

# B S R & Co. LLP

Chartered Accountants

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## INDEPENDENT AUDITORS' REPORT

To the Members of Britannia Employees Educational Welfare Association Private Limited

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the financial statements of Britannia Employees Educational Welfare Association Private Limited ("the Company"), which comprise the balance sheet as at 31 March 2020, and the statement of income and expenditure (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 state of affairs of the Company as at 31 March 2020, its deficit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### 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 Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

#### Other Information

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained 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.

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## **Independent Auditor's Report**

### **Management's and Board of Directors' Responsibility for the Financial Statements**

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, deficit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 in the financial statements 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 and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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## **Independent Auditor's Report**

### **Auditor's Responsibilities for the Audit of the Financial Statements (continued)**

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

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

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

### **Report on Other Legal and Regulatory Requirements**

1. This report does not include a statement on the matters as required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, since in our opinion and according to the information and explanations given to us, the said order is not applicable to the company .

(A) As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The balance sheet, the statement of income and expenditure (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section of the Act.
- e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(B) With respect to the other matters to be included in the Auditors' 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:

- i. The Company has disclosed the impact of pending litigations as at 31 March 2020 on its financial position in its financial statements - Refer Note 15 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

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**Independent Auditor's Report**

**Report on Other Legal and Regulatory Requirements (continued)**

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2020.

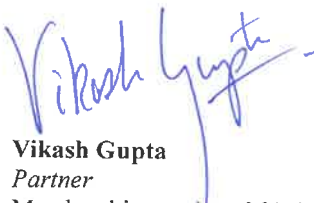
(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us and based on examination of the records of the Company, the Company has not paid/provided for any managerial remuneration to its directors during the current year. Accordingly, the provisions of Section 197 of the Act is not applicable to the Company. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

*for B S R & Co. LLP*

*Chartered Accountants*

Firm's registration number: 101248W/W-100022



**Vikash Gupta**

*Partner*

Membership number: 064597

UDIN: 20064597AAAABY7614

Place: Bengaluru

Date: 01 June 2020

**Annexure A to the Independent Auditors' report on the financial statements of Britannia Employees Educational Welfare Association Private Limited for the period ended 31 March 2020**

**Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

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

### **Opinion**

We have audited the internal financial controls with reference to financial statements of Britannia Employees Educational Welfare Association Private Limited ("the Company") as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, 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 2020, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

### **Management's Responsibility for Internal Financial Controls**

The 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 Company considering the essential components of internal control stated in 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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, 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 whether 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 such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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**Annexure A to the Independent Auditors' report on the financial statements of Britannia Employees Educational Welfare Association Private Limited for the period ended 31 March 2020 (continued)**

**Auditors' Responsibility (continued)**

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

**Meaning of Internal Financial controls with Reference to Financial Statements**

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

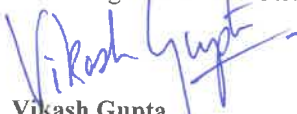
**Inherent Limitations of Internal Financial controls with Reference to Financial Statements**

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.

*for B S R & Co. LLP*

*Chartered Accountants*

Firm's registration number: 101248W/W-100022



**Vikash Gupta**

*Partner*

Membership number: 064597

UDIN: 20064597AAAABY7614

Place: Bengaluru.

Date: 01 June 2020



**Britannia Employees Educational Welfare Association Private Limited**  
**Balance Sheet**

Rs. in Thousands

As at	Note	31 March 2020	31 March 2019
<b>I Assets</b>			
<b>(1) Non-current assets</b>			
(a) Financial assets			
(i) Investments	4	9,270	8,871
(b) Income tax assets, (net)	12	41	62
<b>Total non-current assets</b>		<b>9,311</b>	<b>8,933</b>
<b>(2) Current assets</b>			
(a) Financial assets			
(i) Cash and cash equivalents	5	784	35
(ii) Bank balances other than (i) above	5	-	995
(iii) Other financial assets	6	-	3
<b>Total current assets</b>		<b>784</b>	<b>1,033</b>
<b>Total assets</b>		<b>10,095</b>	<b>9,966</b>
<b>II Equity and liabilities</b>			
<b>(1) Equity</b>			
(a) Capital fund	7	1,752	1,752
(b) Other equity	8	6,444	7,410
<b>Total equity</b>		<b>8,196</b>	<b>9,162</b>
<b>(2) Liabilities</b>			
<b>(A) Non-current liabilities</b>			
(a) Deferred tax liabilities, (net)	12	1,717	691
<b>Total non-current liabilities</b>		<b>1,717</b>	<b>691</b>
<b>(B) Current liabilities</b>			
(a) Financial liabilities			
(i) Other financial liabilities	9	119	81
(b) Current tax liabilities, (net)	12	63	32
<b>Total current liabilities</b>		<b>182</b>	<b>113</b>
<b>Total liabilities</b>		<b>1,899</b>	<b>804</b>
<b>Total equity and liabilities</b>		<b>10,095</b>	<b>9,966</b>
Significant accounting policies	3		

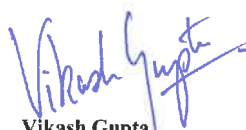
See accompanying notes to financial statements

As per our report of even date attached

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

Chartered Accountants

Firm registration number: 101248W/W-100022



**Vikash Gupta**

Partner

Membership number: 064597

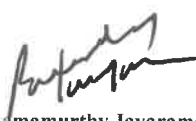
Place : Bengaluru

Date: 01 June 2020

for and on behalf of the Board of Directors

**Britannia Employees Educational Welfare Association Private Limited**

CIN : U85110MH1992GAT242375



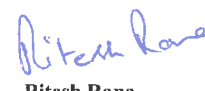
**Ramamurthy Jayaraman**

Director

DIN : 07206661

Place : Bengaluru

Date: 01 June 2020



**Ritesh Rana**

Director

DIN : 07085385

Place : Bengaluru

Date: 01 June 2020

**Britannia Employees Educational Welfare Association Private Limited**  
**Statement of income and expenditure**

For the year ended	Note	Rs. in Thousands	
		31 March 2020	31 March 2019
<b>I. Other income</b>	10	458	358
		<b>458</b>	<b>358</b>
<b>II. Expenses</b>			
Other expenses	11	127	151
		<b>127</b>	<b>151</b>
<b>III. Surplus before tax (I - II)</b>		<b>331</b>	<b>207</b>
<b>IV. Tax expense:</b>			
(i) Current tax	12	271	311
(ii) Deferred tax	12	1,026	(245)
		<b>1,297</b>	<b>66</b>
<b>V. Surplus / (Deficit) for the year (III - IV)</b>		<b>(966)</b>	<b>141</b>
<b>VI. Other comprehensive income</b>		-	-
<b>VII. Total comprehensive income for the year (V + VI)</b>		<b>(966)</b>	<b>141</b>
Significant accounting policies	3		

See accompanying notes to financial statements

As per our report of even date attached

for **BSR & Co. LLP**

Chartered Accountants

Firm registration number: 101248W/W-100022



**Vikash Gupta**

Partner

Membership number: 064597

Place : Bengaluru  
Date: 01 June 2020

for and on behalf of the Board of Directors

**Britannia Employees Educational Welfare Association Private Limited**

CIN : U85110MH1992GAT242375



**Ramamurthy Jayaraman**

Director

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Place : Bengaluru  
Date: 01 June 2020



**Ritesh Rana**

Director

DIN : 07085385

Place : Bengaluru  
Date: 01 June 2020



**Britannia Employees Educational Welfare Association Private Limited**  
**Statement of changes in equity**

Particulars	Rs. in Thousands				
	Capital fund	Surplus	Other equity		Total equity
		Retained earnings	Equity instruments through OCI	Other Items of OCI	
Balance as at 1 April 2018	1,752	7,269	-	-	9,021
Changes in equity					
Surplus for the year	-	141	-	-	141
Balance as at 31 March 2019	1,752	7,410	-	-	9,162
Particulars	Capital fund	Surplus	Other equity		Total equity
		Retained earnings	Equity instruments through OCI	Other Items of OCI	
	Balance as at 1 April 2019	1,752	7,410	-	-
Changes in equity					
Deficit for the year	-	(966)	-	-	(966)
Balance as at 31 March 2020	1,752	6,444	-	-	8,196
See accompanying notes to financial statements					

See accompanying notes to financial statements

As per our report of even date attached

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

*Chartered Accountants*

Firm registration number: 101248W/W-100022

  
**Vikash Gupta**  
*Partner*  
 Membership number: 064597

Place : Bengaluru  
 Date: 01 June 2020


*for and on behalf of the Board of Directors*

**Britannia Employees Educational Welfare Association Private Limited**

CIN : U85110MH1992GAT242375

  
**Ramamurthy Jayaraman**  
*Director*  
 DIN : 07206661

Place : Bengaluru  
 Date: 01 June 2020

  
**Ritesh Rana**  
*Director*  
 DIN : 07085385

Place : Bengaluru  
 Date: 01 June 2020

**Britannia Employees Educational Welfare Association Private Limited**  
**Statement of cash flow**

	<b>Rs. in Thousands</b>	
<b>For the year ended</b>	<b>31 March 2020</b>	<b>31 March 2019</b>
<b>Cash flows from operating activities</b>		
Surplus before tax	331	207
<b>Adjustments for:</b>		
Interest income	(59)	(38)
Gain on fair value of investment	(399)	(320)
	<b>(127)</b>	<b>(151)</b>
<b>Changes in</b>		
Other financial liabilities	38	(1)
<b>Cash used in operating activities</b>	<b>(89)</b>	<b>(152)</b>
Income taxes paid, net of refund	(219)	(342)
<b>Net cash used in operating activities</b>	<b>(308)</b>	<b>(494)</b>
<b>Cash flows from investing activities</b>		
Interest received	62	39
Deposits redeemed	995	408
<b>Net cash from investing activities</b>	<b>1,057</b>	<b>447</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>749</b>	<b>(47)</b>
Cash and cash equivalents at the beginning of the year	35	82
<b>Cash and cash equivalent at the end of the year (Refer note below)</b>	<b>784</b>	<b>35</b>
<b>Note:</b>		
Cash and cash equivalent at the end of the year (refer note 5)	784	35

As per our report of even date attached

for **B S R & Co. LLP**  
Chartered Accountants  
Firm registration number: 101248W/ W-100022



**Vikash Gupta**  
Partner  
Membership number: 064597

Place : Bengaluru  
Date: 01 June 2020

for and on behalf of the Board of Directors  
**Britannia Employees Educational Welfare Association**  
CIN : U85110MH1992GAT242375



**Ramamurthy Jayaraman**  
Director  
DIN : 07206661

Place : Bengaluru  
Date: 01 June 2020



**Ritesh Rana**  
Director  
DIN : 07085385

Place : Bengaluru  
Date: 01 June 2020

**Britannia Employees Educational Welfare Association Private Limited**  
**Notes to financial statements**

**1 Reporting entity**

Britannia Employees Educational Welfare Association Private Limited (the 'Company') is a company domiciled in India, with its registered office situated at Bangalore. The Company was incorporated on 22 January 1992 as a Company limited by guarantee with an objective to provide general welfare to employees and ex-employees of Britannia Industries Limited.

**2 Basis of preparation**

**A. Statement of**

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

The financial statements were authorised for issue by the Company's Board of Directors on 1 June 2020.

Details of the Company's accounting policies are included in Note 3.

**B. Functional and presentation currency**

These financial statements are presented in Indian Rupees (Rs.), which is also the Company's functional currency. All amounts have been rounded-off to the nearest thousands, unless otherwise indicated.

**C. Basis of measurement**

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

Items	Measurement basis
Certain financial assets and liabilities	Fair value

**D. Use of estimates and judgements**

In preparing these financial statements, the Company has made judgements, estimates and assumptions that affect the application of accounting policies and 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. Revisions to accounting estimates are recognised prospectively.

**Assumptions and estimation uncertainties**

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2020 is included in the following notes:

- Note 12 - recognition of deferred tax assets; availability of future taxable income against which tax losses carried forward can be used;

**E. Measurement of fair values**

Certain accounting policies and disclosures of the Company require the measurement of fair values, for both financial and non financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into a different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Further information about the assumptions made in the measuring fair values is included in the following notes:

- Note 14 - financial instruments.

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3. Significant accounting policies

(a) Financial instruments

*i. Recognition and initial measurement*

The Company initially recognises financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition.

*ii. Classification and subsequent measurement*

**Financial Assets**

*Financial assets carried at amortised cost*

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

*Financial assets at fair value through other comprehensive income*

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

*Financial assets at fair value through profit or loss*

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

**Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

*iii. Derecognition*

*Financial assets*

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the right to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial assets are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

*Financial liabilities*

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and a new financial liability with modified terms is recognised in the Statement of Income and Expenditure.

*iv. Offsetting*

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or realise the asset and settle the liability simultaneously.

(b) Impairment

**Financial assets**

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in income or expenditure.

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**Britannia Employees Educational Welfare Association Private Limited**  
**Notes to financial statements (continued)**

**3. Significant accounting policies(continued)**

**(c) Revenue recognition**

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

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR), which is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in other income in the Statement of Income and Expenditure.

**(d) Educational Welfare Expenses**

Educational welfare expenses are accounted when they are claimed by the beneficiaries.

**(e) Income tax**

Income tax comprises current and deferred tax. It is recognised in income or expenditure except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

**i. Current tax**

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

**ii. Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction.
- temporary differences related to investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which they can be used.

Deferred tax assets recognised or unrecognised are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

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

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

The Company offsets, the current tax assets and liabilities (on a year on year basis) and deferred tax assets and liabilities, where it has a legally enforceable right and where it intends to settle such assets and liabilities on a net basis.

**iii. Minimum Alternate Tax (MAT)**

Minimum Alternate Tax (MAT) under the provisions of the Income-tax Act, 1961 is recognised as current tax in the Statement of Income and Expenditure. The Credit available under the Act in respect of MAT paid is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the period for which the MAT credit can be carried forward for set-off against the normal tax liability. MAT credit recognised as an asset is reviewed at each balance sheet date and written down to the extent the aforesaid convincing evidence no longer exists. MAT credit entitlement at year end is grouped with Deferred Tax Liability. (net) in the Balance Sheet of an entity.

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**Britannia Employees Educational Welfare Association Private Limited**

**Notes to financial statements (continued)**

**3. Significant accounting policies (continued)**

**(f) Provisions and contingent liabilities**

**i. General**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the expense relating to a provision is presented in the Statement of Income and Expenditure net of any reimbursement.

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

**ii. Contingent liabilities**

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

**iii. Onerous contracts**

Provision for onerous contracts, i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

**(g) Cash and cash equivalents**

Cash and cash equivalents includes cash on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

**(h) Cash flow statement**

Cash flows are reported using indirect method, whereby net surplus before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

**(i) Recent accounting pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 1 April 2020.





**Britannia Employees Educational Welfare Association Private Limited**  
**Notes to financial statements (continued)**

**Note 4 - Non-current investments**

	Face value per share/unit	Units/Nos.		Rs. in Thousands	
		Amount		31 March 2020	31 March 2019
		31 March 2020	31 March 2019		
<b>At fair value through profit and loss</b>					
<b>Unquoted</b>					
Investments in equity instruments (fully paid)					
Flora Investments Company Private Limited - Equity Shares	Rs.10/-	56,384	56,384	4,788	4,610
Gilt Edge Finance and Investments Private Limited - Equity Shares	Rs.10/-	44,844	44,844	4,482	4,261
<b>Total long-term investments</b>				<b>9,270</b>	<b>8,871</b>
Total quoted non- current investment				-	-
Total unquoted non- current investment				9,270	8,871

As at	31 March 2020	31 March 2019
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**Note 5 - Cash and bank balances**

*Cash and cash equivalents:*

- Current account	784	35
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*Other bank balances:*

- Deposit accounts (having original maturity for more than 3 months but less than 12 months)	-	995
	<b>784</b>	<b>1,030</b>

**Note 6 - Other financial assets**

Interest accrued but not due

-	3
-	<b>3</b>



**Britannia Employees Educational Welfare Association Private Limited**

**Notes to financial statements (continued)**

**Rs. in Thousands**

**As at** **31 March 2020** **31 March 2019**

**Note 7 - Capital fund**

Capital fund	1,752	1,752
	<b>1,752</b>	<b>1,752</b>

**Note 8 - Other equity**

Particulars	Retained earnings	Equity instruments through OCI	Other Items of OCI	Total
Balance as at 1 April 2018	7,269	-	-	7,269
Additions:				
Surplus for the year	141	-	-	141
Balance as at 31 March 2019	7,410	-	-	7,410

Particulars	Retained	Equity instruments	Other Items of OCI	Total
Balance as at 1 April 2019	7,410	-	-	7,410
Additions:				
Deficit for the year	(966)	-	-	(966)
Balance as at 31 March 2020	<b>6,444</b>	-	-	<b>6,444</b>

**As at** **31 March 2020** **31 March 2019**

**Note 9 - Other financial liabilities**

Other payables	119	81
	<b>119</b>	<b>81</b>



	Rs. in Thousands	
For the year ended	31 March 2020	31 March 2019
<b>Note 10 - Other income</b>		
Interest income from financial assets carried at amortised cost	59	38
Net gain on financial asset measured at fair value through income and expenditure	399	320
	<b>458</b>	<b>358</b>

**Note 11 - Other expenses**

Rates and taxes	1	-
Bank charges	-	1
Auditors' remuneration:*		
- Audit fees	29	29
- Expenses reimbursed	3	1
Welfare Expenses	36	71
Professional charges	58	49
	<b>127</b>	<b>151</b>

\* Excluding applicable taxes

**Note 12 - Income tax**

**(a) Amounts recognised in statement of Income and Expenditure**

For the year ended	31 March 2020	31 March 2019
Current tax	271	311
Deferred tax	1,026	(245)
<b>Tax expense for the year</b>	<b>1,297</b>	<b>66</b>

**(b) Reconciliation of effective tax rate**

For the year ended	31 March 2020		31 March 2019	
<b>Surplus before tax</b>		331		207
Tax using the Company's domestic tax rate	26.00%	86	26.00%	54
Effect of:				
MAT Credit derecognised	285.28%	943	0.00%	-
1/5th of IND AS Transition impact	65.13%	215	0.00%	-
Impact of rate difference on MAT (15.6 %)	10.46%	35	0.00%	-
Others	5.45%	18	6.30%	12
	<b>392.31%</b>	<b>1,297</b>	<b>32.30%</b>	<b>66</b>

**(c) Recognised deferred tax assets and liabilities**

Deferred tax assets and liabilities are attributable to the following:

	Deferred tax assets		Deferred tax liabilities		Deferred tax (liabilities)/assets, net	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
<b>Deferred tax assets / (liabilities)</b>						
Investments at fair value through income and expenditure	-	-	1,717	1,634	(1,717)	(1,634)
Minimum alternative Tax	-	943	-	-	-	943
	-	943	1,717	1,634	(1,717)	(691)

**(d) Movement in temporary differences**

	As at 1 April 2018	Recognised in statement of income and expenditure	Recognised in OCI	Recognised directly in equity	Others	As at 31 March 2019
Investment at fair value through income and expenditure	(1,568)	(66)	-	-	-	(1,634)
Minimum alternative Tax	632	311	-	-	-	943
	<b>(936)</b>	<b>245</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(691)</b>

	As at 1 April 2019	Recognised in statement of income and expenditure	Recognised in OCI	Recognised directly in equity	Others	As at 31 March 2020
Investment at fair value through income and expenditure	(1,634)	(83)	-	-	-	(1,717)
Minimum alternative Tax	943	(943)	-	-	-	-
	<b>(691)</b>	<b>(1,026)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1,717)</b>

**(e) The following table provides the details of income tax assets and income tax liabilities as of 31 March 2020 and 31 March 2019**

As at	31 March 2020	31 March 2019
Income tax assets (net)	41	62
Current tax liabilities (net)	63	32
<b>Net current income tax asset / (liability) at the end</b>	<b>(22)</b>	<b>30</b>

The gross movement in the current income tax asset / (liability) for the year ended 31 March 2020 and 31 March 2019 is as follows.

For the year ended	31 March 2020	31 March 2019
<b>Net current income tax asset / (liability) at the beginning</b>	<b>30</b>	<b>(1)</b>
Income tax paid	219	342
Current income tax expense	(271)	(311)
<b>Net current income tax asset / (liability) at the end</b>	<b>(22)</b>	<b>30</b>

**Note 13 - Financial risk management**

The principal financial assets of the Company include cash and bank balances that derive directly from its operations. The principal financial liabilities of the Company other payables and the main purpose of these financial liabilities is to finance the day to day operations of the Company.

The Company does not have any significant exposure with respect to market risk, credit risk and liquidity risk as the Company is involved in only welfare activities of the employees of Britannia Industries Limited. The Company's senior management oversees the management of these risks that advises on financial risks and the appropriate financial risk governance framework for the Company.

**Impact of Covid 19**

The Company has considered the possible effects that may result from COVID-19 on the carrying amounts of financial assets, as well as liabilities accrued. In developing the assumptions relating to the possible future uncertainties in the economic conditions because of this pandemic, the Company has used internal and external information. Having reviewed the underlying data and based on current estimates, the company does not expect any material impact on the carrying amount of these assets & liabilities. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

The Company has also evaluated the impact of the same on the aforementioned risks i.e. credit risk, liquidity risk, market risk, currency risk and interest risk and does not foresee any material impact on account of the same.

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14 Financial instruments - Fair values and risk management  
Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2020, including their levels in the fair value hierarchy.

Particulars	Note	Carrying amount				Fair Value			
		FVTPL	FVOCI	Other financial assets - amortised cost	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3
<b>Financial assets measured at fair value</b>									
Investment in equity instruments	4	9,270	-	-	-	9,270	-	-	9,270
		<b>9,270</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,270</b>			
<b>Financial assets not measured at fair value*</b>									
Cash and cash equivalents	5	-	-	784	-	784			
		<b>-</b>	<b>-</b>	<b>784</b>	<b>-</b>	<b>784</b>			
<b>Financial liabilities not measured at fair value*</b>									
Other financial liabilities	9	-	-	-	119	119			
		<b>-</b>	<b>-</b>	<b>-</b>	<b>119</b>	<b>119</b>			

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at 31 March 2019, including their levels in the fair value hierarchy.

Particulars	Note	Carrying amount				Fair Value			
		FVTPL	FVOCI	Other financial assets - amortised cost	Other financial liabilities	Total carrying amount	Level 1	Level 2	Level 3
<b>Financial assets measured at fair value</b>									
Investment in equity instruments	4	8,871	-	-	-	8,871	-	-	8,871
		<b>8,871</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>8,871</b>			
<b>Financial assets not measured at fair value*</b>									
Cash and cash equivalents	5	-	-	35	-	35			
Bank balances	5	-	-	995	-	995			
Other financial assets	6	-	-	3	-	3			
		<b>-</b>	<b>-</b>	<b>1,033</b>	<b>-</b>	<b>1,033</b>			
<b>Financial liabilities not measured at fair value*</b>									
Other financial liabilities	9	-	-	-	81	81			
		<b>-</b>	<b>-</b>	<b>-</b>	<b>81</b>	<b>81</b>			

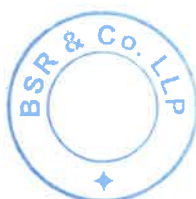
\* The fair value of cash and cash equivalents, bank balances, other current financial assets and liabilities approximate their carrying amount largely due to the short - term nature of these instruments.

15 The Company has no contingent liabilities and commitments Rs. Nil (31 March 2019: Rs Nil).

16 The Company is limited by guarantee having no share capital. Hence the disclosure of earning per share is not applicable.

17 There are no dues owed by the Company to Micro and Small Enterprises, which are outstanding for more than 45 days during the year and as at 31 March 2020. This information as required under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) has been determined to the extent such parties have been identified on the basis of information available with the company and has been relied upon by the auditors.

For the year ended	31 March 2020	31 March 2019
(a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the year:		
-Principal		-
-Interest		
(b) The amount of interest paid by the Company in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed date during the year.		-
(c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding the interest specified under MSMED Act, 2006		-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting period; and		-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006.		-



**18 Related Parties**

Entity having the control over the Company: Britannia Industries Limited

**Key management personnel (KMP):**

Directors : Ramamurthy Jayaraman  
Ritesh Rana

The Company did not have any transaction with the related parties during the year and the previous year.

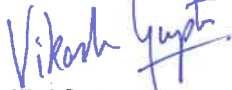
19 The Company is limited by guarantee with an objective to provide educational welfare to employees and ex-employees of Britannia Industries Limited. As the Company operates in a single primary business segment disclosure requirements are not applicable.

As per our report of even date attached

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

Chartered Accountants

Firm registration number: 101248 W W-100022



**Vikash Gupta**  
Partner


Membership number: 04597

Place: Bengaluru  
Date: 01 June 2020

for and on behalf of the Board of Directors

**Britannia Employees Educational Welfare Association Private Limited**

CIN : U55110MH1992GAT242375



**Ramamurthy Jayaraman**  
Director

DIN: 07206661

Place : Bengaluru  
Date: 01 June 2020



**Ritesh Rana**  
Director

DIN: 07085385

Place : Bengaluru  
Date: 01 June 2020