provision for obsolescence of inventory | 18.11 | 21.69 |
| Net loss on foreign currency transactions and translation | 5.96 | 7.73 |
| Fair value loss on derivative instruments | - | 8.17 |
| Freight, handling and other charges | 338.07 | 302.15 |
| Commission | 1.14 | 4.14 |
| Advertising and media expenses | 277.71 | 209.99 |
| Bank charges | 1.10 | 0.48 |
| Donations | 0.47 | 0.46 |
| Sales promotion expenses | 162.42 | 142.99 |
| Provision for royalty expenses | 7.92 | - |
| Miscellaneous expenses | 1.98 | 4.25 |
| | 1,163.08 | 979.64 |
| # Relates to short term and low value leases | | |
| * Payment to auditors (exclusive of taxes) | | |
| As Auditor | | |
| -Statutory Audit fee | 4.55 | 3.68 |
| -Special Audit fee | 3.10 | - |
| -Other services | 0.97 | 1.11 |
| -Reimbursement of expenses | 0.85 | 0.44 |
| | 9.47 | 5.23 |



Del Monte Foods Private Limited

CIN:- U15133HR2004PTC041215

Notes to the consolidated financial statements for the year ended 31 March 2025**(All amounts are in India Rupees Million, unless otherwise stated)**

| | Year ended 31 March 2025 | Year ended 31 March 2024 |
|--|-----------------------------|-----------------------------|
| 26. INCOME TAX RECOGNISED IN PROFIT OR LOSS | | |
| Current tax | | |
| In respect of the current year | - | - |
| In respect of the prior year | - | - |
| Deferred tax | | |
| Income tax credit/ (charge) recognised in the Profit & Loss Account | | |
| Recognition and reversal of temporary differences | 15.41 | 2.05 |
| Recognition of previously unrecognised deductible temporary differences | 95.51 | - |
| Income tax credit/ (charge) recognised in the Profit & Loss Account | 110.92 | 2.05 |
| Income tax credit/ (charge) recognised in the OCI | | |
| Recognition and reversal of temporary differences | 0.69 | - |
| Income tax credit/ (charge) recognised in the OCI | 0.69 | - |
| Income tax credit recognised in the current year | 111.61 | 2.05 |

| | Rate | Amount | Rate | Amount |
|---|----------|---------------|---------|-------------|
| Profit before tax for the year | | (48.81) | | (24.11) |
| Income tax expenses calculated at 31.20% | -31.20% | 15.23 | 31.20% | (7.52) |
| Reconciliation of effective tax rate | | | | |
| Tax effect of: | | | | |
| - Non deductible expenses | -1.19% | 0.58 | 0.00% | - |
| Tax effects of different tax rate in subsidiary | -0.60% | 0.29 | -20.38% | 4.91 |
| Recognition of previously unrecognised deductible temporary differences | -195.66% | 95.51 | -19.36% | 4.67 |
| | | 111.61 | | 2.05 |

27. EARNINGS PER SHARE (EPS)

Basic and diluted earnings per share EPS is calculated by dividing the profit during the year attributable to equity share holders of the group by the weighted average number of equity shares outstanding during the year as follows:

| | 31 March 2025 | 31 March 2024 |
|--|---------------|---------------|
| The following reflects the income and share data used in the basic and diluted EPS computations: | | |
| Profit for the year attributable to the equity shareholders (INR In Million)- Basic and diluted | 62.11 | (26.05) |
| Basic earnings per equity share (face value of Rs 10 each) (In Rupees) | 0.14 | (0.07) |
| Diluted earnings per equity share (face value of Rs 10 each) (In Rupees) | 0.14 | (0.07) |
| Weighted-average numbers of equity shares (In million of shares) | | |
| Opening balance | 391.04 | 356.04 |
| Effect of shares issued in during the year | 58.91 | 32.61 |
| Weighted average number of Equity shares for basic EPS | 449.95 | 388.65 |
| Share Options | 0.64 | - |
| Weighted average number of Equity shares adjusted for the effect of dilution | 450.59 | 388.65 |

As at 31st March 2024, the share options were excluded from diluted weighted average number of equity shares because their effect would have been anti dilutive.

The average market value of company's shares for the purpose of calculating dilutive effect of share options is based on the last transaction price of the shareholders transaction.



28. EMPLOYMENT BENEFIT PLANS

a. Defined contribution plans

The group makes Provident Fund and Labour Welfare Fund which are defined contribution plans for qualifying employees. The group recognized INR 23.45 Million (31 March 2024 : INR 22.67 Million) for Provident Fund contributions and INR 0.11 Million (31 March 2024 : INR 0.11 Million) for Labour Welfare Fund in the consolidated Statement of Profit and Loss.

b. Defined benefit plans - Gratuity

The group has an unfunded defined benefit gratuity plan wherein every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service in term of provisions of the Gratuity Act, 1972.

These plans typically expose the group to actuarial risks such as: investment risk, interest risks, longevity risk and salary risk

| | |
|-----------------|---|
| 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 year on government bonds. |
| Interest risk | A decrease in the bond interest rate will increase the plan liability, however, this will be partially offset by an increase in the return on the plan's investments. |
| Longevity risk | The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability. |
| Salary risk | The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability. |

The present value of the defined benefit obligation and related service cost were measured using the projected unit credit method.

The principal assumptions used for the purposes of the actuarial calculations were as follows:

| Particulars | 31 March 2025 | 31 March 2024 |
|-----------------------------|----------------------|----------------------|
| Discount rate | 6.75% p.a. | 7.25% p.a. |
| Salary growth rate | 8.50% p.a. | 8.50% p.a. |
| Withdrawal rate (per annum) | 10% (18 to 30 years) | 10% (18 to 30 years) |
| Withdrawal rate (per annum) | 10% (30 to 44 years) | 10% (30 to 44 years) |
| Withdrawal rate (per annum) | 1% (44 to 58 years) | 1% (44 to 58 years) |
| Mortality | IALM 2012-14 | IALM 2012-14 |

The following tables summarize the components of net benefit expense recognized in the consolidated Statement of Profit and Loss and amounts recognized in the consolidated Balance Sheet for the gratuity plan:

Movement in the present value of the defined benefit obligation are as follows:

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---|-----------------------------|-----------------------------|
| Balance as at the beginning of the year | 38.31 | 35.67 |
| Current service cost | 9.78 | 8.63 |
| Interest cost | 2.78 | 2.67 |
| Benefits paid | (10.35) | (8.27) |
| Actuarial losses/(gains) on | 2.22 | (0.38) |
| Balance as at the end of the year | 42.74 | 38.31 |

Amount recognized in consolidated Statement of Profit and Loss in respect of these defined benefit plans are as follows:

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|--|-----------------------------|-----------------------------|
| Current service cost | 9.78 | 8.63 |
| Interest cost | 2.78 | 2.67 |
| Components of defined benefit costs | 12.56 | 11.30 |
| Less:- Components of defined benefit costs Capitalised | - | 0.35 |
| Amount recognized in consolidated statement of profit & loss | 12.56 | 10.95 |

Components of defined benefit costs recognized in other comprehensive income

| | | |
|---|------|--------|
| Actuarial losses from changes in financial assumptions | 1.45 | 0.62 |
| Experience adjustment losses (gains) for plan liabilities | 0.77 | (1.00) |
| Amount recognized in other comprehensive income | 2.22 | (0.38) |

The current service cost and the interest cost for the year are included in the "Employee benefits expenses" in the consolidated Statement of Profit and Loss. The measurement of the net defined liability is included in other comprehensive income.

Maturity profile of defined benefit obligation is as follows:

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---------------------------|-----------------------------|-----------------------------|
| Within one year | 2.23 | 2.36 |
| Within one - three years | 3.87 | 2.89 |
| Within three - five years | 2.29 | 3.33 |
| Above five years | 34.36 | 29.72 |
| Total | 42.75 | 38.31 |

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and attrition rate. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting year, while holding all other assumptions constant. The sensitivity analysis presented below 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.

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|------------------------|------------------------|
| If the discount rate is 100 basis points higher | (3.73) | (3.28) |
| If the discount rate is 100 basis points lower | 4.30 | 3.78 |
| If the expected salary growth increases by 1% | 4.18 | 3.70 |
| If the expected salary growth decreases by 1% | (3.71) | (3.27) |
| If attrition rate increases by 1% | (0.45) | (0.28) |
| If attrition rate decreases by 1% | 0.48 | 0.31 |

-The weighted average duration of the defined benefit obligation at 31 March 2025 is 14 years (31 March 2024: 15 years).

-The expected contribution for the next reporting year is INR 11.47 Million (31 March 2024: INR 9.79 Million).

The discount rate is based on the prevailing market yields of Indian Government Securities as at the consolidated Balance Sheet date for the estimated term of the obligations. The estimates of future salary increases have been considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.



c. Defined benefit plans - Gratuity - contractual employees

These plans typically expose the Company to actuarial risks such as: investment risk, interest risks, longevity risk and salary risk

| | |
|-----------------|---|
| 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 year on government bonds. |
| Interest risk | A decrease in the bond interest rate will increase the plan liability, however, this will be partially offset by an increase in the return on the plan's investments. |
| Longevity risk | The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability. |
| Salary risk | The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability. |

The present value of the defined benefit obligation and related service cost were measured using the projected unit credit method.

The principal assumptions used for the purposes of the actuarial calculations were as follows:

| Particulars | 31 March 2025 | 31 March 2024 |
|-----------------------------|---------------|---------------|
| Discount rate | 7.00% p.a. | 7.25% p.a. |
| Salary growth rate | 8.50% p.a. | 8.50% p.a. |
| Withdrawal rate (per annum) | 27.00% p.a. | 44.29% p.a. |
| Mortality | IALM 2012-14 | IALM 2012-14 |

The following tables summarize the components of net benefit expense recognized in the Standalone Statement of Profit and Loss and amounts recognized in the Standalone Balance Sheet for the gratuity plan:

Movement in the present value of the defined benefit obligation are as follows:

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|--|-----------------------------|-----------------------------|
| Balance as at the beginning of the year | 1.78 | - |
| Current service cost | 1.14 | 1.78 |
| Interest cost | 0.13 | - |
| Actuarial (gains)/ losses on | (0.65) | - |
| Balance as at the end of the year | 2.41 | 1.78 |

Amount recognized in Standalone Statement of Profit and Loss in respect of these defined benefit plans are as follows:

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|--|-----------------------------|-----------------------------|
| Current service cost | 1.14 | 1.78 |
| Interest cost | 0.13 | - |
| Amount recognized in statement of profit & loss | 1.27 | 1.78 |

Components of defined benefit costs recognized in other comprehensive income

| | |
|--|---------------|
| Actuarial losses from changes in financial assumptions | 0.35 |
| Experience adjustment gains for plan liabilities | (0.99) |
| Amount recognized in other comprehensive income | (0.65) |

The current service cost and the interest cost for the year are included in the 'Employee benefits expenses' in the Standalone Statement of Profit and Loss. The measurement of the net defined liability is included in other comprehensive income.

Maturity profile of defined benefit obligation is as follows:

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|---------------------------|-----------------------------|-----------------------------|
| Within one year | 0.19 | 0.21 |
| Within one - three years | 0.11 | 0.15 |
| Within three - five years | 0.24 | 0.11 |
| Above five years | 1.86 | 1.32 |
| Total | 2.41 | 1.78 |

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and attrition rate. The sensitivity analyses below have been determined based on reasonably

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|------------------------|------------------------|
| If the discount rate is 100 basis points higher | (0.08) | (0.04) |
| If the discount rate is 100 basis points lower | 0.09 | 0.04 |
| If the expected salary growth increases by 1% | 0.08 | 0.04 |
| If the expected salary growth decreases by 1% | (0.08) | (0.04) |
| If attrition rate increases by 1% | (0.08) | (0.05) |
| If attrition rate decreases by 1% | 0.08 | 0.05 |

-The weighted average duration of the defined benefit obligation at 31 March 2025 is 21 years (31 March 2024: 21 years).

-The expected contribution for the next reporting year is INR 2.55 Million (31 March 2024: INR 2.11 Million).

The discount rate is based on the prevailing market yields of Indian Government Securities as at the Standalone Balance Sheet date for the estimated term of the obligations. The estimates of future salary increases have been considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

d. Compensated absence

The compensated absence are payable to all eligible employees for each day of accumulated leave on death or on resignation or on retirement. During the year Rs 8.69 Million (31 March 2024 INR 6.98 Million) is recognised as an expenses in the consolidated statement of Profit and Loss.



29. LEASES

Leases as Lessee

Lease contracts entered by the group majorly pertains to various premises taken on lease by the group for running its business. The group exercises right of extension/termination basis economic viability of the property after non-cancellable year and can exit from the property after lock-in-year without any material financial obligations towards the Landlord.

i. Reconciliation of Lease Liabilities:

Opening lease liability

Less: Lease liability deletion during the year

Add: Finance cost charged on lease liability during the year

Less: Actual rent paid during the year

Closing lease liability

| Year ended 31 March 2025 | Year ended 31 March 2024 |
|-----------------------------|-----------------------------|
| 96.06 | 116.66 |
| (6.27) | (2.68) |
| 8.56 | 10.78 |
| (19.67) | (28.70) |
| 78.69 | 96.06 |

ii. Maturity analysis of lease liabilities (contractual obligation) ^

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|--------------------|-----------------------------|-----------------------------|
| Less than one year | 16.49 | 26.18 |
| One to five years | 73.90 | 70.37 |
| More than 5 years | 14.37 | 34.39 |
| | 104.76 | 130.94 |

^ The Contractual obligations disclosed above is undiscounted actual cash outflows.

jib. Maturity analysis of lease liabilities

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|-------------|-----------------------------|-----------------------------|
| Current | 9.01 | 17.37 |
| Non Current | 69.68 | 78.69 |
| | 78.69 | 96.06 |

Expenses relating to short term leases amount during the period 31 March 2025 INR 46.04 Millions (Refer note 26)

Leases as Lessor

The Company has leased out a portion of a building. The Company has classified these leases as operating leases, because they do not transfer substantially all of the risks and rewards incidental to the ownership of the assets.

Rental income recognised by the company during the year ended 31 March 2025 was INR 10.56 Million (31 March 2024: INR 10.05 Million).

30. CONTINGENT LIABILITIES & COMMITMENTS

(to the extent not provided for)

A. Claims against the group not acknowledged as debts:

In respect of

-Income Tax (refer note 2)

-goods & service tax/sales tax matters (refer note 3)

-Employee Provident Fund (refer note 1)

| As at 31 March 2025 | As at 31 March 2024 |
|------------------------|------------------------|
| - | - |
| 2.31 | - |
| 3.63 | 3.63 |
| 5.94 | 3.63 |

Note 1:

In pursuance of provisions of Section 6 of the Employees Provident Fund Act 1952 on recent judgement of Honourable Supreme Court dated 28 February 2019, all fixed payments/allowances shall depart from basic wages which are paid universally, necessarily and ordinarily to employees except variable payment and HRA.

However, there is ambiguity with regards to the date of applicability of the said order as no specific date of change has been mentioned in said judgement of Honourable Supreme Court and also no clarification has been provided by the PF department in circular issued on 14 March 2019.

In lieu of ambiguity and interpretation issue regarding which allowances to be considered and applicability date, the group has estimated the impact of addition of all allowances to basic salary except HRA from September 2014, when the limit of INR 15,000 was revised from INR 6,500, and accordingly the same has been shown as contingent liability. The group will take necessary steps once it received further clarification on the above matter and accordingly is of the opinion that the amount cannot be reasonably estimated and accordingly disclose the same contingent liability.

Note 2:

i. Income tax on expenses disallowed by the tax authorities of Rs. 51.3 Million for the assessment year 2017-18 may result in reducing the carry forward losses. The group has filed appeals to Commissioner of Income Tax (CIT) for assessment year 2017-18 against the order of the assessing officer.

ii. The Assistant Director of Income tax (ADIT) has passed a rectification order for the addition of Rs 4.50 Million while computing the total income for AY 2021-22. The group has filed appeal against the said order at Commissioner of Income tax (Appeals) which is pending for hearing.

iii. The Deputy Director of Income tax (DDIT) has passed a rectification order for the addition of Rs 22.79 Million while computing the total income for AY 2022-23. The group has filed appeal against the said order. The group has assessed that it is only possible, but not probable, that the outflow of economic resources will be required.

There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the group.

Note 3:

The Company is involved in various proceedings relating to Goods and Services Tax (GST) across different jurisdictions. These matters are currently under dispute and are at various stages of adjudication. Based on the assessment of the management, supported by legal advice where considered necessary, the Company believes that it is only possible, but not probable, that an outflow of economic resources will be required to settle these obligations. Accordingly, no provision has been recognized in the financial statements in respect of these matters, and they have been disclosed as contingent liabilities. The amount disclosed is excluding penalty and interest as the same will be determined on closure of the case.



B. Other commitments

The group has other commitments, for purchase/sales orders which are issued after considering requirements per operating cycle for purchase sale of services, raw material and employee's benefits. The group does not have any long term commitments or material non-cancellable contractual commitments/contracts, except as disclosed below:

Export obligations

a) The group has obtained licenses under the Export Promotion of Capital Goods scheme (EPCG) for importing capital goods at a concessional rate of customs duty against submission of bank guarantee and bonds.

The export obligation is to be fulfilled within a year of 6 years from the date of issuance of license. Under this scheme, the group has to export goods of FOB value equivalent to or more than six eight times of the duty saved amount. Accordingly, the group is required to export goods of FOB value of at least INR 200.81 Million (31 March 2024: INR 101.67 Million) which has been partially exported and Export Obligation Discharge Certificate is awaited from authority.

b) The group has obtained Advance licenses under the Duty Exemption scheme for importing input materials without payment of basic customs duty against submission of bonds.

The export obligation is to be fulfilled within a year of 18/24/36 months from the date of issuance of license. Under this scheme the group has to achieve both the quantity and FOB value of exports specified in the license. Accordingly, the group is required to export goods of FOB value of at least INR 143.10 Million (31 March 2024: INR 176.83 Million) which has been partially exported and Export Obligation Discharge Certificate is awaited from authority.

c) The group imports certain items of packing material under Duty Exemption Scheme which allows import without payment of duty subject to the group re-exporting finished goods manufactured which includes the use of the above imported packing material within 6 months of imports.

The group has an outstanding obligation of customs duty of INR Nil Million (31 March 2024: INR 0.25 Million) out of which the time of re-export has expired for goods with customs duty value aggregating to INR Nil Million (31 March 2024: INR 0.25 Million) which has been exported and Export Obligation Discharge Certificate is awaited from authority.

d) The Company has obtained licenses at a concessional rate for payment of customs duty under export promotion schemes, subject to fulfillment of export obligations within the stipulated period as per applicable regulations. The company has an outstanding export obligation as at 31st March 2025 for 74841kg and accordingly company has recognised Deferred revenue arising from Govt grant of Rs. 1.06 million (31 March 2024 - 5.10 Million)

-There are no long-term contracts including derivative contracts for which there were any material foreseeable losses.

C. Capital commitments

The estimated amount of contracts of capital nature (net of advances) remaining to be executed and not provided for:

| Particulars | Year ended 31 March 2025 | Year ended 31 March 2024 |
|-------------------------------|-----------------------------|-----------------------------|
| Property, plant and equipment | 15.79 | 18.33 |
| Intangible assets | 1.08 | 0.33 |
| | 16.87 | 18.66 |

31. Disclosures w.r.t. Revenue from Contracts with Customers under Ind AS 115

(A.) Under Ind AS 115, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for goods sold or services rendered to a customer.

The performance obligation is satisfied upon delivery of the goods generally due within 30 to 60 days from invoice date. Contracts provide customers with a right of return and applicable post sale discount.

Also the group has elected to use the practical expedient that there is no financing component involved when the credit year offered to customers is less than 12 months.

Revenue recognised in the Statement of Profit & Loss is same as the contracted Price

(B.) Contract balances

The following table presents the information of trade receivables and contract liabilities arising out of contract with customers under Ind AS 115.

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|--|------------------------|------------------------|
| (a) Trade receivables (refer note 10) | | |
| Trade receivable with respect to revenue from contracts with customers | 348.23 | 291.16 |
| Trade Receivables | (6.01) | (8.69) |
| Less: Allowance for doubtful debts | | |
| Total trade receivables | 342.22 | 282.46 |
| (b) Contract liabilities (refer note 15) | | |
| i) Non-current | - | - |
| ii) Current | 21.86 | 17.89 |
| | 21.86 | 17.89 |
| (c) Contract asset - Deferred contract cost (refer note 8) | | |
| i) Non-current | - | - |
| ii) Current | 8.39 | - |
| | 8.39 | - |

C(ii) Contract liabilities-Advance from customers

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|------------------------------------|------------------------|------------------------|
| Opening balance | 17.89 | 25.40 |
| Revenue recognized during the year | (17.87) | (23.92) |
| Additions during the year | 21.84 | 16.42 |
| Closing balance | 21.86 | 17.89 |
| Current | 21.86 | 17.89 |
| Non-current | - | - |
| Total | 21.86 | 17.89 |



C(ii) Contract Asset - Deferred contract cost

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|----------------------------|------------------------|------------------------|
| Opening balance | - | - |
| Transferred to receivables | - | - |
| Additions during the year | 8.39 | - |
| Closing balance | 8.39 | - |
| i) Non-current | - | - |
| ii) Current | 8.39 | - |
| Total | 8.39 | - |

(D.) In the following table, revenue from contracts with customers is disaggregated by major product categories. The table also includes a reconciliation of the disaggregated revenue with the revenue from operations :-

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|-------------------------------|------------------------|------------------------|
| Manufactured Goods | | |
| Culinary | 2,826.49 | 2,091.61 |
| Others | 911.98 | 533.04 |
| Total | 3,738.47 | 2,624.66 |
| Traded Goods | | |
| Cooking | 1,231.52 | 1,249.63 |
| Culinary | 133.35 | 476.53 |
| Others | 961.21 | 1,055.41 |
| Total | 2,326.08 | 2,781.57 |
| Total Sale of products | 6,064.55 | 5,406.22 |

(E.) Revenue - disaggregation by timing:

Customers obtain control of the products when the goods are delivered to and have been accepted at their premises. Invoices are generated and revenue is recognized at that point in time. The group has all products that are transferred at a point in time and services over the period of service.

(F.) Revenue - disaggregation by Geographical location of customers

The details relating to the same are as below:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|------------------------|------------------------|
| Revenue (Product) | | |
| India | 5,542.21 | 4,997.92 |
| Outside India* | 522.34 | 408.30 |
| Revenue (Services and Others) | | |
| India | 96.50 | 20.54 |
| Total | 6,161.05 | 5,426.76 |
| Reconciliation of gross revenue from contracts with customer | | |
| Gross revenue | 6,495.83 | 5,727.92 |
| Less: Returns /damages etc. | (109.57) | (72.70) |
| Less : Schemes and Discounts | (321.71) | (1249.00) |
| Net revenue recognised during the year | 6,064.55 | 5,406.22 |

* The revenue from customers attributed to an individual foreign country are not material enough to be disclosed separately



32. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---|------------------------|------------------------|
| (i) The principal amount remaining unpaid to any supplier as at the end of year | 49.82 | 70.90 |
| (ii) the interest due thereon remaining unpaid to any supplier as at the end of year; | - | - |
| (iii) The amount of interest paid by the buyer in term of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of payment made to the supplier beyond the appointed day during each year ; | - | - |
| (iv) The amount of interest due and payable for the year of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006 ; | - | - |
| (v) The amount of interest accrued and remaining unpaid at the end of the each year ; | - | - |
| (vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance of deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. | - | - |

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditor.

33. Related party transactions

In accordance with the requirement of Ind AS 24 on Related Party Disclosures, the names of the related parties where control exists and/ or with whom transactions have taken place during the year in the ordinary course of business and description of relationships, as identified and certified by the management are:

i. Holding company (Promoter)

1. Sundrop Brands Limited (Formerly known as Agrotech Foods Limited) (w.e.f 06th Feb 2025)

ii. Joint venture partners

1. Del Monte Pacific Limited (till 06th Feb 2025)
2. DMPL India Limited (till 06th Feb 2025)
3. Bharti Enterprises Limited (till 06th Feb 2025)
4. Bharti (SBM) Holdings Private Limited (till 06th Feb 2025)
5. Bharti (RBM) Holdings Private Limited (till 06th Feb 2025)
6. Bharti (RM) Holdings Private Limited (till 06th Feb 2025)
7. Bharti (Satya) Trustees Private Limited (on behalf of Bharti (Satya) Family Trust) (till 06th Feb 2025)

iii. Key management personnel

1. Mr. Abhinav Kapoor, Whole Time Director and CEO (w.e.f 15th July 2024)
2. Mr. Amitosh Kumar Banka, Whole Time Director (till 24th June 2024)
3. Mr. Harjeet Singh Kohli, Director (till 06th Feb 2025)^
4. Mr. Nitish Bajaj, Director (w.e.f. 06th Feb 2025)^
5. Mr. Harsha Raghavan, Director (w.e.f. 06th Feb 2025)^
6. Mr. Manish Mehta, Director (w.e.f. 06th Feb 2025)^
7. Mr. Rajesh Jain, Independent Director (w.e.f. 06th Feb 2025)^
8. Mr. Amruta Anurag Adukia Director (w.e.f 06th Feb 2025)^

iv. Other related parties*

1. Bharti Airtel Limited (till 06th Feb 2025)
2. Bharti Foundation (till 06th Feb 2025)
3. Philpack (Del Monte Philippines, Inc) (till 06th Feb 2025)
4. Bharti Realty Limited (till 06th Feb 2025)
5. Bharti Land Limited (till 06th Feb 2025)^
6. Airtel Digital Limited (till 06th Feb 2025)
7. Innovsource Services Private Limited Limited (w.e.f 06th Feb 2025)

v. Associate of holding Company (w.e.f. 6 Feb 2025)

1. DMPL India Limited
2. Del Monte Pacific Resources Limited

* These companies, though not "Related Parties" as per the definition under Ind AS 24, have been included by way of a voluntary disclosure, following the best corporate governance practices and all the transactions have been disclosed till 06th Feb 2025

^ There are no transactions with these related parties during the year.



B. Disclosure of transactions between the group and related parties are as under:

| Particulars | Holding Company | | Joint venture partners | | Other related parties | |
|--|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| | Year ended 31 March 2025 | Year ended 31 March 2024 | Year ended 31 March 2025 | Year ended 31 March 2024 | Year ended 31 March 2025 | Year ended 31 March 2024 |
| a. Issue of equity shares (including securities premium) | | | | | | |
| DMPL India Limited | - | - | 125.00 | 175.00 | - | - |
| Bharti Enterprises Limited | - | - | 42.45 | 5.25 | - | - |
| Bharti (RBM) Holdings Private Limited | - | - | 343.14 | 42.44 | - | - |
| Bharti (RM) Holdings Private Limited | - | - | 343.14 | 42.44 | - | - |
| Bharti (SBM) Holdings Private Limited | - | - | 549.02 | 67.90 | - | - |
| Bharti (Satya) Trustees Private Limited (on behalf of Bharti (Satya) Family Trust) | - | - | 137.26 | 16.98 | - | - |
| | - | - | 1,540.00 | 350.00 | - | - |
| b. Purchase of goods | | | | | | |
| Philpack (Del Monte Philippines, Inc.) | - | - | - | - | 186.81 | 171.76 |
| | - | - | - | - | 186.81 | 171.76 |
| c. Other expenses | | | | | | |
| Bharti Airtel Limited | - | - | - | - | 1.81 | 1.79 |
| Airtel Digital Limited | - | - | - | - | 7.66 | 6.32 |
| Innovsource Services Private Limited | - | - | - | - | 3.34 | - |
| Del Monte Pacific Resources Limited (Royalty) | - | - | - | - | 7.92 | - |
| Sundrop Brands Limited (Formerly known as Agrotech Limited) | 0.06 | - | - | - | - | - |
| | 0.06 | - | - | - | 20.74 | 8.12 |
| d. Donations | | | | | | |
| Bharti Foundation | - | - | - | - | 0.37 | 0.45 |
| | - | - | - | - | 0.37 | 0.45 |
| e. Security deposit refund received (gross) | | | | | | |
| Bharti Realty Limited | - | - | - | - | - | 0.04 |
| Bharti Airtel Limited | - | - | - | - | - | 0.06 |
| | - | - | - | - | - | 0.10 |
| f. Reimbursement of expenses (paid) (net) | | | | | | |
| Bharti Enterprises Limited | - | - | - | - | 4.40 | - |
| | - | - | - | - | 4.40 | - |
| g. Sale of goods/assets | | | | | | |
| Bharti Airtel Limited | - | - | - | 0.17 | - | 0.48 |
| | - | - | - | 0.17 | - | 0.48 |

C. Disclosure of outstanding balances with related parties are as under:

| Particulars | Holding Company | | Joint venture partners | | Other related parties | |
|---|------------------------|------------------------|------------------------|------------------------|------------------------|------------------------|
| | As at 31 March 2025 | As at 31 March 2024 | As at 31 March 2025 | As at 31 March 2024 | As at 31 March 2025 | As at 31 March 2024 |
| Trade Payables | | | | | | |
| Philpack (Del Monte Philippines, Inc.) | - | - | - | - | 73.48 | 85.88 |
| Bharti Airtel Limited | - | - | - | - | 0.88 | 0.21 |
| Innovsource Services Private Limited | - | - | - | - | 1.94 | - |
| Del Monte Pacific Resources Limited (Royalty) | - | - | - | - | 7.92 | - |
| Sundrop Brands Limited (Formerly known as Agrotech Limited) | 0.06 | - | - | - | - | - |
| | 0.06 | - | - | - | 84.22 | 86.08 |

D. Key managerial personnel compensation:

| Particulars | Year Ended 31 March 2025 | Year Ended 31 March 2024 |
|------------------------------|-----------------------------|-----------------------------|
| Short-term employee benefits | 22.84 | 29.02 |
| Post-employment benefits | 1.21 | 1.49 |
| Other employee benefits | 10.50 | 3.27 |
| Total | 34.55 | 33.78 |

Of the above, INR 3.67 Million will be due and payable to the employee on meeting certain performance conditions, which are under evaluation as of Balance Sheet date. The same has been accrued in the books on a best estimate basis.

All transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and their settlement occurs in cash.



34. CAPITAL MANAGEMENT

The group's objectives while managing capital are to safeguard its ability to continue as a going concern and to provide adequate returns for its shareholders and benefits for other stakeholder and the group's policy is generally to optimise borrowings at an operating group level within an acceptable level of debt. The group's policy is to borrow using a mixture of long-term and short-term debts together with cash generated to meet anticipated funding requirements and keep the gearing ratio at less than 1.

The group monitors capital using a gearing ratio, which is calculated as underlying net debt divided by total capital plus underlying net debt. The group measures its underlying net debt as total debt reduced by cash and cash equivalents. The group monitors compliance with its debt covenants. The group has complied with all debt covenants at all reporting dates.

No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2025 and 31 March 2024.

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|---------------------------------|------------------------|------------------------|
| Borrowings | - | 1,487.52 |
| Less: Cash and cash equivalents | (196.71) | (58.39) |
| Net debt | (196.71) | 1,429.13 |
| Equity | 1,921.06 | 339.76 |
| Total equity | 1,921.06 | 339.76 |
| Capital and net debt | 1,724.35 | 1,768.89 |
| Gearing ratio | (0.11) | 0.81 |

35. FINANCIAL RISK MANAGEMENT

The group's principal financial liabilities comprises borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the group's operations and to provide guarantees to support its operations. The group's principal financial assets include investments, security deposits, trade and other receivables, and cash and cash equivalents that are derived directly from its operations. The group also enters into derivative transactions.

The main risks arising from the group's financial instruments are interest rate risk, liquidity risk, foreign currency risk, and credit risk.

The Board of Directors reviews and agree policies for managing each of these risks which are summarised below.

a. Market Risk

i. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The group's exposure to the risk of changes in market interest rates relates primarily to the group's borrowings with floating interest rates.

The following table provides a breakdown of the group's floating rate borrowings:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|-----------------------|------------------------|------------------------|
| Short-term borrowings | - | 915.80 |
| Long-term borrowings | - | 571.72 |
| Total | - | 1,487.52 |

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, being a 0.50% p.a increase or decrease in interest rate, with all other variables held constant, of the group's loss before tax due to the impact on floating rate borrowings.

| Particulars | Year Ended 31 March 2025 | Year ended 31 March 2024 |
|------------------------------|-----------------------------|-----------------------------|
| Effect on profit before tax: | | |
| PLR*- decrease by 50 bps | - | 3.72 |
| PLR*- increase by 50 bps | - | (3.72) |

*Prime Lending Rate ('PLRs') set by individual Indian banks in respect of their loans.



ii. Foreign currency risk

The group operates internationally and the business is transacted in several currencies and consequently the group is exposed to foreign exchange risk through sales & services in foreign currencies. The group holds derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

The currency exposure on the group's financial assets and liabilities denominated in different currencies are as follows:

| Currency | As at 31 March 2025 | | As at 31 March 2024 | |
|----------------------------|------------------------|-----------------------|------------------------|-----------------------|
| | Financial assets | Financial liabilities | Financial assets | Financial liabilities |
| United States Dollar (USD) | 72.83 | 85.92 | 50.95 | 130.46 |
| Singapore Dollar (SGD) | 1.63 | - | - | - |
| Euro (EUR) | 0.22 | 57.22 | - | 163.79 |
| Australia Dollar (AUD) | 2.39 | 4.55 | - | 3.03 |
| Total | 77.07 | 147.70 | 50.95 | 297.28 |
| Less: Forward contracts | - | - | - | - |
| United States Dollar (USD) | 34.19 | - | 50.95 | - |
| Euro (EUR) | - | 57.22 | - | 161.36 |
| Australian Dollar (AUD) | - | 4.55 | - | 3.03 |
| Net exposure | 42.88 | 85.92 | - | 132.89 |

The following table demonstrates the sensitivity to a reasonable possible change in USD/GBP/EUR exchange rates on loss before tax arising as a result of the revaluation of the group's foreign currency unhedged financial assets and liabilities.

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|--|------------------------|------------------------|
| Financial Asset | | |
| Effect of 10% strengthening of INR against USD on Loss before tax | 3.86 | - |
| Effect of 10% weakening of INR against USD on loss before tax | -3.86 | - |
| Effect of 10% strengthening of INR against SGD on Loss before tax | 0.16 | - |
| Effect of 10% weakening of INR against SGD on loss before tax | -0.16 | - |
| Effect of 10% strengthening of INR against EUR on Loss before tax | 0.02 | - |
| Effect of 10% weakening of INR against EUR on loss before tax | (0.02) | - |
| Effect of 10% strengthening of INR against AUD on Loss before tax | 0.24 | - |
| Effect of 10% weakening of INR against AUD on loss before tax | (0.24) | - |
| Financial Liability | | |
| Effect of 10% strengthening of INR against USD on Loss before tax | (8.59) | (13.05) |
| Effect of 10% weakening of INR against USD on loss before tax | 8.59 | 13.05 |
| Effect of 10% strengthening of INR against EURO on Loss before tax | - | (0.24) |
| Effect of 10% weakening of INR against EURO on loss before tax | - | 0.24 |

The group has taken the following forward contracts:

(Amounts in foreign currency)

| Currency | Buy/sell | Cross currency | As at | |
|----------------------------|----------|----------------|---------------|---------------|
| | | | 31 March 2025 | 31 March 2024 |
| Euro (EUR) | Buy | Rupees | 1.07 | 30.29 |
| Australia Dollar (AUD) | Buy | Rupees | 0.15 | 6.50 |
| United States Dollar (USD) | Sell | Rupees | 0.40 | 8.35 |

b. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The group is exposed to credit risk from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions. The carrying amount of these assets represents the maximum credit exposure.

Trade receivables

Trade receivables are typically unsecured. Credit risk is managed by the group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the group grants credit terms in the normal course of business.

The group is exposed to credit risk in the event of non-payment by customer. An impairment analysis is performed at each reporting date. The group uses a provision matrix to measure the expected credit loss of trade receivables. Trade receivables disclosed in note 10 include amounts which are past due at the reporting date but against which the group has not recognized an allowance for doubtful receivables because the amounts are still considered recoverable.

The group has allowance for doubtful debts of INR 6.01 Million for the year ending 31 March 2025 (31 March 2024 - 8.70 Million). None of those trade debtors past due or impaired have had their terms renegotiated. The maximum exposure to credit risk at the reporting date is the fair value of each class of debtors presented in the financial statements. The group does not hold any collateral or other credit enhancements over balances with third parties nor does it have a legal right of offset against any amounts owed by the group to the counterparty. For receivables which are overdue the group has subsequently received payments and has reduced its overdue exposure.

The movement in the allowances for impairment :

| | As at | |
|--------------------------------------|---------------|---------------|
| | 31 March 2025 | 31 March 2024 |
| Balance as at beginning of the year | 8.69 | 20.76 |
| Amount Written off | (2.10) | (5.15) |
| Allowance for credit loss/(reversal) | (0.58) | (6.91) |
| Balance as at end of year | 6.01 | 8.69 |

The group evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and operate in largely independent markets.

The group uses an allowance matrix to measure the expected credit loss as follows:

| | Expected credit loss (%) | Expected credit loss (%) |
|--------------------|--------------------------|--------------------------|
| | As at 31 March 2025 | As at 31 March 2024 |
| Ageing | | |
| < 6 months | 1.42% | 1.03% |
| 6 months to 1 Year | 99.05% | 31.38% |
| 1-2 Years | 100.00% | 100.00% |
| 2-3 Years | 100.36% | 100.00% |
| > 3 Years | 100.00% | 100.00% |



Cash and cash equivalents and other bank balances:

The group held cash and cash equivalents and other bank balances of INR 197.35 Million at 31 March 2025 (31.03.2024 - INR 58.94 Million). The cash and cash equivalents and other bank balances are held with bank and financial institution counterparties, which are rated AA- to AA+, based on CRISIL ratings.

Impairment on cash and cash equivalents and other bank balances has been measured on a 12-month expected loss basis and reflects the short maturities of the exposures. The group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

Derivatives:

The derivatives are entered into with bank and financial institution counterparties, which are rated AA- to AA+, based on CRISIL ratings.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the group's treasury department in accordance with the Boards' approved policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the company's Board of Directors on an annual basis. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

c. Liquidity risk

Liquidity risk is the risk that the group will not be able to meet its financial obligations as they become due. The group monitors their risk of shortage of funds using cash flow forecasting models. These models consider the maturity of their financial investments, committed funding and projected cash flows from operations. The group's objective is to provide financial resources to meet its business objectives in a timely, cost effective and reliable manner.

A balance between continuity of funding and flexibility is maintained through the use of bank borrowings. The group also monitors compliance with its debt covenants. The maturity profile of the group's financial liabilities based on contractual undiscounted payments excluding interest on borrowings is given in the table below:

| Particulars | Carrying amount | Total | Contractual Cash Flows | | |
|-----------------------------|-----------------|-----------------|------------------------|---------------|--------------|
| | | | 0 - 1 year | 1 - 5 years | > 5 years |
| As at 31 March 2025 | | | | | |
| Lease liabilities | 78.69 | 104.76 | 16.49 | 73.90 | 14.37 |
| Trade payables | 1,130.80 | 1,130.80 | 1,130.80 | - | - |
| Other financial liabilities | 110.50 | 110.50 | 110.50 | - | - |
| | 1,319.99 | 1,346.06 | 1,257.79 | 73.90 | 14.37 |
| As at 31 March 2024 | | | | | |
| Borrowings | 1,487.52 | 1,487.52 | 915.80 | 571.73 | - |
| Lease liabilities | 96.06 | 130.94 | 26.18 | 70.37 | 34.39 |
| Trade payables | 1,167.95 | 1,167.95 | 1,167.95 | - | - |
| Other financial liabilities | 77.52 | 77.52 | 77.52 | - | - |
| | 2,829.05 | 2,863.92 | 2,187.44 | 642.10 | 34.39 |

d. Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities:-

| Particulars | Equity Share Capital | Securities Premium | Borrowings* | Lease liability |
|--|----------------------|--------------------|-----------------|-----------------|
| Opening balance as at 1 April 2023 | 3,560.37 | - | 1,749.20 | 116.66 |
| Shares issued | 350.00 | - | - | - |
| Borrowings repaid | - | - | (489.27) | - |
| Borrowings taken during the year | - | - | 229.99 | - |
| Lease liability paid | - | - | - | (28.70) |
| Interest charged during the year | - | - | 126.82 | - |
| Interest capitalised | - | - | 13.03 | - |
| Interest paid during the year | - | - | (142.24) | - |
| Non-cash changes due to:- | - | - | - | - |
| - Finance cost on lease liability | - | - | - | 10.78 |
| - Net Lease liability reversed | - | - | - | (2.68) |
| Closing balance as at 31 March 2024 | 3,910.37 | - | 1,487.52 | 96.06 |
| Shares issued | 1,199.93 | 340.07 | - | - |
| Borrowings repaid | - | - | (1,487.53) | - |
| Borrowings taken during the year | - | - | - | - |
| Lease liability paid | - | - | - | (19.67) |
| Interest charged during the year | - | - | 80.09 | - |
| Interest capitalised | - | - | - | - |
| Interest paid during the year | - | - | (80.09) | - |
| Non-cash changes due to:- | - | - | - | - |
| - Finance cost on lease liability | - | - | - | 8.56 |
| - Net Lease liability reversed | - | - | - | (6.27) |
| Closing balance as at 31 March 2025 | 5,110.30 | 340.07 | (0.00) | 78.69 |

* Borrowing include interest accrued



36. FAIR VALUE MEASUREMENT

Fair value of the group's financial assets and financial liabilities that are measured at fair value on a recurring basis. The note provide information about the group determines fair value of various financial assets and financial liabilities. The group's financial assets and financial liabilities are measured at fair value at the end of each reporting year.

The following table gives information about how the fair values of these financial assets and financial liabilities are determined :

| Financials assets/liabilities | Notes | As at 31 March 2025 | | | As at 31 March 2024 | |
|--|-------|------------------------|-------|----------------|------------------------|----------------|
| | | FVTOCI | FVTPL | Amortized cost | FVTPL | Amortized cost |
| Assets | | | | | | |
| Non-current assets | | | | | | |
| Investments | 4A | 1.10 | - | - | - | - |
| Financial assets | | | | | | |
| Balance with banks as margin money | 5 | - | - | 0.60 | - | 0.55 |
| - Interest accrued but not due on fixed deposits | 5 | - | - | 0.04 | - | 0.08 |
| - Security deposits | 5 | - | - | 6.27 | - | 7.14 |
| | | 1.10 | - | 6.90 | - | 7.77 |
| Current assets | | | | | | |
| Financial assets | | | | | | |
| - Trade receivables | 10 | - | - | 342.22 | - | 282.46 |
| - Cash and cash equivalents | 11 | - | - | 196.71 | - | 58.39 |
| - Other financial assets | 5 | - | 1.13 | 12.65 | - | 13.25 |
| | | - | 1.13 | 551.59 | - | 354.10 |
| Liabilities | | | | | | |
| Non-current liabilities | | | | | | |
| - Borrowings | 13 | - | - | - | - | 571.73 |
| - Lease liabilities | 29A | - | - | 69.68 | - | 78.69 |
| | | - | - | 69.68 | - | 650.42 |
| Current liabilities | | | | | | |
| Financial liabilities | | | | | | |
| - Borrowings | 13 | - | - | - | - | 915.80 |
| - Lease liabilities | 29A | - | - | 9.01 | - | 17.37 |
| - Trade payables | 16 | - | - | 1,130.80 | - | 1,167.95 |
| - Other financial liabilities | 17 | - | - | 110.50 | 3.29 | 74.23 |
| | | - | - | 1,250.31 | 3.29 | 2,175.34 |

The following method/assumptions were used to estimate the fair values :

i. The carrying value of trade receivables, cash and cash equivalents, other financial assets, borrowings, lease liabilities, trade payables and other financial liabilities measured at amortized cost approximate their fair value due to the short term maturities. These have been assessed basis counter party risk.

ii. The fair value of non-current financial assets and financial liabilities are determined by discounted future cash flow using current rates of instrument with similar terms and credit risk. The current rates used do not reflect significant changes from the discount rates used initially. Therefore, the carrying value of these instruments measured at amortized cost approximate their fair value. (Level 2)

Fair value hierarchy and valuation techniques used to determine fair values:

To provide an indication about the reliability of inputs used in determining fair value, the group has classified its financial instrument into three levels prescribed under the accounting standard as follows:

- Level 1 inputs are the quoted prices (unadjusted) in active market for identical assets or liabilities that the entity can access at the measurement date;
- 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; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The following table provides the fair value measurement hierarchy of the group's assets and liabilities (in particular the valuation technique(s) and inputs used):

| Financials assets/liabilities | Fair value at | | Fair value hierarchy |
|---|------------------------|------------------------|----------------------|
| | As at 31 March 2025 | As at 31 March 2024 | |
| Foreign currency forward contracts | | | |
| Liabilities (Forward exchange contracts) | - | 3.29 | Level 2 |
| Assets (Forward exchange contracts) | 1.13 | - | Level 2 |
| Borrowings | - | 1,487.52 | Level 2 |
| Investment at OCI | 1.10 | - | Level 3 |

There were no transfers between the Level 1, Level 2 and Level 3 during the year. There is no change in the valuation technique during the year. The group classifies all forward contracts and option contracts in Level 2 as fair value is determined based on observable market transactions of spot currency rate and forward currency prices.

Valuation Techniques:-

Forward exchange contract: The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies.

Borrowing :Valuation model considers present value of expected payment discounted by risk adjustment discount rate.

Investments:- The valuation model is based on recent quoted prices of companies comparable to the investee, adjusted for the effect of the non-marketability of the equity securities, and the expected revenue and EBITDA of the investee. The estimate is adjusted for the net debt of the investee.

Significant unobservable input is not applicable in case of forward exchange contracts.



37. The group has established a comprehensive system of maintenance of information and documents as required by the transfer pricing legislation under Sections 92-92F of the Income-Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the group is in the process of updating the documentation for the international transactions entered into with the associated enterprises during the financial year and expects such records to be in existence latest by such date as required under law. The management is of the opinion that its domestic and international transactions are at arm's length so the aforesaid legislation will not have any impact on the consolidated financial statements, particularly on the amount of tax expense and that of provision for taxation.

38. SEGMENT INFORMATION

a. Ind AS 108 establishes standards for the way that companies report information about operating segments and related disclosures about products and services, geographic areas, and major customers. The Chief Operating Decision Maker (CODM) monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the consolidated financial statements. Operating segments have been identified on the nature of products and services and have been identified as per the quantitative criteria specified in the Ind AS. The Group's operations pre-dominantly relate to food only hence the Group does not have any segment information yet.

b. Geographical Information

The geographical information comprises the Group's revenue and non-current assets by the Group's country of domicile (i.e. India) and other countries (outside India). In presenting geographical information, segment information has been based on the geographical location of customers and segment assets have been based on the geographic location of assets.

The details relating to the same is as below:

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|--------------------------------------|------------------------|------------------------|
| Revenue (Product) | | |
| India | 5,542.21 | 4,997.92 |
| Outside India** | 522.34 | 408.30 |
| Revenue (Services and Others) | | |
| India | 96.50 | 20.55 |
| Total | 6,161.05 | 5,426.77 |

| Particulars | As at 31 March 2025 | As at 31 March 2024 |
|----------------------------|------------------------|------------------------|
| Non Current Assets* | | |
| India | 1,307.01 | 1,424.08 |
| Outside India | - | - |
| Total | 1,307.01 | 1,424.08 |

* Non-Current Assets exclude financial instruments and deferred tax assets

** The revenue from customers attributed to an individual foreign country are not material enough to be disclosed separately

c. Major Customers

No customer is contributing more than 10% of total group's sales



39. Employee Stock Option Schemes (ESOP)

The Employee Stock Option Plan 2022 "ESOP" was approved by the board of directors in the meeting held on November 30, 2022 and by the shareholders of the Company at the extraordinary general meeting held on December 5, 2022 and it has come into force with effect from December 14, 2022. ESOPs were granted to the specific employees.

The Grant date of ESOPs were 15 December 2022, 15 December 2023 and 1 September 2024. ESOPs granted on 15 December 2022 will vest in the proportion of 10% , 25% , 30% and 35% of the total options granted, on the completion of the first, second, third and fourth year i.e. (December 2023, December 2024, December 2025 and December 2026) respectively , ESOPs granted on 15 December 2023 will vest in the proportion of 25% , 35% and 40% of the total options granted, on the completion of the first, second and third year i.e. (December 2024, December 2025 and December 2026) respectively and ESOPs granted on 01 September 2024 will vest in the proportion of 40% and 60% of the total options granted, on the completion of the first and second year i.e. (December 2025 and December 2026) respectively . These ESOPs will vest subject to the achievement of targets linked with the performance of Company set out for each year.

The fair value of the share options is estimated at the grant date using a Black Scholes Pricing model, taking into account the terms and conditions upon which the share options were granted. However, the above performance condition is only considered in determining the number of instruments that will ultimately vest. The group accounts these ESOP plans as an equity-settled plan.

During the year, Equity settled options have been converted into stock appreciation rights and therefore, the entire amount has been transferred to liability.

The stock appreciation rights were subsequently cancelled on 06th Feb'2025. Total carrying amount of liability on account of above is INR 27.05 million, which has been settled subsequent to the year end.

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

| | As at 31 March 2025 | As at 31 March 2024 |
|--|------------------------|------------------------|
| Expense arising from equity-settled share-based payment transactions | 1.82 | 13.60 |
| Expense arising from fair valuation of stock appreciation rights | 5.30 | - |
| Total expense arising from share-based payment transactions | 7.12 | 13.60 |

Movement made during the year

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options during the year:-

| | As at 31 March 2025 | | As at 31 March 2024 | |
|--------------------------------------|---------------------|-----------|---------------------|---------------|
| | No. of options | WAEP | No. of options | WAEP |
| Outstanding as at beginning of year | 76,75,000 | INR 10.16 | 1,21,55,000 | INR 10 |
| Granted during the year | 10,15,000 | INR 12.55 | 8,75,000 | INR 11.38 |
| Lapsed during the year | 86,90,000 | INR 10.44 | 53,55,000 | INR 10.00 |
| Outstanding as at end of year | - | - | 76,75,000 | INR 10 |
| Exercisable at the end of year | - | - | 5,92,609 | INR 10.00 |

The following tables list the inputs to the model used for the ESOP plans for the year ended 31 March 2025 and 31 March 2024, respectively:

| | As at 31 March 2025 | As at 31 March 2024 |
|--|------------------------|------------------------|
| Grant Date- December 15, 2022 | | |
| Weighted average fair values at the measurement date | 5.72 | 5.72 |
| Dividend yield (%) | 0% | 0% |
| Expected volatility (%) | 43% - 44% | 43% - 44% |
| Risk-free interest rate (%) | 7.27% - 7.40% | 7.27% - 7.40% |
| Expected life of share options (Years) | 7 | 7 |
| Weighted average share price (INR) | 10.27 | 10.27 |
| Model used | Black Scholes | Black Scholes |
| Exercise Price | 10 | 10 |
| Grant Date- December 15, 2023 | | |
| Weighted average fair values at the grant date | 4.63 | 4.63 |
| Dividend yield (%) | 0% | 0% |
| Expected volatility (%) | 42% - 43% | 42% - 43% |
| Risk-free interest rate (%) | 7.19% - 7.25% | 7.19% - 7.25% |
| Expected life of share options (years) | 7 | 7 |
| Weighted Average remaining contractual life | 8.86 | 8.86 |
| Weighted average share price (INR) | 9.9 | 9.9 |
| Model used | Black Scholes | Black Scholes |
| Exercise Price | 11.38 | 11.38 |
| Grant Date- September 1, 2024 | | |
| Weighted average fair values at the grant date | 3.22 | - |
| Dividend yield (%) | 0% | - |
| Expected volatility (%) | 43% | - |
| Risk-free interest rate (%) | 6.89% - 6.96% | - |
| Expected life of share options (years) | 5.79 | - |
| Weighted Average remaining contractual life | 8.89 | - |
| Weighted average share price (INR) | 8.55 | - |
| Model used | Black Scholes | - |
| Exercise Price | 12.55 | - |

The expected volatility reflects the assumption that the historical volatility over a year similar to the life of the options is indicative of future trends, which may not necessarily be the actual outcome.



Del Monte Foods Private Limited

CIN:- U151331IR2004PTC041215

Notes to the consolidated financial statements for the year ended 31 March 2025**(All amounts are in India Rupees Millions, unless otherwise stated)**

40. The subsidiary has received a grant of INR 19.03 Millions (31st March 2024- 22.50 Million) being the second Installment of grant-in-aid out of INR 50 Million, as per guidelines of the Scheme for Creation/Expansion of Food Processing & Preservation Capacities (CEFPCC) under the Pradhan Mantri Kisan Sampada Yojana (PMKSY) for meeting non-recurring expenditure for setting up a new manufacturing unit in Ludhiana, Punjab.

The Expenditure out of the grant shall be subject to certain terms and conditions.

41. Additional Regulatory information:-

- (i) The Group does not have any benami Property. No proceeding has been initiated or pending against any Company in the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) None of the entities in the Group have been declared as wilful defaulter by any bank or financial Institution or government or government authority.
- (iii) The Group has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- (iv) There is no transaction which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (v) In November 2024, the Company has fully repaid its borrowings on which charges had been created. Accordingly, the satisfaction of charges was to be intimated to the Registrar of Companies, Gurgaon within 30 days of termination of the funding arrangements. However, pending issuance of No Dues Certificate by the lending bank, the satisfaction of these charges is yet to be registered with the Registrar of Companies, Gurgaon.
- (vi) There are no funds which have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
- b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vii) The Group has not traded or invested in Crypto currency or Virtual Currency during the period.
- (viii) The Group is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (ix) The Group has complied with number of layers prescribed under clause 87 of section 2 of the Act read with companies (Restriction on number of Layers) rules 2017.
- (x) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous period.
- (xi) The Group has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks and financial institutions are in agreement with the books of accounts.
- (xii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group

42. Additional information pursuant to para 2 under Schedule III to the Companies Act, 2013 for preparation of consolidated financial statements:
As at 31st March 2025

| Name of enterprises | Net assets | | Share in Profit/(Loss) | | Share in OCI | | Total Comprehensive Income | |
|--|---------------------------------|---|---------------------------------------|--------------|--------------------------|---------------|---------------------------------------|--------------|
| | As % of consolidated net assets | Net Assets (total assets minus total liabilities) | As % of consolidated profit or (loss) | Amount | As % of consolidated OCI | Amount | As % of consolidated profit or (loss) | Amount |
| Parent: | | | | | | | | |
| Del Monte Foods Private Limited* | 101% | 1,932.48 | 79% | 48.79 | 232% | (2.04) | 76% | 46.75 |
| Wholly owned Subsidiary: | | | | | | | | |
| Del Monte Foods India (North) Private Limited# | 34% | 661.07 | 21% | 12.95 | -132% | 1.16 | 23% | 14.11 |
| Elimination | -35% | (672.49) | 1% | 0.36 | 0% | - | 1% | 0.36 |
| Total | 100% | 1,921.06 | 100% | 62.11 | 100% | (0.88) | 100% | 61.23 |

| As at 31st March 2024 | | | | | | | | |
|--|---------------------------------|---|---------------------------------------|-----------------|--------------------------|-------------|---------------------------------------|-----------------|
| Name of enterprises | Net assets | | Share in Profit/(Loss) | | Share in OCI | | Total Comprehensive Income | |
| | As % of consolidated net assets | Net Assets (total assets minus total liabilities) | As % of consolidated profit or (loss) | Amount | As % of consolidated OCI | Amount | As % of consolidated profit or (loss) | Amount |
| Parent: | | | | | | | | |
| Del Monte Foods Private Limited* | 108% | 3,656.54 | 41% | (107.41) | 97% | 2.56 | 41% | (104.85) |
| Wholly owned Subsidiary: | | | | | | | | |
| Del Monte Foods India (North) Private Limited# | 68% | 2,319.61 | 29% | (74.55) | 4% | 0.11 | 29% | (74.44) |
| Elimination | -76% | (2,578.57) | 30% | (78.54) | -1% | (0.03) | 30% | (78.58) |
| Total | 100% | 3,397.58 | 100% | (260.50) | 100% | 2.64 | 100% | (257.86) |

*Principal Place of Business: S. No. 155/1, 155/2, 156, 157/1, 157/2 & 162/1, Kalukondapally village, Opp. Duroflex, Hosur - Thattly Road, Denkanikottai Taluk, Krishnagiri District, Tamilnadu - 635114, India

#Principal Place of Business: Plot No. 31,32,35 and 36 Mega Food Park, Ludhowal Farm, Ludhiana, Punjab - 141008



Del Monte Foods Private Limited

CIN:- U15133HR2004PTC041215

Notes to the consolidated financial statements for the year ended 31 March 2025

(All amounts are in India Rupees Millions, unless otherwise stated)

43 Managerial Remuneration Disclosure

On February 06, 2025, the Company became a wholly owned subsidiary of Sundrop Brands Limited, a public listed company. Hence, it was required to seek ratification of remuneration paid to its Whole-time Director under the provisions Section 197 read with Schedule V of the Companies Act, 2013.

Subsequently, the Board of Directors ratified the captioned remuneration, which was duly approved by the members of the Company in their Extraordinary General Meeting held on 30th April 2025. Accordingly, the Company has duly complied with the applicable provisions of the Companies Act, 2013.

44 Expenditure on Corporate Social Responsibility

The Board of Directors is primarily responsible for formulating CSR activities and the amount of expenditure to be incurred on the activities pertaining to CSR and monitoring CSR Projects.

The Company has incurred losses in the immediately preceding year and has an average net loss in immediately three preceding financial years in accordance with section 198 of the Company Act, 2013. Accordingly, the Company is not required to spend any amount on Corporate Social Responsibility activities in current year.

45 Subsequent Event

There is no subsequent event post balance sheet date that requires adjustment to or disclosure in financial statements.

46 Amount denoted with "Zero (0 00) " are below the rounding off threshold applied by the group

As per our report of even date attached

For **BSR & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.: 101248W/W-100022


Shweta Kumar
Partner

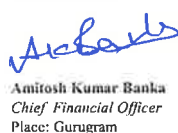
Membership No.: 509822

Place: Gurugram

Date: 19th May 2025

For and on behalf of the Board of Directors of
Del Monte Foods Private Limited


Mohinav Kapoor
Whole Time Director & CEO
DIN: 10704134
Place: Gurugram


Amitosh Kumar Banka
Chief Financial Officer
Place: Gurugram


Nitish Bajaj
Director
DIN: 10835891
Place: New Delhi


Kavita
Company Secretary
Place: Gurugram



| Quality Checks : | | Completed |
|---|----------------------|-------------------------------------|
| Spelling / diction / comparison | | <input checked="" type="checkbox"/> |
| Indexing / pagination / paras | | <input checked="" type="checkbox"/> |
| Calculation / arithmetical accuracy/ rounding off errors | | <input checked="" type="checkbox"/> |
| Done by : | | |
| Name and Designation | SUSHANT JAIN (AD) | |
| Signature and Date | Shweta Kumar 19/5/25 | |
| Engagement Partner | Shweta Kumar | |
| Project Code | 1682578 | |