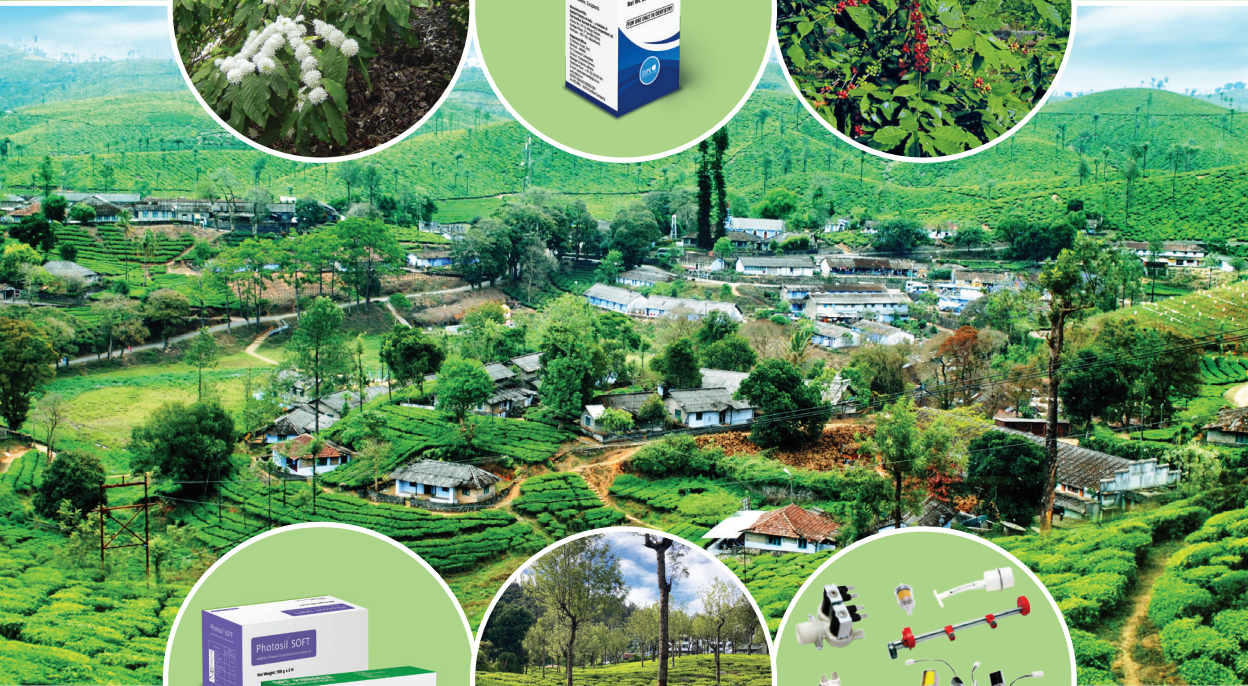




**A TRADITION OF TRUST**

**157<sup>th</sup> ANNUAL REPORT 2021-22**



**THE BOMBAY BURMAH  
TRADING CORPORATION, LIMITED**

**A Wadia Enterprise**



# Contents

Location of Corporation's Estates and Factories	2
Notice of Annual General Meeting	3-20
Board's Report	21-60
Management Discussion and Analysis	61-68
Business Responsibility Report	69-77
Auditors' Report on Standalone Financial Statements	78-91
Standalone Financial Statements	92-97
Notes forming part of Standalone Financial Statements	98-172
Auditors' Report on Consolidated Financial Statements	173-187
Consolidated Financial Statements	188-195
Notes forming part of the Consolidated Financial Statements	196-285
Statement under section 129(3) of the Companies Act, 2013	286-290

**157th Annual General Meeting**  
**Thursday, 25 August, 2022 at 3.30 p.m. through**  
**Video Conferencing (VC) / Other Audio Visual Means (OAVM)**

# The Bombay Burmah Trading Corporation, Limited

## ANNUAL REPORT 2021-22

### Directors

Mr. Nusli N. Wadia, Chairman  
Mr. Ness N. Wadia, Managing Director  
Dr. (Mrs.) Minnie Bodhanwala  
Mr. Rajesh Batra  
Dr. Y. S. P. Thorat  
Mr. Vinesh Kumar Jairath  
Mrs. Gauri Kirloskar  
Mr. Jehangir N. Wadia (Upto 13 September, 2021)

### Chief Financial Officer

Mr. N. H. Datanwala

### Company Secretary

Mr. Sanjay Kumar Chowdhary

### Registered Office

9, Wallace Street, Fort, Mumbai 400 001.

### Principal Bankers/Lenders

HDFC Bank Limited  
Axis Bank Limited  
The Hongkong & Shanghai Banking Corporation Limited  
Federal Bank Limited  
IDFC First Bank Limited  
SVC Co-Operative Bank Limited  
CSB Bank Limited

### Auditors

Walker Chandiook & Co LLP  
16<sup>th</sup> Floor, Tower II  
Indiabulls Finance Centre,  
SB Marg, Elphinstone (W)  
Mumbai 400 013

### Solicitors

Crawford Bayley & Co.

# The Bombay Burmah Trading Corporation, Limited

## LOCATION OF CORPORATION'S ESTATES AND FACTORIES

Tea and Coffee Estates	: (1) Mudis Group of Estates, Mudis P.O., Coimbatore Dist. Tamil Nadu, 642117
	(2) Singampatti Group of Estates, Manjolai P.O Tirunelveli Dist. Tamil Nadu, 627420
	(3) Elk Hill Group of Estates, P.O. Box No.12, Sidapur P & T.O., South Coorg, Karnataka 571253
	(4) Usambara Group, Marvera & Herkulu Estate, P.O. Box 22, Soni, Tanzania
	(5) Dunsandle Estate, Dunsardle P.O., Outacamund, Nilgiri Dist., Tamil Nadu 643005
Auto Electric Components Business (Electromags)	: Unit-1, No.342-343, 2 <sup>nd</sup> Cross Street, Nehru Nagar, Kottivakkam, Chennai, Tamil Nadu 600 096
	Unit-2, Plot no. 128-133, 3 <sup>rd</sup> Cross Street, (Electromags) Nehru Nagar, Kottivakkam, Chennai, Tamil Nadu 600 041
	Unit-3, Plot no. 134-137, 3 <sup>rd</sup> Cross Street, Nehru Nagar, Kottivakkam, Chennai, Tamil Nadu 600 041
Healthcare Division	: Plot No.161-B, Village Danpur, Rudrapur Kashipur Road, Paragana-Rudrapur, Tehsil Kichha, Udham Singh Nagar, Uttarakhand 263153
Malaysia Branch	: Suite 628, 6 <sup>th</sup> Floor, Pan Global Plaza, Jalan Wong Ah Fook 80000, Johor Bahru, Malaysia.



**NOTICE**

**THE BOMBAY BURMAH TRADING CORPORATION, LIMITED**

[CIN L99999MH1863PLC000002]

Registered Office: 9, Wallace Street, Fort, Mumbai - 400 001

Tel: 22197101

Email: writetous@bbtcl.com; website : www.bbtcl.com

NOTICE is hereby given that the One Hundred and Fifty-Seventh Annual General Meeting ('AGM') of the Members of The Bombay Burmah Trading Corporation, Limited will be held on Thursday, 25<sup>th</sup> day of August, 2022 at 3.30 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Corporation at 9, Wallace Street, Fort, Mumbai 400 001.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a) the Audited Financial Statements of the Corporation for the Financial Year ended 31 March 2022 together with the reports of the Board of Directors and Auditors thereon; and
  - b) the Audited Consolidated Financial Statements of the Corporation for the Financial Year ended 31 March 2022 together with the Report of the Auditors thereon.
2. To declare a dividend on the Equity Shares for the Financial Year 2021-22.
3. To appoint a Director in place of Dr.(Mrs.) Minnie Bodhanwala [DIN: 00422067], who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
4. To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

"RESOLVED THAT the Board of Directors be and are hereby authorised to appoint for the current financial year, in consultation with the Corporation's Auditors, in respect of the audit of the accounts of the Corporation's branch offices outside India, a person who is either qualified for appointment as auditor of the Corporation under Section 141 and other applicable provisions, if any, of the Companies Act, 2013 or an accountant duly qualified to act as an auditor of the accounts of such branch offices in accordance with the applicable laws of the concerned countries; and to determine the remuneration and other terms and conditions of their appointment as Branch Auditors as recommended by the Audit Committee."

**SPECIAL BUSINESS:**

5. Ratification of the remuneration payable to the Cost Auditors of the Corporation for the Financial Year ending 31 March 2023

To consider and if thought fit, to convey assent or dissent to the following Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), M/s. GLS & Associates, Cost Accountants [ICWA Registration No. 4482], the Cost Auditors appointed by the Board of Directors to conduct the audit of the cost records of the Corporation for the financial year ending 31 March 2023, be paid remuneration of ₹ 2,50,000 (Rupees Two Lakh Fifty Thousand only) plus such taxes as applicable and reimbursement of actual out-of-pocket expenses.

RESOLVED FURTHER THAT any one of the Directors, Chief Financial Officer and the Company Secretary of the Corporation, be and are hereby severally authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

6. Approval for continuation of holding office of Non-Executive Independent Director of the Corporation, till the end of his term i.e. upto 3<sup>rd</sup> February, 2024 by Dr. Y. S. P Thorat (DIN: 00135258), who will be attaining the age of 75 years in the month of November 2022.

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force, approval of the Members be and is hereby granted to Dr. Y. S. P. Thorat (DIN-00135258), who was appointed as a Non-executive Independent Director earlier by the Members of the Corporation for a term of 5 years i.e., upto 3<sup>rd</sup> February, 2024, for continuing his directorship as a Non-Executive Independent Director on attaining the age of 75 years during the said term.

RESOLVED FURTHER THAT any one of the Directors, the Chief Financial Officer and the Company Secretary of the Corporation, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this Resolution."

7. Approval for Issue of Redeemable Non-Convertible Debentures of an amount upto ₹ 300 crores.

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:

"RESOLVED THAT pursuant and subject to the provisions of Sections 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and other applicable rules, if any, and/or applicable Guidelines and Regulations issued by the Securities and Exchange Board of India, provisions of the Listing Regulations, or any other applicable law for the time being in force (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Corporation and such other approvals as may be required from regulatory authorities from time to time, approval of the members be and is hereby accorded to the Board of Directors of the Corporation (hereinafter referred to as "the Board" which term shall include any duly constituted Committee thereof) to offer, issue and allot at par Secured/ Unsecured, Listed/ Unlisted Redeemable Non-Convertible Debentures ("NCDs") including Principal Protected Senior Listed Redeemable Market Linked Non-Convertible Debentures and / or other debt securities, on a private placement basis, in one or more series/tranches, during the period of one year from the date of passing of the Special Resolution by the members, on such terms and conditions including the price, coupon, premium / discount, tenor etc., as may be determined by the Board, based on the prevailing market condition to such persons as may be identified by the Board, upto an aggregate amount of ₹ 300 crores (Rupees Three Hundred Crores only) to such person(s) as may be decided by the Board, subject however that the aggregate amount of such NCDs raised shall not exceed the overall borrowing limits of the Corporation as may be approved by the members from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreements, documents, instruments, applications etc. as are usual, necessary, expedient or proper, with power to settle all questions, difficulties or doubts that may arise in regard to the aforesaid resolution as it may in its sole discretion

deem fit and to delegate all or any of its powers herein conferred to any of the Directors and/or Officers of the Corporation, to give effect to this resolution."

By Order of the Board  
For **The Bombay Burmah Trading Corporation, Limited**

**Sanjay Kumar Chowdhary**  
Company Secretary & Compliance Officer

**Registered Office:**

9, Wallace Street,  
Fort, Mumbai - 400 001  
CIN : L99999MH1863PLC000002  
Email : [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com)  
Website : [www.bbtcl.com](http://www.bbtcl.com)  
Tel No. : +91 22 22197101  
Mumbai, 14 July, 2022

**NOTES:**

1. The Statement of Material Facts as required under section 102 of the Companies Act, 2013 ('the Act') with respect to Item No. 5 to 7 is attached hereto as Annexure I.
2. Details of the Director(s) to be appointed/re-appointed at the Annual General Meeting is annexed to the Notice as Annexure II pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.
3. In view of the continuing COVID-19 pandemic, social distancing norms and pursuant to General Circular No. 2/2022 dated 5 May 2022 read together with General Circular Nos. 21/2021, 14/ 2020, 17/2020, 20/2020 dated 14 December 2021, 8 April 2020, 13 April 2020 and 5 May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13 May, 2022 issued by the securities and Exchange Board of India ("SEBI Circulars"), the Corporation will be conducting this Annual General Meeting ("AGM") through Video Conference/ Other Audio Visual Means, without the physical presence of the Members at a common venue.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA, 157<sup>th</sup> AGM of the Corporation shall be conducted through VC / OAVM. National Securities Depositories Limited ('NSDL') will be providing facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.

4. Since the physical attendance of Members has been dispensed with in terms of the abovementioned Circulars, there is no requirement of appointment of proxies by Members under Section 105 of the Act and the same will not be available for this AGM. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the Corporation at [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com) or to KFin Technologies Limited, Registrar and Share Transfer Agent at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

5. The Corporation's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are KFin Technologies Limited (KFin) having their office at Selenium Tower B, Plot number 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana -500032.
6. The Register of Members and the Share Transfer Books of the Corporation will remain closed from Friday, 19 August, 2022, to Thursday, 25 August, 2022 (both days inclusive) for the purpose of AGM.
7. Dividend, if declared at the AGM, shall be paid to the Members on or after Tuesday, 6 September, 2022 to those members whose names appear on the Register of Members of the Corporation on Thursday, 18 August, 2022, in respect of shares held in physical form. In respect of shares held in electronic form, dividend will be paid to the beneficial owners of shares as at the closing hours of 18 August, 2022 as per details furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) for this purpose.

Members are requested to provide Bank details to facilitate payment of dividend, etc., either in electronic mode or for printing on the payment instruments.

8. Members are requested to:
  - a) intimate to the Corporation's Registrar and Transfer Agents, KFin Technologies Limited, at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, Email- [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), changes, if any, in their registered addresses at an early date, in case of Shares held in physical form;
  - b) intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialised form;
  - c) quote their folio numbers/Client ID/DP ID in all correspondence; and
  - d) register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form and KFin/ Corporation, in case of Shares held in physical form, as directed by Securities and Exchange Board of India ('SEBI').
9. SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/ Automated Clearing House (ACH)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ IMPS/ NEFT etc.

In the absence of ECS facilities, the Corporation will print the bank account details, if available, on the payment instrument for distribution of dividend. The Corporation will not entertain any direct request from Members holding shares in electronic mode for deletion of/ change in such bank details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.
10. In the event the Corporation is unable to pay the dividend to any Member directly in their bank accounts through ECS or any other means, due to non-registration of the Electronic Bank Mandate, the Corporation shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member.
11. Members may note that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after 1 April 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to shareholders, subject to approval of

shareholders in the ensuing AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Corporation.

Please note that Section 206AB has been introduced by the Finance Act, 2021 effective 1 July, 2021, whereby in case a person has not filed his/her Return of Income for each of the two preceding financial years and the aggregate of tax deducted at source in his/her case is ₹ 50,000 or more in each of these two financial years, TDS will be higher of the following:

- a) Twice the rate specified in the relevant provision of the Income-tax Act, 1961; or
- b) Twice the rate or rates in force; or
- c) The rate of five per cent.

The non-resident who does not have the permanent establishment is excluded from the scope of a "specified person" i.e. levy of higher TDS under section 206AB of Income-tax Act, 1961.

12. As per the provisions of Section 72 of the Act, facility for making nomination is available to Individuals holding shares in the Company. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members may download the Nomination Form from the Company's website under the weblink at <https://bbtcl.com/investor-service-request-forms/>. Members holding shares in demat mode should file their nomination with their DPs for availing this facility.

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/ HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3 November 2021. Pursuant to the said SEBI Circular, SEBI has mandated furnishing of PAN, KYC details and nomination by holders of physical securities by 31 March, 2023, and linking PAN with Aadhar by 31 March 2022. Members are requested to submit their PAN, KYC and nomination details to the Corporation's registrars through the forms available at <https://bbtcl.com/investor-service-request-forms/>. The Corporation has sent communications in this regard to eligible shareholders. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. In case the securities continue to remain frozen as on 31 December 2025, the registrar/ the Corporation shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/ or Prevention of Money Laundering Act, 2002.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25 January 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website under the weblink at <https://bbtcl.com/investor-service-request-forms/>. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

13. Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Rules made thereunder, dividends that are unclaimed/unpaid for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government.



An amount of ₹ 14,58,251 being unclaimed/unpaid dividend of the Corporation for the financial year ended 31 March 2014 was transferred in September 2021 to IEPF.

Last date for claiming unclaimed and unpaid dividends declared by the Corporation for the FY 2014-15 and thereafter is as under:

Financial Year	Date of Declaration of Dividend	Due date for transfer to IEPF
2014-2015	05.08.2015	10.09.2022
2015-2016	05.08.2016	10.09.2023
2016-2017	03.08.2017	08.09.2024
2017-2018	08.08.2018	13.09.2025
2018-2019	12.08.2019	18.09.2026
2019-2020	24.07.2020	30.08.2027
2020-2021	13.09.2021	20.10.2028

Members who have so far not encashed the Dividend Warrants for the above years are requested to submit their claim at the earliest to KFin at either of the aforesaid addresses immediately quoting their folio number/ DP ID & Client ID.

14. In terms of the provisions of Section 124(6) of the Companies Act, 2013 ('Act') read with Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, ('the Rules') the Corporation is required to transfer all shares in respect of which dividend has not been paid or claimed for a period of seven consecutive years or more to the Demat Account of the IEPF Authority.

In accordance with the Rules, the Corporation had, during FY 2021-22, transferred to the IEPF Authority 98,880 equity shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more, in October 2021.

The Corporation has uploaded on its website: [www.bbtcl.com](http://www.bbtcl.com) under Investor Relations the details of shareholders whose shares are to be transferred/credited to the Demat Account of the IEPF Authority.

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://www.iepf.gov.in/IEPF/refund.html> or contact KFin for lodging claim for refund of shares and / or dividend from the IEPF Authority.

15. In compliance with MCA Circulars, the Notice of the AGM and the Annual Report for the Financial Year 2022 are being sent through electronic mode to those Members whose e-mail addresses are registered with the Corporation/ DPs.
16. The Notice of AGM along with Annual Report for FY 2021-22, is available on the website of the Corporation at [www.bbtcl.com](http://www.bbtcl.com), on the website of Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

#### **PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM:**

17. Members will be able to attend the AGM through VC / OAVM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Corporation's AGM.
18. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions

mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.

19. Members are requested to join the Meeting through Laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
20. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. Members may note that the VC / OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
21. The attendance of the Members (members logins) attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
22. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800 1020 990 and 1800 22 44 30 or contact Mr. Amit Vishal, Assistant Vice President NSDL at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)/+91 9920264780 or Ms. Pallavi Mhatre, Manager, at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)/ +91-75066 82281.

#### **PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**

23. As the AGM is being conducted through VC / OAVM, members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com) to enable smooth conduct of proceedings at the AGM. Questions / Queries received by the Corporation on or before Thursday, 18<sup>th</sup> August, 2022 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
24. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com) on or before Thursday, 18<sup>th</sup> August, 2022. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.
25. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

#### **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM**

26. In compliance with provisions of Section 108 of the Companies Act, 2013; Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force); Regulation 44 of SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members with a facility to exercise their right to vote by electronic means for the business to be transacted at the AGM.

27. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., Thursday, 18<sup>th</sup> August, 2022 shall only be entitled to attend and vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

28. The remote e-voting period commences on Monday, 22 August, 2022 (9:00 A.M. IST) and ends on Wednesday, 24 August, 2022 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, 18 August, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.

In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.

29. The procedure and instructions for remote e-voting are given below:

Step 1: Log-in to NSDL e-voting system at URL: <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

## PROCEDURE AND INSTRUCTION FOR ATTENDING AGM THROUGH VC/ OAVM, REMOTE E VOTING AND E-VOTING AT THE AGM

The procedure and instructions for remote e-voting are given below:





### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9 December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="text-align: center;">  <b>App Store</b>       <b>Google Play</b> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p>

Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



## 4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

## 5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

## 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

## 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9 December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

## GENERAL INFORMATION FOR SHAREHOLDERS

30. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com/> to reset the password.
31. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com/> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
32. In case of any grievances connected with facility for remote e-voting or e-voting at the AGM, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.  
  
Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/[pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) Tel: +91 22 2499 4545/ 1800 1020 990/ +91 75066 82281
33. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., 18 August, 2022, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
34. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode on NSDL portal.
35. The Corporation has appointed Mr. Tushar Shridharani (Membership No. FCS 2690) or failing him Ms. Nandini Parekh (Membership No. FCS 6240), Practising Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
36. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting and, within two working days of conclusion of the Meeting, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
37. The Corporation shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Corporation are listed. The results declared along with the Scrutinizer's Report shall be placed on the Corporation's website: [www.bbtcl.com](http://www.bbtcl.com) and on NSDL's website: <https://www.evoting.nsdl.com/>.

## **ANNEXURE I TO THE NOTICE**

### **STATEMENT OF MATERIAL FACTS IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No.5**

The Board of Directors on the recommendation of the Audit Committee has approved the appointment of M/s. GLS & Associates, Cost Accountants, Coimbatore, (ICWA Registration No.4482) as Cost Auditors at a remuneration of ₹ 2,50,000 (Rupees Two Lakh Fifty Thousand only) plus such taxes as applicable and reimbursement of actual out of pocket expenses incurred by them for the conduct of audit of the cost records of the Corporation for the financial year ending 31 March 2023. A Certificate issued by the above firm regarding their eligibility for appointment as Cost Auditors will be available for inspection at the Registered Office of the Corporation during 11.00 a.m. to 1.00 p.m. on all working days.

The approval of the Members is required to be obtained for payment of remuneration to the Cost Auditors for the financial year ending 31 March 2023. Hence, the Resolution at Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Corporation and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members

#### **Item No.6**

Dr. Y.S.P Thorat was appointed as a Non-Executive Independent Director w.e.f. 4 February 2019 for a term of 5 years ending on 3 February, 2024. He would attain the age of 75 years in the month of November, 2022.

Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities have to pass a special resolution to appoint a non-executive director or continue the directorship of a non-executive director who has attained the age of 75 years. Hence, the approval of the members of the Corporation is required by way of a Special Resolution for continuation of directorship of Dr. Y.S.P Thorat as Non-Executive Independent Director.

The attention of the shareholders is invited to Annexure II of the Notice wherein the required details pertaining to Dr. Thorat are set out.

Dr. Thorat is not related to any Director of the Corporation.

Accordingly, the Board recommends the continuation of directorship of Dr. Y S P Thorat as a Non-Executive Independent Director on the Board beyond November 2022, for approval of the Members of the Corporation by Special Resolution as set out in Item No. 6 of the Notice.

Except Dr. Thorat, none of the Directors, Key Managerial Personnel of the Corporation and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

#### **Item No. 7**

The Corporation had sought the approval of the members at the AGM held on 13 September, 2021 to raise funds by way of issue of Non-Convertible Debentures (NCDs). Pursuant to the approval, the Corporation has issued NCDs only upto an amount of ₹ 50 Crores. In terms of the provisions of Section 71 of the Companies Act 2013 and rules made thereunder the said approval is only valid for a period of 1 year from the date of approval i.e., upto 12 September, 2022. In view thereof, the Corporation is seeking a fresh In-Principle approval of the members for issue of NCDs upto ₹ 300 crores and utilize the same for re-payment of high cost debts and replacement of its near- term maturity debts thereby reducing the overall finance costs and improving the debt maturity profile of the Corporation.

The borrowing limits of the Corporation at present is ₹ 1000 Crores (Rupees Thousand Crores only) (excluding the temporary loans obtained in the ordinary course of business) over and above the aggregate of the Corporation's paid-up share capital and free reserves as per the Special Resolution passed at the Annual General Meeting held on 24 July, 2020.

In-principle approval of the Board of Directors to the said issue of NCDs has been received at the Board Meeting held on 30 May, 2022. The Corporation has previously issued NCDs which are due for redemption in the year 2023. The Corporation has never defaulted in payment of interest accruing on the aforesaid NCDs. Approval of the members is therefore sought to offer NCDs at par on private placement basis upto ₹ 300 crores (Rupees Three Hundred Crores only) within the overall borrowing limits of the Corporation as approved by the members from time to time and to authorize the Board to issue the said NCDs in terms of the Special Resolution at Item No. 7 of the Notice.

As required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts in connection with the aforesaid issue of NCDs are as follows:

a.	Particulars of the offer including date of passing Board Resolution	This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time
b.	Kinds of securities offered and the price at which security is being offered	This special resolution is restricted to the private placement issuance of non-convertible debentures by the Company which may be secured/unsecured/subordinated, rated/unrated, listed/unlisted, Principal Protected Market Linked, with the terms of each issuance being determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time, for each issuance;
c.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not Applicable
d.	Name and address of valuer who performed valuation	Not Applicable
e.	Amount which the Company intends to raise by way of such securities	As may be determined by the Board of Directors from time to time but subject to the limits approved under Section 42 of the Companies Act, 2013 of upto ₹ 300 Crores (Rupees Three Hundred Crores only); in one or more tranches.
f.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee duly authorized by the Board of Directors thereof), from time to time.



## The Bombay Burmah Trading Corporation, Limited

None of the Directors, Key Managerial Personnel of the Corporation and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No.7 of the Notice for approval by the Members.

### ANNEXURE II TO THE NOTICE

#### Brief resume of Director(s)

##### Dr.(Mrs.) Minnie Bodhanwala (Item No. 3)

Dr.(Mrs.) Minnie Bodhanwala, Non-Executive Director, is presently working as Chief Executive Officer at Nowrosjee Wadia Maternity Hospital and Bai Jerbai Wadia Hospital for Children, Parel, Mumbai. Under her stewardship, the Wadia Hospitals have won 21 prestigious awards in a span of one year. Dr. Bodhanwala was honoured with more than 40 awards, which include various prestigious awards like the "International Award in Healthcare" by the Thai Chamber of Commerce, Bangkok; "Global Award for Sustainable Healthcare Models with Revenue Turnover", Dubai; "Leading Business Women of the Year" by iiGlobal, Mumbai; Life Time Achievement Award in Healthcare by National Excellence Awards 2015. She is highly-motivated, pro-active, passionate individual holding a rich and enormous experience of 30 years with exceptional liaison, teamwork, leadership, & organizational abilities to thrive in a fast-paced, results-oriented business environment.

Other details as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are:

Age	59 years
Qualifications	BDS, MBA, MHA, TQM, FCR, PGQMAHO; FISQUA Green Belt – Six Sigma; Principal Assessor, NABH ISO Auditor 9001, 14001, DPE(USA).
Experience (including expertise in specific functional area) / Brief Resume	Experience of 30 years with exceptional liaison, teamwork, leadership, & organizational abilities to thrive in a fast-paced, results-oriented business environment.
Terms and Conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013 (the Act), Dr.(Mrs.) Minnie Bodhanwala who was appointed as a Director at the Annual General Meeting held on 12 August 2019 is liable to retire by rotation at this Meeting.
Remuneration last drawn (including sitting fees, if any)	Sitting fees paid for the Financial Year 2021-2022 was ₹ 7,15,000/-
Remuneration proposed to be paid	Entitled to such commission as approved by the Members of the Corporation for the Non-Executive Directors of the Corporation.
Date of first appointment on the Board	30 March 2017
Shareholding in the Corporation as on 31 March 2022	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/Key Managerial Personnel of the Corporation
Number of meetings of the Board attended during the financial year (2021-2022)	5 (Five) out of 5 meetings held during the Financial Year 2021-2022

Directorships of other Boards as on 31 March 2022 (excluding The Bombay Burmah Trading Corporation, Limited)	The Bombay Dyeing and Manufacturing Company Limited National Peroxide Limited Axel Polymers Limited
Membership/ Chairmanship of Committee of other Boards as on 31 March 2022	<ul style="list-style-type: none"> <li>• The Bombay Dyeing and Manufacturing Company Limited – Stakeholders' Relationship Committee – Member</li> <li>• The Bombay Dyeing and Manufacturing Company Limited – Corporate Social Responsibility Committee – Member</li> <li>• Axel Polymers Limited – Audit Committee – Member</li> <li>• Axel Polymers Limited – Nomination and Remuneration Committee – Member</li> </ul>

**Dr. Y S P Thorat (Item No.6)**

Dr. Y.S.P Thorat (DIN: 00135258), aged 74, is an Independent Director of the Corporation. Dr. Thorat holds a distinction in Law, a doctorate in Economics and D.Lit. Dr. Thorat who retired as Chairman, NABARD in November 2007, was till recently Executive Chairman of the Dry land Farming Commission and Chairman of the Agriculture Universities Recruitment Board, Government of Maharashtra. Earlier Dr. Thorat was associated with the Planning Commission, Government of India for the 10<sup>th</sup> and 11<sup>th</sup> Five Year Plans. He was Chief Executive of the Rajiv Gandhi Trust and Foundation, New Delhi and served on the Board of the National Institute of Bank Management, Pune. On the academic side he was Chairman of the Indian Society of Agriculture Economics and Member, Senate and Academic Council of the Shivaji University, Kolhapur. Dr. Thorat is a University ranker having received the prestigious Gopal Krishna Gokhale Award for being adjudged the best student of Political Science amongst all universities in Maharashtra. Additionally, he holds a distinction in Law, a doctorate in Economics and D.Lit. Dr. Thorat started his career in the Reserve Bank of India (RBI) in 1972 and was appointed as its Executive Director in 2003. His main contribution has been in the field of policy support for agriculture finance, urban cooperative banks, cooperative policy and credit. In 2004, he was appointed by GOI as Managing Director and then Chairman of National Bank for Agriculture and Rural Development (NABARD).

Other details as required under the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India are:

Age	74 years
Qualifications	Dr. Thorat holds a distinction in Law, a doctorate in Economics and D.Lit.
Experience (including expertise in specific functional area) / Brief Resume	Experience in administration, HR, rural finance, agricultural indebtedness cooperatives, microfinance and risk mitigation having chaired a number of national level committees including Group of Experts on Sugar Policy, Committee to Formulate a Comprehensive Human Resource Policy for RRBs [Gol], Expert Group on Investment Credit [RBI], Expert Group on Credit Deposit Ratio of Banks [Gol] etc.
Terms and Conditions of re-appointment	Refer Annexure I of Explanatory Statement for Item No.6
Remuneration last drawn (including sitting fees, if any)	Sitting fees paid for the Financial Year 2021-2022 was ₹ 9,60,000/-
Remuneration proposed to be paid	Entitled to such commission as approved by the Members of the Corporation for the Non-Executive Directors of the Corporation.

# The Bombay Burmah Trading Corporation, Limited

Date of first appointment on the Board	4 February 2019
Shareholding in the Corporation as on 31 March 2022	Nil
Relationship with other Directors/Key Managerial Personnel	Not related to any other Director/Key Managerial Personnel of the Corporation.
Number of meetings of the Board attended during the financial year (2021-2022)	5 (Five) out of 5 meetings held during the Financial year 2021-2022
Directorships of other Boards as on 31 March 2022 (excluding The Bombay Burmah Trading Corporation, Limited)	Britannia Industries Limited Go Airlines (India) Limited
Membership/ Chairmanship of Committee of other Boards as on 31 March 2022	<ul style="list-style-type: none"> <li>• Britannia Industries Limited – Audit Committee – Member</li> <li>• Britannia Industries Limited – Stakeholders Relationship Committee - Member</li> <li>• Britannia Industries Limited – Corporate Social Responsibility Committee - Member</li> <li>• Britannia Industries Limited – Strategy and Innovation Steering Committee - Member</li> <li>• Britannia Industries Limited – Risk Management Committee - Member</li> <li>• Go Airlines (India) Limited – Audit Committee – Member</li> <li>• Go Airlines (India) Limited – Corporate Social Responsibility Committee –Chairman</li> <li>• Go Airlines (India) Limited – Stakeholders Relationship Committee - Chairman</li> </ul>

By Order of the Board  
For **The Bombay Burmah Trading Corporation, Limited**

**Sanjay Kumar Chowdhary**  
Company Secretary & Compliance Officer

## Registered Office:

9, Wallace Street,  
Fort, Mumbai - 400 001  
CIN : L99999MH1863PLC000002  
Email : [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com)  
Website : [www.bbtcl.com](http://www.bbtcl.com)  
Tel No. : +91 22 22197101

Mumbai, 14 July, 2022

## **BOARD'S REPORT**

Your Directors hereby present their 157<sup>th</sup> Annual Report together with Audited Financial Statements for the year ended 31 March 2022:

### **I. FINANCIAL PERFORMANCE:**

#### **a) Standalone Financial Results**

(₹ in Lakh)

<b>Particulars</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Total Revenue	41,188	31,515
Profit/(Loss) Before Tax	2,816	379
Profit/(Loss) After Tax	989	280
Retained Earnings	3,096	3,556

#### **b) Overview of Performance**

During the FY 2021-22, the Corporation achieved a total revenue of ₹ 41,188 lakh compared to ₹ 31,515 lakh in FY 2020-21. This includes dividend of ₹ 2,978 lakh from overseas subsidiary as compared to ₹ 5,975 lakh in the previous year. Thus, the total revenue of ₹ 33,942 lakh at operating level for FY 2021-22 was higher compared to ₹ 20,768 lakh for the previous year.

No material changes and commitments have occurred after the closure of year under review till the date of this report, which would affect the financial position of the Corporation.

However, the continued impact of the outbreak of Covid-19 pandemic since March 2020, has to date moderate impact on the businesses of the Corporation. The Corporation had taken necessary measures to mitigate the impact and challenges arising by it. In view of the resurgence of Covid-19 and uncertainty arising out of the same, the Corporation continues to closely monitor the situation and the impact arising out of the same and take all possible mitigation measures.

#### **Division wise performance:**

##### **i. Tea:**

Overall tea production, including bought leaf was lower at 41.72 lakh kg as compared to 42.08 lakh kg for the previous year. Total tea sales were at 44.16 lakh kg as compared to 42.40 lakh kg for previous year. The average selling price of tea was at ₹ 143 per kg against ₹ 150 per kg for the previous year.

Production of tea at Tanzania estates was 5.4 lakh kg as against 5.1 lakh kg for the previous year. The sales were at 5.6 lakh kg as against 4.5 lakh kg for the previous year. However, the revenue increased to ₹ 4.1 crore as against ₹ 3.1 crore on account of increase in sales volume by 1.09 lacs kgs during the year.

##### **ii. Coffee:**

The Corporation's coffee production for the year was 562 MT as compared to 695 MT for the previous year. The Corporation's bought coffee fruit operations during the year produced NIL of clean coffee as against 185 MT in the previous year. The average price realized per tonne was ₹ 1.86 lakh as compared ₹ 1.89 lakh in the previous year.

**iii. Auto Electric Components Business (Electromags):**

Turnover for the year was higher at ₹ 13,350 lakh as compared to ₹ 10,346 lakh in the previous year.

**iv. Health Care:**

Dental products reported a significant increase in turnover at ₹ 1,862 lakh compared to ₹ 1,020 lakh in the previous year primarily due to opening up of the dental colleges and clinics.

**c) Subsidiaries and Associate Companies**

A report on the financial performance of each of the Subsidiaries and Associates included in the Consolidated Financial Statements is provided in Form AOC-1 and forms part of this Annual Report.

The Corporation has material listed Indian subsidiary, viz. Britannia Industries Limited.

During the year under review, Go Airlines (India) Limited became the Associate Company of the Corporation w.e.f. 12<sup>th</sup> May, 2021.

**d) Consolidated Financial Results**

The Corporation has prepared Consolidated Financial Statements in accordance with the applicable Accounting Standards as prescribed under the Companies (Accounts) Rules, 2014 of the Companies Act, 2013. The Consolidated Financial Statements reflect the results of the Corporation and those of its subsidiaries and associates. As required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI

(LODR) Regulations, 2015”] the Audited Consolidated Financial Statements together with the Independent Auditors’ Report thereon are annexed and form part of this Annual Report.

Consolidated sale of products and services of the Corporation for the year ended 31 March 2022 was ₹ 1,434,841 lakh compared to ₹ 1,339,617 lakh in FY 2020-21, registering a growth of 7%. The Consolidated Net Profit before tax for the year ended 31 March 2022 was ₹ 151,417.17 lakh as compared to ₹ 212,428 lakh in the previous year. The Consolidated Net Profit after tax for the year ended 31 March 2022 was ₹ 80,864 lakh compared to ₹ 127,774 lakh for the previous year.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements of the Corporation including the consolidated financial statements, and the audited accounts of all the subsidiaries, are available on the Corporation’s website [www.bbtcl.com](http://www.bbtcl.com).

**e) Share Capital**

The issued, subscribed and paid-up Share Capital of the Corporation stood at ₹ 1,395.44 lakh as at 31 March 2022 comprising of 6,97,71,900 Equity Shares of ₹ 2 each fully paid-up. There was no change in share capital during the year under review.

**f) Non-Convertible Debentures**

In addition to the Non-Convertible Debentures issued earlier, the Corporation during the year under review, issued below mentioned Secured Redeemable Non-Convertible Debentures (‘NCDs’) on a private placement basis.

Sr. No.	Name of the Instrument	Issue Size (in ₹)	Allotment date	Redemption date	Rate of Interest
1	500 Secured, Rated, Listed, Redeemable Principal Protected, Market Linked Non-Convertible Debentures of the face value of ₹ 10,00,000/- each	50 Crs	25-10-2021	24-01-2024	Coupon on XIRR basis is linked to the performance of Underlying/ Reference Index.

The above NCDs are listed on Wholesale Debt Market (‘WDM’) Segment of BSE Limited.



**g) Dividend**

Your Directors are pleased to recommend a dividend of ₹ 1.20 per share of the face value of ₹ 2 each (previous year ₹ 1.20 per share). The dividend, if approved by the shareholders at the ensuing Annual General Meeting, will be paid to those shareholders whose names appear in the Register of Members of the Corporation as on the Book Closure Date. The total dividend payout amounts to ₹ 837 lakhs.

**h) Secretarial Standards**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied with.

**i) Reserves**

Your Company does not propose to transfer any amount to the reserves for financial year 2021-22.

## **II. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information pertaining to conservation of energy, technology absorption, and foreign exchange earnings and outgo in accordance with the provisions of clause (m) of sub-section (3) of Section 134 of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is appended as **Annexure A** to this Report.

**III. DIRECTORS****a) Appointment/ Re-appointment**

The shareholders at the 156<sup>th</sup> Annual General Meeting of the Corporation held on 13 September 2021, resolved not to fill vacancy in place of the retiring director Mr. Jehangir N Wadia (DIN: 00088831), who had not offered himself for re-appointment in terms of Section 152 of the Companies Act, 2013. In view of the above, Mr. Jehangir N Wadia ceased to be the Director of the Corporation with effect from 13 September 2021.

During the year under review, there was no other change in the composition of the Board of Directors.

In accordance with the applicable provisions of the Companies Act, 2013 ('the Act') and the Articles of Association of the Corporation, Dr.(Mrs.) Minnie Bodhanwala, Non Executive Director, retires by rotation at the ensuing Annual General Meeting ('AGM') and being eligible, offers herself for re-appointment. Your Directors recommend the re-appointment of Dr.(Mrs.) Minnie Bodhanwala as a Director of the Corporation.

The Members of the Corporation had approved the re-appointment of Mr. Rajesh Batra as a Non- Executive, Independent Director of the Corporation at the 156<sup>th</sup> Annual General Meeting held on 13 September 2021 for a second term of 5 consecutive years with effect from 30 March 2022.

Dr. Y S P Thorat was appointed as an Independent Director of the Company with effect from 4<sup>th</sup> February, 2019 for a term of 5 years i.e upto 3<sup>rd</sup> February, 2024. Pursuant to the provisions of the Regulation 17(1A) of SEBI (LODR) Regulations, 2015, the listed Company shall not appoint or continue the directorship of a person who has attained the age of 75 years unless special resolution by the shareholders is passed to that effect. Dr. Thorat would attain the age of 75 years in November 2022, In this regard, the Board of Directors at their Meeting held on 30<sup>th</sup> May, 2022, on the recommendation of the Nomination and Remuneration Committee, recommended the continuation of directorship of Dr. Y.S.P Thorat, Non-Executive Independent Director, for approval of the Members of the Corporation by way of special resolution.

**b) Declaration by Independent Directors**

The Corporation has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed

both under the Act and the SEBI (LODR) Regulations, 2015.

**c) Board Evaluation**

Pursuant to the applicable provisions of the Act and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board undertook an annual performance evaluation of its performance and that of its Committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, CSR Committee, Risk Management Committee and of the individual Directors. The manner in which the evaluation was carried out has been explained in the Corporate Governance Report.

**d) Nomination and Remuneration Policy**

The Board, on the recommendation of the Nomination & Remuneration Committee, has formulated a Policy for the remuneration of Directors and Senior Management. Brief details of the Policy are provided in the Corporate Governance Report and also posted on the website of the Corporation at [www.bbtcl.com](http://www.bbtcl.com).

**e) Directors' Responsibility Statement**

Pursuant to Section 134(5) of the Companies Act, 2013 ('the Act'), the Directors, to the best of their knowledge and ability, confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Corporation at 31 March 2022 and of the profit of the Corporation for the year ended on that date;
- iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in

accordance with the provisions of the Act for safeguarding the assets of the Corporation and for preventing and detecting fraud and other irregularities;

- iv) they have prepared the annual accounts on a going concern basis;
- v) they have laid down internal financial controls to be followed by the Corporation and that such internal financial controls are adequate and were operating effectively; and
- vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Corporation, reports of the internal, statutory, cost, and secretarial auditors duly reviewed by the management and the Board including the Audit Committee, the Board is of the opinion that the Corporation's internal financial controls were adequate and operating effectively during the FY 2021-22.

**IV. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Board has constituted a Corporate Social Responsibility ('CSR') Committee comprising of three Directors of which one is an Independent Director. The CSR Policy of the Corporation and initiatives taken by the Corporation with respect to Corporate Social Responsibility during the year under review are in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The requisite details are appended to this Report as **Annexure B**.

**V. EMPLOYEES**

**a) Key Managerial Personnel**

Pursuant to Section 203 of the Act, the Key Managerial Personnel of the Corporation are Mr. Ness Wadia, Managing Director, Mr. N. H. Datanwala, Chief Financial Officer and Mr. Sanjay Kumar Chowdhary, Company Secretary.

**b) Particulars of Employees**

The information as per Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended to this Report as **Annexure C**.

Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report is being sent to the members and others entitled thereto, excluding the information on employees' particulars as required under Rule 5(2) of the aforesaid Rules. The said information is available for inspection by the members at the Registered Office of the Corporation during business hours on working days up to the date of the ensuing Annual General Meeting. If any member is interested in obtaining a copy thereof, such member may write to the Corporation and the same will be furnished on request.

**c) Disclosure on Sexual Harassment of Women at Workplace**

The Corporation has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. The Corporation has not received any complaint on sexual harassment in FY 2021-22.

**VI. MANAGEMENT DISCUSSION & ANALYSIS**

In terms of the provisions of Regulation 34 of the SEBI (LODR) Regulations, 2015, the Management Discussion & Analysis forms part of the Annual Report.

**VII. GOVERNANCE / SECRETARIAL****a) Corporate Governance Report**

In accordance with the provisions of the SEBI (LODR) Regulations,

2015, a separate report on Corporate Governance along with the Certificate on compliance of the conditions of Corporate Governance as issued by the Company Secretary in Practice is appended to this Report as **Annexure D**.

**b) Business Responsibility Report**

Pursuant to Regulation 34(2)(f) of SEBI (LODR) Regulations, 2015, the Business Responsibility Report of the Corporation for the FY 2021-22 forms part of this Annual Report.

**c) Annual Return**

Pursuant to section 134(3)(a) and section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, a copy of the annual return is placed on the website of the Corporation and can be accessed at [www.bbtcl.com](http://www.bbtcl.com).

**d) Board Meetings:**

During the year, five Board Meetings were duly convened and held. The details of Board and its Committees meetings are given in the Corporate Governance Report that forms part of this Annual Report.

**e) Whistle Blower Policy**

The details of the Whistle Blower Policy are given in the Corporate Governance Report.

**f) Related Party Transactions**

The Corporation has formulated a Policy on Related Party Transactions which is disclosed on its website [www.bbtcl.com](http://www.bbtcl.com).

All transactions entered into with related parties as defined under the Act, Indian Accounting Standards (Ind AS 24) and Regulations 2(1)(zc) and 23 of the SEBI (LODR) Regulations, 2015 during the year under review, were in the ordinary course of business and on an arms' length basis and did not attract the provisions of Section 188 of the Act. With regard to transactions with Related parties under

the provisions of Regulation 23 of the SEBI (LODR) Regulations, 2015, prior approval of the Audit Committee was obtained wherever required.

During the year under review, the Corporation had not entered into any contract/ arrangement/transactions with related parties which could be considered as material in nature. Accordingly, there are no material related party transactions to be reported in Form AOC-2.

Disclosures pertaining to transactions with related parties are given in Note no.48 of the Notes forming part of the Standalone Financial Statements for the FY 2021-22.

**g) Risk Management**

Your Corporation has a well-defined risk management framework and organizational structure in place for managing and reporting risks periodically. The details of the Risk Management Committee are covered in the Corporate Governance Report.

**h) Insurance**

The Corporation's plant and machinery, building, stocks and assets are adequately insured.

**i) Particulars of Loans, Guarantees and Investments**

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in Note No.46 forming part of the Standalone Financial Statements.

**j) Significant & Material Orders Passed by the Regulators**

**Singampatti Land matter**

Members are aware that the Corporation has been cultivating tea and carrying on all its plantation activities at Singampatti tea estate Tamil Nadu under a valid lease since 1929.

This lease land was classified as forest land by Tamil Nadu government in February 2018. Further, the said land has

been classified as Tiger reserve under the Wildlife Protection Act, despite the fact that the Corporation has a bustling township on the said land. The Tamil Nadu government, however, upheld the lease rights and allowed the Corporation to continue its plantation activities. The Corporation is contesting these matters before the Madras High Court.

During the financial year 2018-2019, the Commissioner of Land Administration in Tamil Nadu passed an order cancelling the lease for violation of conditions with regard to the clearing of certain areas. The Corporation has challenged the said order before the Madras High Court by way of Writ. The said writ has been admitted and interim relief restraining the Government from interfering with lawful operations and ingress and egress by the Corporation.

Also, in February 2018, the Government authorities in Tamil Nadu demanded increased lease rental in respect of the lease land retrospectively from 1958 to 2018 amounting to ₹ 22,396 lakh. In January 2019, a further demand of ₹ 796 lakh as increased rental for the year 2019 was also raised. The Corporation has challenged both these demands by way of Writ Petition before Madras High Court. The said Writs have been admitted and stay has been granted.

There are no other significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Corporation's operations in future.

**Compounding application filed with Reserve Bank of India**

The Corporation filed an Application to the Reserve Bank of India ("RBI") for compounding of certain contraventions of the provisions of the Foreign Exchange Management Act, 1999 and the regulations issued thereunder.

a) RBI considered the application and vide its order number CA No 53981 2021 dated February 18, 2022 compounded all contraventions

subject to payment of ₹ 2,63,60,724 as compounding fees by the Corporation.

- b) As directed; the Corporation has paid compounding fees on 4 March 2022.

## VIII. AUDITORS

### a) Statutory Auditors

At 155<sup>th</sup> Annual General Meeting ("AGM") held on 24<sup>th</sup> July, 2020, Members had appointed M/s Walker Chandio & Co. LLP, Chartered Accountants (Firm Registration No. 001076N/ N500013) as Statutory Auditors of the Corporation, for a period of five (5) consecutive years from the conclusion of the 155<sup>th</sup> AGM till the conclusion of 160<sup>th</sup> AGM of the Corporation to be held in the year 2025.

### b) Cost Audit

In terms of Section 148 of the Act, the Company is required to maintain cost records and have the audit of its cost records conducted by a Cost Accountant. Cost records are prepared and maintained by the Company as required under Section 148(1) of the Act. The Board of Directors, on the recommendation of the Audit Committee, appointed M/s GLS & Associates (GLS) as Cost Auditors of the Plantations and Electromags Division of the Corporation for FY 2022-23 at a remuneration of ₹ 2,50,000/- plus taxes as applicable and reimbursement of actual out of pocket expenses. The remuneration payable to them is required to be ratified by the shareholders at the ensuing Annual General Meeting.

The Cost Audit Report for the FY 20-21 was filed with the Ministry of Corporate Affairs on 30<sup>th</sup> November, 2021.

### c) Secretarial Audit

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Corporation appointed Mr. Tushar Shridharani, Practicing Company Secretary as Secretarial Auditor for FY

2021-22. The Secretarial Audit Report does not contain any qualification, reservation, or adverse remark. The Report of the Secretarial Auditor is appended as **Annexure E**.

### d) Reporting of Frauds by Auditors

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Corporation by its Officers or Employees to the Audit Committee under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

### e) Auditors' Qualifications

Statutory Auditors' Report, Cost Auditors' Report and Secretarial Auditors' Report do not contain any qualification, reservation or adverse remarks.

## IX. DEPOSITS

Your Corporation has not accepted during the year any deposits from the public or its employees within the meaning of section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

## X. INTERNAL FINANCIAL CONTROLS

Your Corporation maintains adequate and effective internal control systems which are commensurate with the nature, size, and complexity of its business and ensures orderly and efficient conduct of the Corporation's business. The internal control systems in all Divisions of the Corporation including the Corporate office are routinely tested and verified by independent Internal Auditors and significant audit observations and follow-up actions are reported to the Audit Committee. The Audit Committee reviews the adequacy and effectiveness of the Corporation's internal control requirement and monitors the implementation of audit recommendations.

Your Corporation has in place adequate Internal Financial Controls with reference to Financial Reporting which ensure adherence to the Corporation's policies, safeguarding

of its assets, maintaining proper accounting records, and providing reliable financial information. During the year, such controls were tested and no reportable material weaknesses in design or operation were observed.

#### **XI. OTHERS**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions pertaining to these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of Shares (including Sweat Equity Shares) to employees of the Company under any Scheme.
4. Voting rights which are not directly exercised by the employees in respect of

shares for the subscription/ purchase of which loan was given by the Corporation (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).

5. The Corporation does not have any scheme of provision for the purchase of its own shares by employees or by trustees for the benefit of employees.

#### **XII. ACKNOWLEDGEMENTS**

Your Directors thank all Customers, Shareholders, Suppliers, Bankers, Employees and other business associates for their continued support.

On behalf of the Board

**Nusli N Wadia**  
Chairman  
(DIN: 00015731)

Mumbai, 14 July, 2022

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO**

### **(A) CONSERVATION OF ENERGY-**

#### **1) the steps taken or impact on conservation of energy;**

At Plantations Division

- a) Ongoing replacement of the old motors with energy efficient motors in all tea factories to reduce unit consumption
- b) Non utilisation of factories during peak hours of low cropping periods to reduce overall tariff for industrial units. Improved leaf allocation to different factories to improve capacity utilisation
- c) Continued emphasis on maintenance of Power Factor above 0.95 to reduce units consumed and improve electrical efficiency.
- d) Reduction of Maximum demand at Manjolai factory due to lesser production.
- e) Use of electricity generated through Wind energy: Windmills near Singampatti Group in Tamil Nadu are used to generate electricity thereby offsetting 76% of electricity cost at our tea manufacturing units as compared to 70% in the previous year.

At Auto Electric Components Business (Electromags)

- a) Replacement of existing light fittings with LED light fittings.
- b) Retrofitting variable frequency drive in air compressor system.
- c) Replacement of existing Split Air conditioning system with Ducted/Cassette Air conditioning system.

#### **2) the steps taken by the company for utilising alternate sources of energy:**

The Bio Methanisation Plant which generates Biogas from Coffee waste is currently operating at minimum sustenance levels while we are exploring more efficient ways to generate a better yield of gas. This plant along with the Water treatment Plants apart from generating energy from waste also addresses the effluent generated during the processing of coffee.

#### **3) the capital investment on energy conservation equipment's:**

₹ 9 lakhs at Electromags.

### **(B) TECHNOLOGY ABSORPTION:**

- i) the efforts made towards technology absorption;

At Plantations Division

- a) Inhouse breeding of Predators of the Tea Mosquito Bug, an aggressive pest in tea.
- b) Use of in house bio sprays to boost health and immunity of plants as also to reduce pesticide residue limits in tea.
- c) Online batch weighing machines for accurate and online recording of made tea production



At Electromags

- a) Digitalisation of Purchase order, delivery challan to reduce consumption of self-carbon paper and usage of dot-matrix printer
- b) QR code based material flow monitoring

**ii) the benefits derived like product improvement, cost reduction, product development or import substitution:**

At Plantations Division

Cost and Operational Improvement

- a) Due to release of Predators, there has been a 50% reduction in control costs for the tea mosquito bugs.
- b) EM technology is a start to improving soil fertility by way of restoring the original soil flora and fauna and ensuring water conservation.

At Electromags

Product improvement:

- a) Developed parts for Intelligent Battery Sensor and Electronic Power Steering motor.
- b) Developed solenoid valves to meet BSVI norms

iii) No import of technology in the last 3 years.

iv) The expenditure incurred on Research and Development: Nil

**(C) Foreign exchange earnings and Outgo:**

- (i) Foreign Exchange earned in terms of actual inflows during the year – ₹ 4,883 lakhs
- (ii) Foreign Exchange outgo during the year in terms of actual outflows- ₹ 2,375 lakhs

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ("CSR") ACTIVITIES FOR THE FINANCIAL YEAR 2021-2022

### 1. Brief Outline on CSR Policy of the Company:

The CSR Policy of the Corporation has been formulated and adopted in terms of Section 135 of the Companies Act, 2013 ("the Act") and the Rules made thereunder. The Corporation will undertake CSR activities specified in Schedule VII to the Act.

### 2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Dr.(Mrs.) Minnie Bodhanwala	Chairperson/Non-Executive Director	1	1
2	Mr. Rajesh Batra	Member / Independent Director	1	1
3	Mr. Ness N. Wadia	Member / Managing Director	1	1

### 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:

<https://bbtcl.com/corporate-social-responsibility/>

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

### 5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any :

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
		NIL	

### 6. Average Net Profit of the Company as per section 135(5): Nil in view of losses

### 7. (a) Two percent of average net profit of the company as per section 135(5): ₹ Nil

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

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

(d) Total CSR Obligation for the financial year (7a+7b-7c): ₹ Nil

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

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the fund	Amount	Date of transfer
10.96 lakhs	NIL	NA	NA	NIL	NA

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project.		Project Duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation – Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration Number
Not Applicable												

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

(₹ in Lakhs)

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No)	Location of the Project		Amount spent for the Project (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration Number
1.	Public Roads through Estate	As per Item no (x) of Schedule VII of the Companies Act, 2013 covered under Rural Development projects	Yes	Tamil Nadu	Coimbatore	6.14	Yes	NA	NA
2.	Maintenance of buildings for community benefits including water supply thereto	As per Item no (x) of Schedule VII of the Companies Act, 2013 covered under Rural Development projects	Yes	Tamil Nadu	Coimbatore, Tirunelveli and Nilgiris	4.82	Yes	NA	NA
	<b>Total</b>					<b>10.96</b>			

(d) Amount spent in Administrative Overheads: ₹ Nil

(e) Amount spent on Impact Assessment, if applicable : Not Applicable

(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : ₹ 10.96 lakhs\*

(g) Excess amount for set off, if any: Nil

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	NIL in view of substantial loss
(ii)	Total amount spent for the Financial Year	₹ 10.96 lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

\* Due to the losses, the Corporation is not mandated to spend on CSR activities. However, the amount spent by the Corporation on above activities is on voluntary basis.

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

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹)	Date of transfer	
NIL							

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in ₹)	Amount spent on the project in the reporting Financial Year (in ₹)	Cumulative amount spent at the end of reporting Financial Year (in ₹)	Status of the project - Completed / Ongoing
NIL								

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

- (a) Date of creation or acquisition of the capital asset(s): Not Applicable
- (b) Amount of CSR spent for creation or acquisition of capital asset: Nil
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Nil
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Nil

## 11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) : Not Applicable

For **The Bombay Burmah Trading Corporation, Limited**

**Ness N. Wadia**  
Managing Director

For and on behalf of the **CSR Committee of The Bombay Burmah Trading Corporation, Limited**

**Dr. Minnie Bodhanwala**  
Chairperson,  
CSR Committee

Mumbai, 14 July, 2022

**ANNEXURE C**

**Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- i. Ratio of the remuneration of each Director to the median remuneration of the employees of the Corporation for the financial year 2021-22, the percentage increase in remuneration of each Director and Key Managerial Personnel during the financial year 2021-22.

Sl. No.	Name of Director/KMP	Designation	Remuneration of Director/ KMP (₹ in. lakhs)	Ratio of remuneration of each Director to median remuneration of employees	Percentage increase in Remuneration
1.	Mr. Ness N. Wadia	Managing Director	413.18	242.34	7.49
2.	Mr. Nusli N. Wadia	Promoter Non- Executive Director	4.20	2.46	Nil
3.	Mr. Jehangir N. Wadia (upto 13.09.2021)	Promoter Non- Executive Director	Nil	Nil	Nil
4.	Dr. (Mrs.) Minnie Bodhanwala	Non- Executive Woman Director	7.15	4.19	(19.66)
5.	Mr. Rajesh Batra	Independent Director	5.95	3.49	(26.54)
6.	Dr. YSP Thorat	Independent Director	9.60	5.63	(18.64)
7.	Mr. Vinesh Kumar Jairath	Independent Director	6.60	3.87	(26.67)
8.	Ms. Gauri Kirloskar	Independent Director	6.20	3.64	(34.04)
9.	Mr. N. H. Datanwala	Chief Financial Officer	94.38	NA	NA
10.	Mr. Sanjay Kumar Chowdhary	Company Secretary & Compliance Officer	54.03	NA	NA

**Notes:**

- The Non-Executive Directors of the Corporation were paid only sitting fees during the year under review.
  - Employees for the purpose above include all employees at all divisions of the Corporation.
- The percentage increase in the median remuneration of employees for the financial year 2021-2022 was 21.96%.
  - There were 3,087 permanent employees on the pay roll of the Corporation as on 31 March, 2022.
  - Average percentage increase made in the salaries of employees other than the Managerial Personnel in the Financial Year 2021-22 on comparable basis was 6 -8% over previous year.
  - The remuneration paid during the year 2021-2022 is as per the Remuneration Policy of the Corporation.

## **CORPORATE GOVERNANCE REPORT**

### **1. Corporation's Philosophy on Corporate Governance:**

The Corporation believes that good Corporate Governance is a pre-requisite for achieving sustainable corporate growth and enhancing value for all stakeholders in the business. Good Corporate Governance emerges from transparency in business dealings and having in place robust systems and processes defining accountability, integrity, fairness and ethics in business practices, thereby fulfilling the responsibilities of corporate citizenship.

A Report on compliance with the Corporate Governance provisions as prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Listing Regulations" or "SEBI (LODR) Regulations, 2015") is given herein below:

### **2. Board of Directors:**

The Board sets the tone for inclusion and diversity across the Board in order to develop businesses and incubate new ideas for continuous business growth and value creation for the Stakeholders. In the opinion of the Board, a diverse and inclusive culture is essential to the long-term success of the Corporation and therefore it is crucial to have a mix of diverse experience, skill and competence in the Board.

#### **Composition of Board/ Board Diversity:**

Mr. Nusli N. Wadia, Chairman of the Board of Directors, is a Non-Executive Promoter Director. As on 31 March 2022, the Board comprised of seven Directors of which four are Independent Directors including one Woman Independent Director, one Non-Executive Woman Director, one Non-Executive Director and one Managing Director.

Details of number of Directors, their attendance at Board Meetings and Annual General Meetings and other Directorship/ Committee Membership are as follows.

Name of the Director	DIN	No. of Board Meetings attended (out of 5)	Whether attended last AGM held on 13.09.2021	No. of Directorships in other public companies+		No. of Committee positions held in other public companies#	
				Chairman	Member	Chairman	Member
Promoter and Non-Executive Director							
Mr. Nusli N. Wadia, Chairman	00015731	5	Yes	3	-	-	-
Mr. Jehangir N. Wadia (upto 13.09.2021)	00088831	-	N.A.	-	-	-	-
Non-Executive Director							
Dr.(Mrs.) Minnie Bodhanwala	00422067	5	Yes	-	3	-	3
Independent Directors							
Mr. Rajesh Batra	00020764	4	Yes	2	4	1	3
Dr. Y. S. P. Thorat	00135258	5	Yes	-	2	1	4
Mr. Vinesh Kumar Jairath	00391684	4	Yes	-	6	-	7
Mrs. Gauri Kirloskar	03366274	3	Yes	-	4	-	3
Promoter, Managing Director							
Mr. Ness N. Wadia	00036049	5	Yes	1	3	-	4

## The Bombay Burmah Trading Corporation, Limited

Other than Mr. Nusli N. Wadia, Mr. Ness N. Wadia and Mr. Jehangir Wadia, who are related to each other, none of the other Directors of your Corporation are inter-se related to each other.

+ Excludes directorship in the Corporation, alternate directorship and directorship in foreign companies and private companies which are neither subsidiaries nor holding companies of public companies.

# Committees considered are Audit Committee and Stakeholders' Relationship Committee, excluding that of your Corporation. Committee Membership count includes the count in which the Director is a Chairperson.

During the year under review, five Board Meetings were held on the following dates:

Sl. No.	Date of Meeting	Board Strength	No. of Directors Present
1	06 May 2021	8	7
2	14 August 2021	8	6
3	12 November 2021	7	6
4	14 February 2022	7	5
5	28 March 2022	7	7

List of other listed companies where Directors of the Corporation are Directors and the category of Directorship

Name of Director	Directorship in other listed entity (Category of Directorship)
Mr. Nusli N. Wadia	The Bombay Dyeing and Manufacturing Company Limited (Non-Executive - Promoter Director-Chairman) Britannia Industries Limited (Non-Executive - Promoter Director-Chairman)
Dr.(Mrs.) Minnie Bodhanwala	National Peroxide Limited (Non-Executive - Non-Independent Director) The Bombay Dyeing and Manufacturing Company Limited (Non-Executive - Non-Independent Director) Axel Polymers Limited (Non-Executive Director)
Mr. Rajesh Batra	Cravatex Limited (Managing Director) The Bombay Dyeing and Manufacturing Company Limited (Non-Executive -Independent Director) National Peroxide Limited (Non-Executive - Independent Director)
Dr. Y.S.P. Thorat	Britannia Industries Limited (Non-Executive - Independent Director)
Mr. Vinesh Kumar Jairath	The Bombay Dyeing and Manufacturing Company Limited (Non-Executive – Independent Director) Wockhardt Limited (Non-Executive – Independent Director) Kirkoskar Industries Limited (Non-Executive - Non-Independent Director) Kirkoskar Oil Engines Limited (Non-Executive - Non-Independent Director)
Mrs. Gauri Kirkoskar	The Bombay Dyeing and Manufacturing Company Limited (Non-Executive - Independent Director) Kirkoskar Oil Engines Limited (Managing Director)
Mr. Ness N. Wadia	The Bombay Dyeing and Manufacturing Company Limited (Non-Executive - Promoter Director) Britannia Industries Limited (Non-Executive - Promoter Director) National Peroxide Limited (Non-Executive - Promoter Director- Chairman)



None of the Directors are a Director in more than 10 Public Limited Companies or act as an Independent Director in more than 7 Listed Companies. The Managing Director does not serve as Independent Director on any listed company. Further, none of the Directors act as a member of more than 10 committees or acts as a chairman of more than 5 committees across all Public Limited Companies in which he/she is a Director.

**Matrix highlighting core skills/expertise/competencies of the Board of Directors:**

The Board of Directors have identified the following skills required for the Corporation and the availability of such skills with the Board:

Sr. No.	Skills/ Expertise/ Competencies identified by the Board	Mr. Nusli N. Wadia	Dr. YSP Thorat	Mr. Vinesh Kumar Jairath	Mr. Rajesh Batra	Mrs. Gauri Kirtoskar	Dr.(Mrs.) Minnie Bodhanwala	Mr. Ness Wadia
1	Leadership experience of running large enterprise. Experience of leading operations of large organizations with deep understanding of complex business processes, regulatory and governance environment, risk management and ability to visualize and manage change.	✓	✓	✓	✓	✓	✓	✓
2	Business Strategies and innovations. Expertise in developing and implementing strategies for sustainable and profitable growth of the Corporation in various segments.	✓			✓	✓		✓
3	Understanding of Consumer behavior in diverse environments and conditions pertaining to core business areas of Corporation.	✓			✓	✓		✓
4	Understanding of the changing legal and regulatory landscape of the Country from time to time.	✓	✓	✓	✓	✓		✓
5	Financial Management and Accounting. Expertise in understanding and management of complex financial functions and processes of large organisations, deep knowledge of accounting, finance and treasury for financial health of the Corporation.	✓	✓	✓	✓	✓	✓	✓
6	Knowledge and expertise of Trade and Economic Policies, Possessing knowledge and expertise of various trade and economic policies, ability to analyse their impact on the business of the Corporation and devise revised strategies.	✓	✓	✓				✓

Sr. No.	Skills/ Expertise/ Competencies identified by the Board	Mr. Nusli N. Wadia	Dr. YSP Thorat	Mr. Vinesh Kumar Jairath	Mr. Rajesh Batra	Mrs. Gauri Kirloskar	Dr.(Mrs.) Minnie Bodhanwala	Mr. Ness Wadia
7	Governance and Regulatory requirements of large Companies. Knowledge and experience in regulatory and governance requirements and ability to identify key risks affecting the governance of the Corporation.	✓	✓	✓	✓	✓	✓	✓

### 3. Committees of the Board:

The Corporation has five mandatory Board constituted Committees viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee.

#### (a) Audit Committee:

The composition, powers, role and terms of reference of the Audit Committee are in accordance with the regulatory requirements mandated under section 177 of the Companies Act, 2013 and the Rules made thereunder read with Regulation 18 and Part C of Schedule II of the SEBI (LODR) Regulations, 2015. Apart from the above, the Committee also carries out such function / responsibilities entrusted on it by the Board of Directors from time to time.

During the year under review, six (6) meetings of the Audit Committee were held, the dates being 5 May 2021, 5 June, 2021, 12 August 2021, 8 September 2021, 12 November 2021 and 11 February 2022. The gap between two Meetings did not exceed one hundred and twenty days. The Composition of the Audit Committee as on 31 March, 2022 and attendance of the Committee members is as under:

Names of the Directors	No. of meetings		Category of Directorship
	Held	Attended	
Dr. Y. S. P. Thorat	6	6	Independent Director (Chairman)
Dr.(Mrs.) Minnie Bodhanwala	6	6	Non-Executive Director
Mr. Vinesh Kumar Jairath	6	6	Independent Director
Mrs. Gauri Kirloskar	6	5	Independent Director

Dr.Y.S.P. Thorat, Chairman of the Committee was present at the last Annual General meeting for answering the shareholders queries.

All the Members of the Committee possess strong accounting and financial management knowledge.

The Managing Director and Chief Financial Officer are the permanent invitees for all the Committee Meetings. The representatives of Statutory Auditors & Internal Auditors are invited to the meeting wherein the matters related to their roles & responsibilities are reviewed. The Company Secretary acts as the Secretary to the Committee.

The role of the Audit Committee flows directly from the Board of Directors' overview function on corporate governance, which holds the management accountable to the Board and the Board accountable to the stakeholders. The terms of reference of the Audit Committee inter alia includes review of the Corporation's financial statements, internal financial reporting

process, internal financial controls, the audit process, adequacy, reliability and effectiveness of the internal control systems and risk management process, vigil mechanism, related party transactions, monitoring process for compliance with laws and regulations and the Code of Conduct to regulate, monitor and report trading by Insiders; appointment, performance and evaluation of Statutory Auditors and Internal Auditors.

For effective compliance of Regulation 18 of the Listing Regulations, the Audit Committee has framed its Charter. The Charter is reviewed by the Committee from time-to-time and necessary amendments, if any, as may be required are made.

#### **Internal Audit Control:**

M/s. PKF Sridhar and Santhanam LLP ('PKF') and M/s. Moore Singhi Advisors LLP ('MSA'), are the Internal Auditors of the Corporation. M/s. PKF has carried out the internal audit for Plantation Division and M/s. MSA has carried out internal audit of Dental Products Division, Electromags Division and Mumbai Office for F.Y. 2021-22. The reports and findings of the internal auditor and the internal control system are periodically reviewed by the Audit Committee.

The appointment and remuneration of the internal auditors and the internal audit plan are approved by the Audit Committee.

#### **Vigil Mechanism/ Whistle Blower Policy:**

The Corporation has implemented a Whistle Blower Policy and established the necessary vigil mechanism for Employees and Directors of the Corporation to report to the Chairman of the Audit Committee. No personnel has been denied access to the Audit Committee. The said policy has been uploaded on the website of the Corporation and can be accessed at the website of the Corporation at <https://bbtcl.com/corporate-governance/>.

#### **(b) Nomination and Remuneration Committee:**

The composition, powers, role and terms of reference of the Nomination and Remuneration Committee ('NRC') are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015. Apart from the above, the Committee also carries out such function / responsibilities entrusted on it by the Board of Directors from time to time.

During the year under review, 2 (Two) Meetings of the Committee were held on 14 August 2021 and 28 March 2022.

The Composition of the Nomination & Remuneration Committee as on 31<sup>st</sup> March, 2022 and attendance of the Committee members is as under:

Names of the Directors	No. of meetings		Category of Directorship
	Held	Attended	
Mr. Rajesh Batra	2	2	Independent Director (Chairman)
Mr. Nusli N. Wadia	2	2	Non-Executive Director
Dr. Y. S. P. Thorat	2	2	Independent Director

The Company Secretary acts as the Secretary to the Committee.

The broad terms of reference of the Committee *inter-alia* include:

- Recommendation of nominations for membership of the Board, its Committees and the leadership team of the Corporation including Key Managerial Personnel ("KMP") (as defined under the Companies Act, 2013) and Senior Management Team (as defined by the Committee);

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director.
- Formulation of criteria for evaluation of Independent Directors and the Board of Directors.
- Recommend the remuneration policy for the directors, KMP, Senior Management team and other employees.
- Evaluation of performance of the Board, its Committees and Individual directors.
- Devise a policy on Board diversity.
- Formulate and recommend to the Board plans for orderly succession for appointments to the Board, KMPs and other Senior Management Team.

### **Evaluation of performance of the Board, its Committees and Directors**

Pursuant to the provisions of the Companies Act, 2013 ("Act") and the Corporate Governance requirements as prescribed under SEBI (LODR) Regulations, 2015 (as may be applicable), the Board of Directors ("Board") has carried out an annual evaluation of its own performance, and that of its Committees and individual directors.

The performance of the Board and individual directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, CSR Committee, Risk Management Committee, etc. was evaluated by the Board seeking inputs from the Committee members. The Nomination and Remuneration Committee reviewed the performance of the individual Directors. A separate meeting of Independent Directors was also held to review the performance of non-independent Directors, performance of the Board as a whole and performance of the Chairman of the Corporation, taking into account the views of executive Directors and non-executive Directors. This was followed by a Board meeting that discussed the performance of the Board, its Committees and individual Directors.

The criteria for performance evaluation of the Board included aspects like Board composition and structure, effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like composition of committees, effectiveness of committee meetings etc. The criteria for performance evaluation of the individual directors included aspects on contribution to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, the Chairman was also evaluated on the key aspects of his role.

The performance evaluation of Independent Directors was based on the criteria viz. attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Corporation's business, understanding of industry and global trends, etc.

### **Remuneration Policy:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Remuneration Policy was formulated and adopted by the Nomination and Remuneration Committee/ Board.

The broad objectives of the Policy are:

- to evaluate the performance of the Members of the Board and provide necessary report to the Board for further evaluation of the Board;
- to recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management Team;

- to provide to Key Managerial Personnel and Senior Management Team reward linked directly to their effort, performance, dedication and achievement relating to the Corporation's operations; and
- to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

**(i) Remuneration to the Managing Director:**

The remuneration structure of Managing Director comprises of basic salary, special allowance, perquisites and retiral benefits and performance bonus as may be decided by the Nomination and Remuneration Committee, subject to the overall limits of remuneration governed by the shareholders' approval.

Details of remuneration paid to Managing Director during the year 2021-2022 are given below:

(₹ in lakhs)

Name	Salary (including allowances and bonus)	Contribution to Provident & other Funds excluding Gratuity	Perquisites in cash or kind	Total
Mr. Ness N. Wadia	335.03	71.15	7.00	413.18

Notes:

1. The Corporation has not granted any stock options to its whole-time director during the year. Mr. Ness N. Wadia holds 21,600 shares of the Corporation.
2. The Agreement with the Managing Director is for the period of five years. Either party to the agreement is entitled to terminate the Agreement by giving not less than 6 calendar months' prior notice in writing to the other party; provided that the Corporation shall be entitled to terminate the incumbents' employment at any time by payment to him of six months' basic salary in lieu of such notice.

**(ii) Remuneration to Non-Executive Directors:**

The Non-Executive Directors do not draw any remuneration from the Corporation other than sitting fees and are entitled to receive such commission not exceeding 1% of the net profits of the Corporation as approved by the shareholders and computed in the manner laid down in section 198 of the Companies Act, 2013, and as may be determined by the Board from time to time. In view of inadequacy of profits, no commission has been paid to the Non-Executive Directors.

Details of payments made to Non-Executive Directors during the year 2021-2022 and the number of shares of the Corporation held by them as on 31 March 2022 are given below:

Name of Director	Sitting fees for Board and Committee Meetings (in ₹)	Total No. of Shares held in the Corporation as on 31 March 2022
Mr. Nusli N. Wadia	4,20,000	69,80,356
Mr. Jehangir Wadia (upto 13.09.2021)	Nil	3,500
Dr. Y. S. P. Thorat	9,60,000	NIL

<b>Name of Director</b>	<b>Sitting fees for Board and Committee Meetings (in ₹)</b>	<b>Total No. of Shares held in the Corporation as on 31 March 2022</b>
Mr. Vinesh Kumar Jairath	6,60,000	NIL
Mr. Rajesh Batra	5,95,000	6,250
Mrs. Gauri Kirloskar	6,20,000	NIL
Dr.(Mrs.) Minnie Bodhanwala	7,15,000	NIL

**(c) Stakeholders' Relationship Committee:**

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015.

During the year under review, 1 (One) Meeting of the Committee was held on 28 March, 2022.

The Composition of the Stakeholders' Relationship Committee as on 31 March 2022 and attendance of the Committee members is as under:

<b>Names of the Directors</b>	<b>No. of meetings</b>		<b>Category of Directorship</b>
	<b>Held</b>	<b>Attended</b>	
Dr.(Mrs.) Minnie Bodhanwala	1	1	Non-Executive Director(Chairperson)
Mr. Rajesh Batra	1	1	Independent Director
Mr. Ness N. Wadia	1	1	Promoter - Managing Director

Dr. (Mrs.) Minnie Bodhanwala, Chairperson of the Committee was present at the last Annual General meeting for answering the shareholders queries.

Mr. Sanjay Kumar Chowdhary, Company Secretary is designated as the "Compliance Officer" who oversees the redressal of the investors' grievances.

The broad terms of reference of the said Committee are as follows:

- To resolve the grievances of the security holders of the Corporation including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends/ interest/ refund order/ redemption of debt securities, issue of new/ duplicate certificates, general meetings etc.
- To approve and monitor transfers, transmission, splitting, consolidation, dematerialisation, rematerialisation of securities issued by the Corporation;

The Board has given authority to any two Directors jointly or any one Director along with the Company Secretary or Chief Financial Officer to approve requests for transfer/ transmission of securities & deletion of names of security holders and report such approvals at the subsequent Board Meetings.

As per SEBI Circular, the transfer/ transmission/ transposition of shares/ issue of duplicate share certificates, in physical form is not allowed. All the valid requests have been processed on time and there are no pending requests beyond statutory timeline.

During the year, 22 complaints were received from 12 Shareholders pertaining to pending share transfers, non-receipt of duplicate share Certificate, etc. All the Complaints were duly redressed/replied to. As of date, there are no complaints/pending share transfers pertaining to the year under review.

The Corporation has designated an e-mail ID exclusively for registering complaints by investors and investors can reach the Corporation at [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com).

**(d) Corporate Social Responsibility (CSR) Committee:**

The CSR Committee's constitution and terms of reference are in compliance with provisions of the Section 135 of the Companies Act, 2013 and the Rules made thereunder.

During the year under review, 1 (One) Meeting of the Committee was held on 28 March 2022.

The Composition of the CSR Committee as on 31 March 2022 and attendance of the Committee members is as under:

Names of the Directors	No. of meetings		Category of Directorship
	Held	Attended	
Dr.(Mrs.) Minnie Bodhanwala	1	1	Non-Executive Director (Chairperson)
Mr. Rajesh Batra	1	1	Independent Director
Mr. Ness N. Wadia	1	1	Promoter - Managing Director

The broad terms of reference of the CSR Committee include:

- (i) To formulate and recommend to the Board, an annual action plan in pursuance of its Corporate Social Responsibility (CSR) Policy which shall indicate the CSR projects or programmes to be undertaken by the Corporation as specified in Schedule VII;
- (ii) recommend the manner of execution of such projects or programmes as specified in sub-rule (1) of Rule 4 of the CSR Rules 2021;
- (iii) recommend the monitoring and reporting mechanism for the projects or programmes
- (iv) Provide details of need and impact assessment, if any, for the projects undertaken by the Corporation.
- (v) Recommend to the Board any alteration of the Annual Action plan at any time during the financial year, based on the reasonable justification to that effect.
- (vi) Such other related matters which the Committee may deem appropriate, required by law or assigned to the Committee by the Board of Directors from time to time.

**(e) Risk Management Committee**

In compliance with the requirements of SEBI (LODR) Regulations, 2015, the Board has constituted the Risk Management Committee (RMC) under the Chairmanship of Mr. Rajesh Batra, Independent Director.

During the year under review, 3 (Three) meetings of the Risk Management Committee were held, the dates being 20 April 2021, 22 October 2021 and 28 March 2022.

The Composition of the Risk Management Committee as on 31 March 2022 and attendance of the Committee members is as under:

Names of the Directors	No. of meetings		Category of Directorship
	Held	Attended	
Mr. Rajesh Batra	3	3	Independent Director (Chairman)
Dr. Y. S. P. Thorat	3	3	Independent Director
Mrs. Gauri Kirloskar	3	2	Independent Director
Mr. Ness N. Wadia	3	3	Promoter - Managing Director
Mr. N. H. Datanwala	3	3	Chief Financial Officer



The salient terms of reference of the Risk Management Committee include:

- To formulate a detailed Risk Management Policy covering risk across functions and plan integration through training and awareness programs. The Policy shall include:
  - o A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - o Measures for risk mitigation including systems and processes for internal control of identified risks.
  - o Business continuity plan
- To ensure that appropriate methodology, processes and systems are in Place to monitor and evaluate risks associated with the business of the Company;
- To periodically review the Risk Management Policy but at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- the appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

**(f) Independent Directors' Meeting:**

During the year under review, a separate meeting of the Independent Directors was held on 28 March 2022, *inter alia*, to discuss:

- performance of non-independent Directors and the Board as a whole;
- performance of the Chairman;
- the quality, quantity and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Meeting was attended by all the Independent Directors without the presence of the Corporation's executives to discuss aforesaid matters pertaining to the Corporation's affairs and put forth their combined views to the Board of Directors.

**Familiarization programme for Independent Directors**

Familiarization is a continuous process and in order to effectively familiarize the Board Members, they are constantly provided with necessary documents, reports and internal policies to enable them to familiarize with the Corporation's procedures and practices. Detailed presentations on the overall business, division-wise performance, business strategy, risks involved and mitigation measures adopted are made at Board / Risk Management Committee meetings. Details of the familiarization module are given in the Corporation's website at <https://bbtcl.com/corporate-governance/>.

**4. General Body Meetings:**

- (a) Location and time of Annual General Meetings held in the three previous years and Special resolutions passed thereat :

Sr. No.	Date and Time of AGM	Venue	Special Resolutions passed
1	12 August 2019 at 3.45 pm	Y.B. Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai 400021	1) Approval for remuneration paid to Mr. Ness Wadia, Managing Director, for each of the financial years i.e. 2016-17, 2017-18 and 2018-19 pursuant to the amended Section 197 of the Companies Act, 2013. 2) Approval for remuneration payable to Mr. Ness Wadia, Managing Director, for the remaining period of his tenure, i.e. 1 April 2019 upto 31 March 2021.
2	24 July 2020 at 3.30 pm	By way of Video conferencing (VC)/ Other Audio Visual Means (OAVM) at 9, Wallace Street, Fort, Mumbai 400001	1) Approve borrowing up to ₹ 1,000 crores over and above the paid-up capital, free reserves and securities premium of the Corporation in accordance with section 180(1)(c) of the Companies Act, 2013. 2) Approval to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created, not exceeding ₹ 1,000 crores over and above the aggregate of the paid-up capital, free reserves and securities premium of the Corporation in accordance with section 180(1)(a) of the Companies Act, 2013. 3) Approval to give loan or give guarantee or provide security or to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate upto an aggregate of ₹ 1,000 crores, in accordance with section 186 of the Companies Act, 2013.
3	13 September 2021 at 3.00 pm	By way of Video conferencing (VC)/ Other Audio Visual Means (OAVM) at 9, Wallace Street, Fort, Mumbai 400001	1) Re-appointment of Mr. Ness N. Wadia as the Managing Director of the Corporation for a period of 5 years and approving his remuneration. 2) Re-appointment of Mr. Rajesh Batra as an Independent Director of the Corporation for a second term of 5 consecutive years. 3) Approval for Issue of Redeemable Non-Convertible Debentures of an amount upto ₹ 300 crores.

**(b) Extraordinary General Meeting:**

No extraordinary general meeting of the members was held during the financial year 2021-22.

**(c) Details of Resolutions passed through Postal Ballot:**

During the year under review, no resolution by way of postal ballot was passed.

- (d) Whether any Special Resolution is proposed to be passed through postal ballot this year:**  
Currently, there is no proposal to pass any Special resolution through Postal Ballot. Special resolutions by way of Postal Ballot, if required to be passed in the future, will be decided at the relevant time and shall be intimated to the concerned Regulators as per the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

**5. Other Disclosures:**

**a. Related Party Transactions:**

The Corporation has formulated a policy on dealing with Related Party Transactions and the policy is disclosed on the website of the Corporation at <https://bbtcl.com/corporate-governance/>

There were no material related party transactions during the year that have conflict with the interest of the Corporation. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arm's length basis and were approved by the Audit Committee. Requisite disclosure as required under the Indian Accounting Standards (Ind AS 24) has been made in the notes to the Financial Statements.

**b. Accounting Treatment:**

Pursuant to the notification issued by Ministry of Corporate Affairs, the Corporation has adopted the Indian Accounting Standards ('Ind As') with effect from 1 April 2016.

**c. Dividend Distribution Policy:**

The Corporation has adopted a Dividend Distribution Policy in accordance with the requirements of Regulation 43A of the SEBI (LODR) Regulations, 2015. The same is available on the website of the Corporation and can be accessed at <http://bbtcl.com/corporate-governance/>

**d. Risk Management:**

A detailed review of business risks and the Corporation's plan to mitigate them is presented to the Risk Management Committee. The Corporation has been taking steps to mitigate foreseeable business risks. Business risk evaluation and its management is an ongoing and continuous process within the Corporation and regularly updated to the Risk Management Committee.

**e. Code of Conduct:**

The Corporation has laid down a Code of Conduct for the members of the Board as well as for all employees of the Corporation. The Code has also been posted on the Corporation's website <https://bbtcl.com/corporate-governance/>

The Managing Director has confirmed and declared that all members of the Board and Senior Management have affirmed compliance with the Code of Conduct.

**f. Details of non-compliance by the Corporation, penalties, and strictures imposed on the Corporation by Stock Exchange or Securities and Exchange Board of India or any statutory authority, on any matter related to capital markets, during the last three years: None.**

**g. CEO/ CFO Certification:**

Mr. Ness N. Wadia, Managing Director and Mr. N. H. Datanwala, Chief Financial Officer have provided the Compliance Certificate to the Board in accordance with Regulation 17(8) read with Part B of schedule II of the SEBI (LODR) Regulations, 2015 for the financial year ended 31 March 2022.

**h. Code for Prevention of Insider Trading:**

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Corporation has adopted a comprehensive Code of Conduct for Prohibition of Insider Trading and procedures for fair disclosure of Unpublished Price Sensitive Information. The Prevention of Insider Trading Code is suitably amended, from time to time to incorporate the amendments prescribed by SEBI..

**i. Disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The Corporation has zero tolerance for sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder for prevention and redressal of complaints of sexual harassment at workplace.

The Corporation has not received any complaint on sexual harassment in FY 2021-22.

**j. Material Subsidiaries:**

A Policy for determining Material Subsidiaries has been formulated in compliance with the requirements of Regulation 16 of the Listing Regulations. This Policy has been uploaded on the website of the Corporation and can be accessed at <https://bbtcl.com/corporate-governance/>.

**k. Commodity Price Risk or Foreign Exchange Risk and hedging activities:**

The Corporation has the mechanisms to manage commodity price risk and foreign risk through strategic forward contracts.

**l. Independence of Directors:**

The Board understands and recognizes the importance of the Independent Directors and therefore encourages them to exercise their independent judgement to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments, good corporate governance and standards of conduct which in totality are in the interest of the Corporation. The Board is also of the opinion that the independent directors fulfill the conditions specified under Listing Regulations and are independent from the Management of the Corporation.

The Independent Directors of the Corporation have registered their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

**m. Fees to the Auditors:**

Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis to the statutory auditor during FY 2021-22 was ₹ 277.58 Lakhs.

**n. Certificate from Practicing Company Secretary:**

The Corporation has received a certificate from Mr. Tushar Shridharani, Company Secretary in practice, certifying that none of the Directors of the Corporation are disqualified/ debarred by Securities and Exchange Board of India/ Ministry of Corporate Affairs and other regulatory authorities. The said Certificate is annexed to this report.

- o. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':** The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Act are given in Note No.46 forming part of the Standalone Financial Statements.

**p. Credit Rating:**

Corporation has received Credit rating from Care Ratings Limited (CARE) and India Ratings & Research for Bank facilities, Non-Convertible Debentures and Commercial Papers. Credit Ratings received by the Corporation are as under:

Sr. No.	Rating Firm	Instruments	Rating Received
1	India Ratings & Research Private Limited	Term Loan Working capital facilities Non-fund based facilities	INDAA/Stable INDAA/ Stable INDAA1+
2	India Ratings & Research Private Limited	Non-Convertible Debentures/ Commercial Papers  Principal Protected market linked debentures	INDAA/Stable INDAA1+  IND PP-MLD AAemr/Stable
3	CARE	Long term bank facility Short term bank facility	CARE AA; Stable CARE A1+

**6. Means of Communication:**

The Corporation values its shareholders and other stakeholders and therefore all the information/latest development(s) with respect to the working of the Corporation is communicated to the Shareholders through below mentioned modes of communication:

**(i) Quarterly/ Annual results:**

The unaudited quarterly and half yearly results are announced within forty-five days from the end of the quarter/half-year and the audited annual results within sixty days from the end of the last quarter as stipulated under the SEBI (LODR) Regulations, 2015 and are filed with the Stock Exchanges immediately after these are approved by the Board and also posted on the website of the Corporation i.e. <https://bbtcl.com/investor-relations/quarterly-results/>.

**(ii) Publication of Quarterly/Annual Results:**

The results are filed with the Stock Exchanges immediately on approval by the Board and are generally published in Business Standard (English) and other regional newspapers.

**(iii) Website:**

All the information required to be provided to the Shareholders under applicable regulatory provisions are made available on the website of the Corporation i.e. [www.bbtcl.com](http://www.bbtcl.com).

**(iv)** During the year no presentations were made to analysts/institutional investors.

**(v)** Management Discussion and Analysis Report forms part of the Annual Report; Yes

**7. General Shareholder Information:**

**(a) AGM: Date, Time and Venue:**

Thursday, 25 August, 2022 at 3.30 p.m by way of Video conference ("VC") Other Audio Visual Means ("OAVM") and the venue shall be deemed to be the Registered office of the Corporation at 9, Wallace street, Fort, Mumbai 400001.

**(b) Financial Year of the Corporation:**

The financial year covers the period from 1 April to 31 March.

**(c) Date of Book closure and Dividend Payment Date:**

Book Closure for Dividend will be from Friday, 19 August, 2022 to Thursday, 25 August, 2022, both days inclusive and the Dividend would be paid/dispatched on or Tuesday, 6 September, 2022.

**(d) Listing of Ordinary (Equity) Shares, Debentures on Stock Exchanges and Security Code**

Name and address of the Stock Exchange	Type of Security / Security Code
BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001.	<p>a. Equity Share of ₹ 2 each / 501425</p> <p>b. 1,000 Non-Convertible Debentures of ₹ 10,00,000/- each in Series A – INE050A07022 Scrip Code: 959474 (duly redeemed on 30 April 2022 worth ₹ 50 crores) and Series B – INE050A07030 Scrip Code: 959475 (worth ₹ 50 crores)</p> <p>c. 750 Non-Convertible Debentures of ₹ 10,00,000/- each – INE050A07048 Scrip Code: 960127</p> <p>d. 12,500 Principal Protected, Market Linked Non-Convertible Debentures of ₹ 1,00,000/- each – INE050A07055 Scrip Code: 973132</p> <p>e. 500 Principal Protected, Market Linked Non-Convertible Debentures of ₹ 10,00,000/- each – INE050A07063 Scrip Code: 973555</p>
National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.	Equity Shares of ₹ 2 each /BBTC EQ

Listing fees for FY 2022-23 have been paid to the Stock Exchanges on which the equity shares and Non-Convertible Debentures of the Corporation are listed.

**(e) International Securities Identification Number (ISIN) - INE050A01025 (Equity)****(f) Corporate Identity Number: L99999MH1863PLC000002****(g) Stock Market Data:** Please see Annexure 1.**(h) Stock Performance:** Please see Annexure 2.**(i) Registrar & Transfer Agents:**

Kfin Technologies Limited (Formerly known as Kfin Technologies Private Limited) are the Registrar and Transfer Agent (RTA) to handle the entire share registry work, both physical and electronic. Accordingly, all documents, transfer deeds, demat requests and other communications in relation thereto should be addressed to the RTA at its following offices:

**Kfin Technologies Limited**

Unit: The Bombay Burmah Trading Corporation Limited  
Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad – 500 032  
Website: [www.kfintech.com](http://www.kfintech.com)  
Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

The Registrar and Transfer Agents also have an office at:

**Kfin Technologies Limited**

24- B, Raja Bahadur Mansion, Ground Floor, Ambalal Doshi Marg,  
Behind BSE, Fort, Mumbai – 400 023.  
Tel. No.: +91 22 6623 5454/ 412/427

Your Corporation has also designated [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com) as an exclusive e-mail ID for Investors for the purpose of registering complaints and the same has been displayed on the Corporation's website.

For all investor related matters, the shareholders can contact the following: Mr. Sanjay Kumar Chowdhary – Company Secretary & Compliance Officer Phone: +(91)- (22)-22197101

**(j) Address for correspondence with Debenture Trustee IDBI Trusteeship Services Limited**

Asian Building, Ground Floor 17, R Kamani Marg, Ballard Estate, Mumbai 400 001.  
Tel : +(91)-(22)-40807005  
Fax: +(91)-(22)-66311776  
Email Id: [itsl@idbitrustee.com](mailto:itsl@idbitrustee.com)

**(k) Share Transfer System:**

The Corporation has obtained yearly certificate from the Company Secretary in practice for due compliance of share transfer formalities as per the requirement of Regulation 40(9) of SEBI (LODR) Regulations, 2015. In case of shares in electronic form, the transfers are processed by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through respective Depository Participants.

**(l) Dematerialisation of shares:**

The Corporation's shares are available for dematerialization with both the Depositories i.e., NSDL/ CDSL. 90.34% of the paid-up capital of the Corporation were held in dematerialized form as on 31 March 2022.

As indicated in Annexure 1 to this report pertaining to Stock market data for the year under review, it can be said that the shares of the Corporation are actively traded on BSE and NSE and hence ensure good liquidity for the investors.

**(m) Communication to Members**

**Issuance of shares in demat mode only for processing investor service requests**

As per SEBI notification dated 30 November 2018, the listed Companies are disallowed to accept the request for transfer of securities which are held in physical form, with effect from 1 April 2019. Further, Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25 January 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Corporation's website:



<https://bbtcl.com/investor-service-request-forms/>. Therefore, in view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.

### Updating KYC details

The regulator, vide circular dated November 3, 2021 and December 15, 2021, has mandated furnishing of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhar by 31 March 2022. Members are requested to submit their PAN, KYC and nomination details to the Corporation's registrars through the forms available at <https://bbtcl.com/investor-service-request-forms/>. The Corporation has sent communications in this regard to eligible shareholders. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. In case the securities continue to remain frozen as on 31 December 2025, the registrar/ the Corporation shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/ or Prevention of Money Laundering Act, 2002.

### (n) Distribution of shareholding as on 31 March 2022

Sl. No.	Category (Shares)	No. of Holders	% To Holders	No. of Shares	% To Equity
1	1 - 500	47038	98.30	5855977	8.39
2	501 - 1000	430	0.90	1519184	2.18
3	1001 - 2000	220	0.46	1523197	2.18
4	2001 - 3000	61	0.13	756828	1.08
5	3001 - 4000	24	0.05	415688	0.60
6	4001 - 5000	12	0.03	274620	0.39
7	5001 - 10000	25	0.05	884040	1.27
8	10001 & Above	42	0.09	58542366	83.91
	<b>TOTAL:</b>	<b>47852</b>	<b>100.00</b>	<b>6,97,71,900</b>	<b>100.00</b>

### Shareholding pattern as on 31 March 2022

Particulars	No. of Shares held	% of Shares
Promoter & Promoter Group	46002345	65.93
Financial Institutions/Banks	85610	0.12
Insurance Companies	313679	0.45
Mutual Fund & Unit Trust of India	423674	0.61
FII's and FPI	5086266	7.29
Others	1,78,60,326	25.60
<b>Total</b>	<b>6,97,71,900</b>	<b>100.00</b>

### (o) Audit of Reconciliation of Share Capital:

As stipulated by SEBI, a qualified Practising Chartered Accountant carries out the Audit of Reconciliation of Share Capital to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid up capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is placed before the Board. The audit, *inter alia*, confirms that the total issued and paid up capital of the Corporation is in agreement with the

aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and total number of shares in physical form.

**(p) Transfer of Unpaid / Unclaimed Dividend and Shares to Investor Education and Protection Fund:**

During the year under review, the Corporation has transferred an amount of ₹ 14,58,251 being unpaid dividend pertaining to the financial year 2013-14 to the Investor Education and Protection Fund (IEPF), pursuant to the provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time ('the IEPF Rules').

Further, in accordance with the provisions of the Act and the IEPF Rules the Corporation has transferred 98,880 equity shares of ₹ 2 each to the credit of the Investor Education and Protection Fund Authority, in October 2021, in respect of which dividend had not been paid or claimed by the shareholders for seven consecutive years from 2013-2014.

The voting rights on the shares transferred to IEPF Authority shall remain frozen till the rightful owner claims the shares.

The following table gives information relating to various outstanding dividends and the dates before which they can be claimed by the shareholders from the Corporation's Registrar and Share Transfer Agent:

Financial Year ended	Date of Declaration of Dividend	Due Date for transfer to IEPF
2014-15	5 August 2015	10 September 2022
2015-16	5 August 2016	10 September 2023
2016-17	3 August 2017	8 September 2024
2017-18	8 August 2018	13 September 2025
2018-19	12 August 2019	18 September 2026
2019-20	24 July 2020	30 August 2027
2020-21	13 September 2021	20 October 2028

**(q) Plant Locations:**

Tea and Coffee Estates	1) Mudis Group of Estates, Mudis P.O., Coimbatore Dist. Tamil Nadu, 642117
	2) Singampatti Group of Estates, Manjolai P.O Tirunelveli Dist. Tamil Nadu, 627420
	3) Elk Hill Group of Estates, P.O. Box No.12, Sidapur P & T.O., South Coorg, Karnataka 571253
	4) Usambara Group, Marvera & Herkulu Estate, P.O. Box 22, Soni, Tanzania
	5) Dunsandle Estate, Dunsardle P.O., Ootacamund, Nilgiri Dist., Tamil Nadu 643005
Auto Electric Components Business (Electromags)	Unit-1, No.342-343, 2 <sup>nd</sup> Cross Street, Nehru Nagar, Kottivakkam, Chennai, Tamil Nadu 600 096  Unit-2 & 3, Plot no. 128-133 and 134-137, 3 <sup>rd</sup> Cross Street, (Electromags) Nehru Nagar, Kottivakkam, Chennai, Tamil Nadu 600 041
Dental Products of India Division	Plot No.161-B, Village Danpur, Rudrapur Kashipur Road, Paragana-Rudrapur, Tehsil Kichha, Udham Singh Nagar, Uttarakhand 263153

Address for Correspondence (Registered Office): 9, Wallace Street, Fort, Mumbai 400001.  
Email: [investorservices@bbtcl.com](mailto:investorservices@bbtcl.com).

**(r) Green Initiative:**

The Corporation has been sending Annual Reports and other communication in the past few years by email to all those members whose email addresses are registered in the member records as maintained by the Registrar and Transfer Agent. Physical copies are also provided to such members on specific request.

The Corporation therefore appeals to the members to join the 'Green Initiative' and request the members to register their name for receiving the said documents in electronic mode by sending an email giving their Registered Folio Number and/or DP Id/Client ID to the Registrars, Kfin Technologies Limited at email id: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

**8. Details of compliance with mandatory requirements and non-mandatory requirements**

**a. Compliance with Mandatory requirements**

The Corporation has complied with all the mandatory requirements as specified in Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI LODR Regulations, 2015.

**b. Adoption and Compliance with Non-mandatory requirements:**

**1. Office of Chairman of the Board:**

The Corporation defrays expenses of the Non-Executive Chairman's office incurred in the performance of his duties.

**2. Shareholder rights –furnishing of half yearly results:**

The Corporation's quarterly and half yearly results are published in English and regional newspapers having adequate circulation and are also posted on its website. The Corporation provides the copies of the quarterly and half yearly results only on receipt of specific request from any shareholder.

**3. Audit Qualification:**

There are no qualifications in the Independent Auditors' Report on the Standalone Financial Statements and Consolidated Financial Statements of the Corporation for the financial year ended 31 March 2022.

**4. Separate post of Chairman and Chief Executive Officer:**

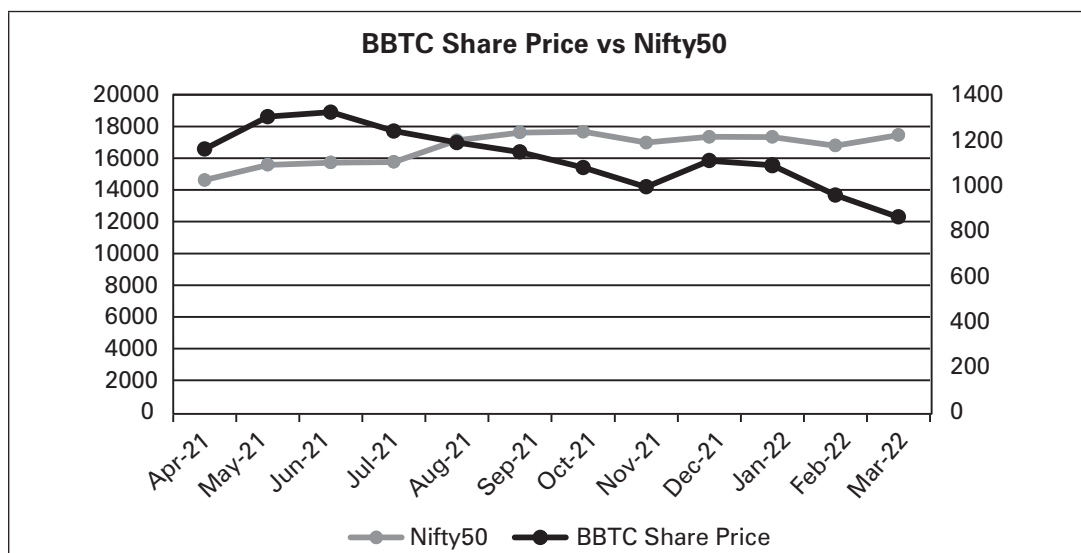
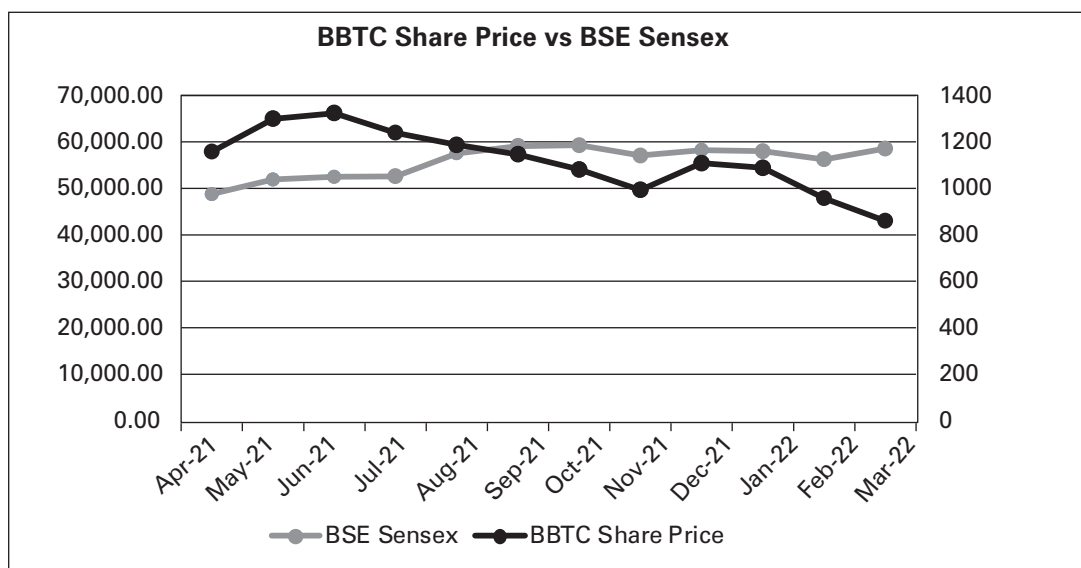
The Corporation has separate post of Chairman and Managing Director

**5. Reporting of internal audit:**

The Internal Auditors report directly to the Audit Committee.

STOCK MARKET DATA 2021-2022

Month	BSE Price (in ₹)		BSE (SENSEX) Monthly Closing	NSE Price (in ₹)		NSE (NIFTY) Monthly Closing
	High	Low		High	Low	
Apr-21	1,299.00	1,125.00	48,782.36	1,298.00	1,116.20	14631.10
May-21	1,361.95	1,135.00	51,937.44	1,362.20	1,135.90	15582.80
June-21	1,424.40	1,277.35	52,482.71	1,424.95	1,277.05	15721.50
July-21	1,350.45	1,233.00	52,586.84	1,353.00	1,231.55	15763.05
Aug-21	1,274.95	1,083.00	57,552.39	1,274.95	1,081.00	17132.2
Sept-21	1,244.70	1,130.30	59,126.36	1,244.00	1,130.30	17618.15
Oct-21	1,194.20	1,077.00	59,306.93	1,194.90	1,071.25	17671.65
Nov-21	1,165.00	980.00	57,064.87	1,166.85	980.50	16983.2
Dec-21	1,178.95	996.00	58,253.82	1,179.00	990.15	17354.05
Jan-22	1,163.05	1,010.00	58,014.17	1,167.00	1,013.20	17339.85
Feb-22	1,146.20	880.05	56,247.28	1,136.00	876.20	16793.9
Mar-22	976.30	841.00	58,568.51	979.90	839.90	17464.75

**Annexure 2****DECLARATION ON CODE OF CONDUCT**

As provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to confirm that all the Directors and Members of Senior Management have affirmed compliance with the Code of Conduct for the financial year ended 31<sup>st</sup> March, 2022.

For The Bombay Burmah Trading Corporation, Limited

Ness N. Wadia  
Managing Director

Date: 14 July, 2022

Place: Mumbai

**Certificate on Corporate Governance**

To  
The Members of –  
The Bombay Burmah Trading Corporation, Limited

I have examined the compliance of conditions of corporate governance by The Bombay Burmah Trading Corporation, Limited (**'the Company'**) for the year ended March 31, 2022, as prescribed in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'LODR'**) as amended from time to time pursuant to the Listing Agreement of the Company with the National Stock exchange Limited and the Bombay Stock Exchange Limited.

I state that the compliance of conditions of Corporate Governance is the responsibility of the management, and my examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me and the representation provided, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the LODR.

I further state that such compliance is neither an assertion as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the LODR, and it should not be used by any other person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without my prior consent in writing.

Place: Mumbai  
Date: 25 May 2022

**(Tushar Shridharani)**  
Practicing Company Secretary  
FCS 2690 / COP 2190  
UDIN – F002690D000348178

**CERTIFICATE**

(Pursuant of paragraph number C. 10(i) of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Board of Directors  
Bombay Burmah Trading Corporation Limited  
9, Wallace Street, Fort  
Mumbai – 400 001

Dear Sir/Madam,

- Paragraph number C. 10(i) of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires a listed entity to disclose in its annual report information about its procuring a certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.
- As on date of issue of this certificate; the Board of Directors of The Bombay Burmah Trading Corporation Limited ("**Corporation**"), a listed entity, is comprised of following Directors.

#	Name of Director	Designation	Appointment Date
1.	Nusli Neville Wadia	Director	28 <sup>th</sup> October, 1980
2.	Ness Nusli Wadia	Managing Director	28 <sup>th</sup> April, 2010
3.	Minnie Aarasp Bodhanwala	Director	30 <sup>th</sup> March, 2017
4.	Rajesh Kumar Batra	Director	30 <sup>th</sup> March, 2017
5.	Yashwant Shakarrao Patil Thorat	Director	4 <sup>th</sup> February, 2019
6.	Vinesh Kumar Jairath	Director	4 <sup>th</sup> February, 2019
7.	Gauri Atul Kirloskar	Director	4 <sup>th</sup> February, 2019

- I have been deputed to provide a certificate to the Company as referred in paragraph -1- above.
- For the purpose; I have considered and examined annual submissions made by each Director of the Company in pursuance of provisions of section to section 164(2) read with rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014, relevant information as displayed on the website of the Securities and Exchange Board of India as well on the website of the Ministry of Corporate Affairs and information generally available on public domain.
- And based on above; I state that none of the Directors on the board of the Company has been debarred or disqualified from being appointed or continuing as director of companies for the financial year ending on 31<sup>st</sup> March, 2022, by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

(Tushar Shridharani)  
Practicing Company Secretary  
FCS 2690 / COP 2190  
UDIN – F002690D000424848

30<sup>th</sup> May, 2022

(Note: In absence of specific direction; the procedure that I opted is based on my judgement, which might have some risk of any material information not being reviewed or inadvertently not noticed.)

**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members -

The Bombay Burmah Trading Corporation, Limited

9, Wallace Street, Fort

Mumbai – 400 001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by The Bombay Burmah Trading Corporation, Limited ("the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022 ("Audit Period") complied to the extent applicable with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company to the extent applicable for the Audit Period according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- (iii) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;



- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

I have also examined compliance with the applicable regulations of the following:

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above to the extent applicable, subject to the following observations.

- (a) The Company had filed an application to the Reserve Bank of India ("RBI") for compounding of contraventions of the provisions of Regulation 5(1), 13, 15(i) and (iii) of the Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004, as amended.
- (b) RBI considered the application and compounded all the contraventions, subject to payment of compounding fees, which was duly paid by the Company.

Having regard to the compliance system prevailing in the Company and on examination on the test check basis of the relevant records; I further report that the Company has complied with the following laws as are specifically applicable to the Company:

- (a) The Tea Act, 1953 and the rules made thereunder;
- (b) The Coffee Act, 1942 and the rules made thereunder;
- (c) The Plantation Labour Act, 1951 and the rules made thereunder.

**I further report that:**

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

During the Audit Period, all decisions at Board Meetings and Committee Meetings were carried out unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company had no event or action which has a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**(Tushar Shridharani)**  
Practicing Company Secretary  
FCS 2690 / COP 2190  
UDIN - F002690D000424771

Place: Mumbai  
Date: 30<sup>th</sup> May, 2022

Note: This report is to be read with my letter of even date which is annexed herein next as Annexure A and forms an integral part of this report.

**Annexure A**

To,  
The Members -  
The Bombay Burmah Trading Corporation, Limited  
9, Wallace Street, Fort  
Mumbai – 400 001

This letter is an integral part of the Secretarial Audit Report of even date for F.Y. 2021-22 submitted to The Bombay Burmah Trading Corporation, Limited ("**the Company**") in pursuance of provisions of section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Members of the Company are informed as follow.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts as reflected in secretarial records. I believe that the processes and practices that I followed; provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the management representation about compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai  
Date: 30<sup>th</sup> May, 2022

**(Tushar Shridharani)**  
Practicing Company Secretary  
FCS 2690 / COP 2190  
UDIN - F002690D000424771

## **MANAGEMENT DISCUSSION AND ANALYSIS 2021-22**

### **GENERAL OUTLOOK:**

The economy had post the COVID-19 impact started to revive sometime in September-October 2020 because of various economic measures, however, the second wave of COVID-19 had hit the economy badly again.

The impact of COVID-19 is likely to last for some time and the ways of doing business have undergone changes leading to new ways of working.

The Corporation had managed the immediate challenges of re-establishing normalcy in some of its business operations and is continuously re-inventing and taking measures to counter the impact of the long term implications emerging from the situation.

### **Division-Wise Business Analysis**

#### **Plantation Business:**

#### **(A) TEA:**

#### **GLOBAL SCENARIO**

	<b>Crop (m.kgs.)</b>		<b>Difference</b>
	<b>2020</b>	<b>2021</b>	<b>2020 - 2021</b>
NORTH INDIA	1035.00	1108.00	73.00
SOUTH INDIA	222.00	235.00	13.00
ALL INDIA	1257.00	1343.00	86.00
KENYA	569.00	537.00	-32.00
CHINA	2986.00	3120.00	134.00
REST	1467.00	1483.00	16.00

#### **BBTC Tea Production & Sales : FY '22 & FY'21**

	<b>FY'22</b>	<b>FY'21</b>	<b>Variance</b>
Production Volume lk kgs	41.72	42.08	(0.36)
Sales Volume lk kgs	44.16	42.40	1.76
Average Sale price ₹/kg	142.88	149.88	(7.00)
Gross Sales ₹ lks	6309.19	6355.00	(45.81)

- Own production less by 0.36 lk kgs due to a continuous wet spell of 6 months followed by 90 days of drought in Q4 in addition to Q 1 impact on account of Covid restrictions
- Bought leaf production higher by 0.7 lk kgs despite procurement issues on account of Covid
- Revenue decrease by ₹ 45.81 lakhs due to lower average sale price by ₹ 7 /kg despite increase in sales quantity by 1.76 lkgs
- Drop in our sale prices has been influenced by an unprecedented drop in auction prices over 12 months by around ₹ 26/ kg.
- Despite the down trend, BBTC Auction average was higher than the South Indian Auctions price
- Ocean Freights from Asia to European base ports increased 5X times in 2021. Freight from Kenya was substantially lower and container availability being better, the landed prices of Kenyan Teas to Europe gave African teas an advantage over Indian Teas
- The Russia -Ukraine conflict has impacted sales to Russia as the CIS Block remains the largest importer of Indian teas
- The crisis in Sri Lanka portends well for Indian teas especially the orthodox variety and our Company is well placed to produce such teas in FY'23

#### **Opportunities**

- Well diversified portfolio of various categories of tea, both conventional and organic which would cater to different markets to realise optimum sale average and reduce dependence on one/two channels of sale.
- Increase in organic areas directly affecting top and bottom line with opportunity to increase exports.
- Improvement in yields due to sustained nutrient management and aggressive harvesting cycle

- Automation in factory to reduce costs and improve product safety and quality
- Expansion of retail tea sales to improve net realization

### **THREATS, RISKS AND CONCERNS**

- Being an agricultural produce, unpredictable and unseasonal weather leads to an erratic production schedule. Studies also suggest that unusual climatic shifts due to global warming also affect the incidence and population of the various pests and diseases affecting plant productivity and costs
- Ageing work force and lack of manpower puts pressure on timely field operations affecting productivity, production and quality.
- The three-year compulsory wage settlement in respect of plantation workers increases wages between 20% to 30% with no co-relation to existing profitability or productivity improvement.
- Stagnant domestic prices at auctions which also affects private sales – barring FY 2020-21, tea prices have recorded the lowest increase in unit price in past 5 years compared to food grains or other plantation crops.
- Orthodox production subsidies were suspended by the Tea Board, reducing the potential for optimizing returns on this variety of tea
- Introduction of lower MRLs and exclusion of historically used herbicides and pesticides could decrease production levels and disrupt export schedules

### **OUTLOOK:**

#### **Mid – long term Strategy:**

- 1) Increase in availability of organic production by conversion of land areas at Singmapatti and Dunsandle to increase export potential and thus overall sale realisation.

#### **2) Improving Land Productivity:**

- Integrated nutrient management using conventional and organic inputs to improve soil fertility and plant resistance to pests and diseases.
- Combating and reducing crop loss by the tea mosquito bug by introducing natural predators, thereby also reducing the MRLs in our teas.
- Inclusion of bio fertilizers in our fertiliser programme with a 3-year objective of reducing urea input costs by around 20 %.

#### **3) Improved product portfolio by availability of high grown orthodox Nilgiri teas from Dunsandle factory.**

#### **4) Increase in revenue by enhancing bought leaf operations from 3 lk kgs to 7 lk kgs production.**

### **HUMAN RESOURCES AND INDUSTRIAL RELATIONS:**

Plantations are labour-intensive; hence, it is imperative to upskill our workforce in order to increase their productivity.

During the year, trainings were provided on different subjects to enhance the operational capabilities of the workforce. The topics covered under the training programs included statutory compliance, hygiene and nutrition, information technology, adoption of standard operating procedures, occupational health and safety awareness.

Progressive industrial relations were maintained with all trade unions through regular interaction with representatives at all levels to secure the welfare of labour.

There were 2,529 permanent workers on the rolls of the tea plantations of the Corporation as on 31 March 2022.

**(B) COFFEE****COFFEE PLANTATIONS****INDUSTRY STRUCTURE AND DEVELOPMENTS.****GLOBAL SCENARIO:**

The latest provisional outlook for total production in coffee year 2021/22 remains unchanged at 167.2 million bags, a 2.1% decrease as compared to 170.83 million bags of the previous coffee year. World coffee consumption is projected to grow by 3.3%, to 170.3 million 60-kg bags in 2021/22 as compared to 164.9 million for coffee year 2020/21.

In 2021/22, consumption is expected to exceed production by 3.1 million bags. Supply and demand trends may be affected by variations due to the downturn in the world economy, increased cost of inputs and production as well import and consumption due to the ongoing conflict in Ukraine.

Exports from Asia & Oceania increased by 21.6% to 18.67 million bags in coffee year 2021/22.

Exports from Africa totaled 5.01 million bags as compared with 5.05 million bags in coffee year 2020/21.

Exports from Mexico & Central America are up by 13.4%, totaling 4.58 million bags as compared with 4.04 million bags in 2020/21.

ICE (New York) Arabica Prices in April 21 was US cents 123.50/lb as compared to prices in March 22 at US cents 221.85/lb.

There is increase in Robusta prices due to lower production compared to previous year. LIFFE (London) Robusta Prices in April 21 was US \$ 1342/MT as compared to prices in March 22 at US \$ 2152/MT.

**Domestic Scenario:**

The production of coffee crop in 2021-22 was down by nearly 20 percent.

Indian coffees still command a premium in the Export market. India's coffee hit a new high during 2020-22, clocking over a billion dollars for the first time. The latest export milestone is

notwithstanding the challenges such as higher freight rates and the ongoing Russia Ukraine crisis which impacted the shipments towards end of the financial year.

**Coffee shipments during 2021-22**

	<b>FY 2021-22</b>	<b>FY 2020-21</b>
Shipments		
(in USD dollars)	1.042 Billion	734.98 Million
(in Rupees)	7,756.77 Crore	5,451.90 Crores
Volume of Shipments (in lakh tones)	4.19	3.10

There is increase in Arabica prices compared to previous year due to Frost affecting the crop in Brazil. The increased price benefitted the growers, but there was around 20% to 25% crop loss due to untimely rains in November and December. There is increase in prices of Robusta due to lower production compared to previous year.

**Performance Highlights:****ELKHILL GROUP****Coffee Production details for FY 2021-22**

	<b>FY. 2021-22</b>	<b>FY. 2020-21</b>	<b>Variance</b>
TOTAL OWN (MT)	561.63	693.07	-131.44
Bought coffee (MT)	-	180.75	-180.75
GRAND TOTAL (MT)	561.63	873.82	-312.19
Sales volume (MT)	1,369.60	891.54	478.06
Average selling price (₹/kg)	186.41	189.52	-3.11

This year being the lower year of the biannual cycle saw the crop lower by only 20% against the last few low years which has been substantially lower. This is a positive sign for the future where average crop over the cycle would be higher.

Bought coffee operations were not carried out during the last financial year due to the uncertain market conditions and the disproportionate high fruit prices prevailing in the local market.

## **OUTLOOK:**

### **Opportunities:**

Elkhill Coffee gets a premium on NYCE/LIFFEE export prices due to its acceptance of consistency and excellence in quality, especially in the European market.

Potential for entry into new markets like Japan and Australia in a bigger way.

Coffee Value Addition in the form of roast and grind coffee had a positive response in the domestic market.

Increased future potential of revenue from timber sales by mass planting of fast-growing trees like silver oak and Miliadubia has the added advantage of improving shade which is vital for coffee.

Initiate crop diversification by planting of Arecanut, Avocado etc., in vacant areas to increase the revenue per unit area.

Converting unproductive Arabica area into Robusta.

### **THREATS, RISKS AND CONCERNS:**

Being an agricultural produce, unpredictable and unseasonal weather leads to an erratic production schedule. Studies also suggest that unusual climatic shifts due to global warming also affect the incidence and population of the various pests and diseases affecting plant productivity and costs.

Extended drought affects proper setting of coffee fruit and general plant vitality. Due to high temperatures and humid conditions, the pest, white stem borer can result in capital loss of plants. However, timely manual tracing with spraying and stem wrapping technology was adopted to reduce the infestation.

Increasing labour wages and lower availability of manpower disrupts timing of field operations and added to this increase in fuel cost and input prices, the cost of cultivation will be higher which will lead the higher cost of production.

The government has withdrawn the incentive (MEIS) provided to the export of coffee and the same is being replaced with RoDTEP scheme for exports.

The Wild animal movement across estates causes damage to the plants specially Elephants & Bison's, while Monkeys and porcupines pose a threat by damaging the young plants.

## **OUTLOOK:**

### **Mid - Long term strategy:**

Expand our premium Coffee, washed Arabica and Robusta, which is the specialty segment. Increase in Bought coffee operation compensates the requirement of export demand besides improving capacity utilization of our processing unit.

Consolidating the roast & grind coffee which is gaining acceptance in the domestic market. Intensive pepper planting by increasing the vine population to the maximum extent.

## **HUMAN RESOURCES AND INDUSTRIAL RELATIONS:**

Coffee and Pepper production, processing, though seasonal is highly labour intensive with considerably less automation and hence with a view to improve efficiencies and keep the work force motivated, the employees are mostly trained in-house with the help of external trainers and consultants.

During the year training was provided by the Coffee & Spices Board scientific department officials on varied topics to enhance the operational capabilities. Some of the topics covered were Good Agricultural practices, Statutory compliances, hygiene and nutrition, Information Technology, Occupational Health, and Safety procedures.

Progressive Industrial Relations were maintained with all Trade Unions through regular interaction with representatives at all levels so as to secure welfare of the labour and ensure a peaceful and productive work environment.

There were 312 permanent employees on roll of the Corporation as on 31 March 2022.

## **(C) AUTO ELECTRIC COMPONENT BUSINESS (ELECTROMAGS)**

### **Industry Structure and Developments**

#### **Introduction**

The Indian auto-components industry has experienced healthy growth over the last few years. The auto-components industry expanded by a CAGR of 3.28% over FY16 to FY20 to reach US\$ 45.90 billion in FY21. The industry is expected to reach US\$ 200 billion by FY26. This growth will be backed by strong export demand which is expected to rise at an annual rate of 23.9% to reach US\$ 80 billion by 2026. The auto-components industry's turnover was ₹ 3.40 lakh crore (US\$ 45.9 billion) in FY21, down 3% from the previous year and expected to rise by double digits in FY22 due to high development prospects in all segments of the vehicle industry, the auto component sector.

The growth of global original equipment manufacturers' (OEM) sourcing from India & the increased indigenisation of global OEMs is turning the country into a preferable destination for sourcing. Due to a shift in supply chains, India can possibly increase its share in the global auto component trade to 4-5% by 2026.

Auto-components industry accounts for 7.1% of India's Gross Domestic Product (GDP), contributed 49% to its manufacturing GDP and provided employment to 5 million people directly and indirectly in FY21. A stable government framework, increased purchasing power, large domestic market, and an ever-increasing development in infrastructure have made India a favourable destination for investment.

In 2020, India was the sixth-largest automobile producer worldwide, after China, the US, Japan, Germany and South Korea. The auto components industry is expected to become the third-largest in the world by 2025.

#### **Market Size**

The Indian auto-components industry can be broadly classified into the organised and unorganised sectors. The organised sector caters to the Original Equipment Manufacturers (OEMs) and aftermarket requirements, while the unorganised sector comprises low-valued products and caters mostly to the aftermarket category.

Domestic OEM supplies contributed ~79.6% to the industry's turnover, followed by domestic aftermarket (~18.4%) and exports (2.1%), in FY21.

The automobile component industry turnover stood at ₹ 1.96 lakh crore (US\$ 26.6 billion) between April–September 2021 and is expected to witness revenue growth of 15-17% during the fiscal year. In first half of FY22, exports of auto components grew by 76% to ₹ 68,746 crore (US\$ 9.3 billion). As per the Automobile Component Manufacturers Association (ACMA) forecast, automobile component exports from India are expected to reach US\$ 80 billion by 2026.

The aftermarket for auto components grew by 25% in the first half of 2021-22, reaching ₹ 38,895 crore (US\$ 5.3 billion), up from ₹ 31,116 crore (US\$ 4.1 billion) in the first half of 2020-21.

Europe accounted for 31% volume share of the total auto component export during first half of FY22, followed by North America (32%) and Asia (25%) of the total auto component export.

Strong international demand and resurgence in the local original equipment and aftermarket segments are predicted to help the Indian auto component industry grow by double digit in FY23.

#### **Investments**

To keep up with the growing demand, several auto makers have started investing heavily in various segments of the industry during the last few months. The industry attracted Foreign Direct Investment equity inflow (FDI) worth US\$ 30.78 billion between April 2000-September 2021, accounting for 5.49% of the total equity FDI during the period.

There is lot of development happening around manufacturing of E-vehicles and the requisite infrastructure by companies, either on their own or through strategic tie-ups.

#### **Way Forward**

The rapidly globalising world is opening newer opportunities for the transportation industry, especially while it makes a shift towards electric, electronic and hybrid cars, which are deemed more efficient, safe, and reliable mode of transportation. Over the next decade, this will lead to newer verticals and opportunities for auto-component manufacturers, who would



need to adapt change via systematic Research and Development.

As per ACMA forecasts, automobile component export from India is expected to reach US\$ 80 billion by 2026. With shift in global supply chains, the Indian global automotive component trade is likely to expand at ~4-5% by 2026.

The industry is dependent on various factors such as availability of skilled labour at low cost, robust Research and Development centres, and low-cost steel production. The industry also provides great opportunities for investment and direct and indirect employment to skilled and unskilled labour. Indian automotive industry (including component manufacturing) is expected to reach ₹ 16.16-18.18 trillion (US\$ 251.4-282.8 billion) by 2026.

The Indian auto industry is expected to record strong growth in 2022-23, post recovering from effects of COVID-19 pandemic. Electric vehicles, especially two-wheelers, are likely to witness positive sales in 2022-23.

Electromags Division is dependent on the Auto Industry and hence the performance of the industry has a direct impact on the Division's performance.

**Performance Highlights**

The segment wise share of business for the division for last three years is as under.

Segment	FY 2021-22	FY 2021-20	FY 2020-19
Passenger, LCV and HCV	72%	68%	67%
Two Wheeler	22%	26%	27%
ATM Parts & Other Parts	6%	6%	6%

Total revenue for FY 2021-22 is ₹ 13,350 lakh as against ₹ 10,346 lakh in FY 2020-21. The division turnover Increased by 29.51% compared to FY 2020-21. Domestic sales Increased from ₹ 8,730 lakh to ₹ 10,822 lakh and Export sales increased from ₹ 1,616 lakh to ₹ 2,528 lakh. The division developed and released new products worth of ₹ 2,302 lakh in FY 2021-22.

**Opportunities and Threats**

**Opportunities**

The demand of auto components is likely to get boost from local manufacturers due to various initiatives as follows.

- Major global OEMs have made India a component sourcing hub for their global operations.
- Several global Tier-I suppliers have also announced plans to increase procurement from their Indian subsidiaries.
- India is also emerging as a sourcing hub for engine components with OEMs increasingly setting up engine manufacturing units in the country.
- A cumulative investment of ~₹ 12.5 trillion (US\$ 180 billion) in vehicle production and charging infrastructure would be required until 2030 to meet India's electric vehicle (EV) ambitions.
- With the launch of "Make in India" initiative, the Government is expected to vitalise substantial investment in the auto components sector.
- In September 2021, the Indian government issued notification regarding a PLI scheme for automobile and auto components worth ₹ 25,938 crore (US\$ 3.49 billion). This scheme is expected to bring investments of >₹ 42,500 (US\$ 5.74 billion) by 2026.

Segment such as braking parts is estimated to witness high replacement demand with players maintaining a diversified customer base in the replacement and OEM segments besides the export market.

The Division foresees increasing usage of Electrical and Electronic parts and there are opportunities in this segment. Futuristic products like Sensors, Purge Valves and Solenoid assemblies are expected to have reasonable volumes in FY 2022-23.

**Threats**

There is immense pressure from customers, particularly OEM's and Tier-I for price reduction, with this price pressure coupled with increase in prices of major raw-materials, the operating margins could get reduced.

**Outlook**

The near-term outlook is challenging amid semiconductor shortage, supply-chain issues and commodity inflation. Over the long term, premiumisation of vehicles and focus on localization will translate into healthy growth for auto component suppliers.



The Division will continue to focus on current business line and efforts will be made to increase share of business from existing customers and adding new customers. New products are being developed with the focus on organic growth in coming years.

### **Risks and Concerns**

Customers are putting a premium on quality and are asking suppliers to commit for end of- life warranty for parts. Reliability of parts is a key concern and will entail use of better practices with greater focus on automation and testing.

With the sharp increase in commodity prices in the last three to four quarters, auto ancillaries have not been able to pass the price increase through entirely, resulting in a decline in gross margins. Also the ongoing Ukraine-Russia geopolitical tension could lead to supply shortages and increase commodity prices, especially Precious metals and neon gas. Further, an increase in crude prices will have a bearing on fuel costs for auto ancillaries. Freight rates have increased by four to five times last year, and are likely to remain at elevated levels in the near term. Supply chain uncertainties, inflation and the need for inventory stocking have led to incremental inventory requirements as well. Overall, the operating margins for auto ancillaries are likely to be impacted in the near term. Year on Year discounts are also affecting the Division's bottom-line, a typical problem faced by small and medium scale companies in the automotive space.

### **Medium-Term Strategy**

- Increase in share of business from existing business for Solenoids, Switches and FLWI (Fluid Level Warning Indicator).
- Explore opportunities for moving up the value-chain such as solenoid assemblies and reservoir.
- Increase in share of after-market business by identifying opportunities with existing customers and also adding new customers.

### **Long-Term Strategy**

- Opportunities for acquisitions, joint ventures and technical collaboration.
- Migration to new technological products such as Electronic Assemblies, Sensors and Parts for Electric Vehicles.

- Investment on new tooling, machinery, testing facility and line set-up for major products of passenger and commercial vehicle.

### **Human Resources & Industrial Relations**

The Division has implemented a structured training program at all levels to retain and improve human capital.

There were 201 employees on the rolls of the Division as on 31 March 2022.

Industrial relations at the Division have been cordial.

### **(D) HEALTHCARE BUSINESS**

#### **Industry Structure and development**

The COVID pandemic continued to pose challenges for the dental industry specially in the first half of Financial year 2021-22 when dental practices in many areas experienced brief shut-downs. However, during H2 of FY 22, patient numbers started increasing in clinics owing to the factors such as higher vaccination coverage among the general population and easing out of restrictions on travel. The demand of dental products improved considerably during Q3 & Q4 of FY 22 and is expected to grow by 8-9% in FY 23.

#### **Performance Highlight:**

The Division reported a turnover of ₹ 18.62 cr. during FY 2021-22 as compared to a turnover of ₹ 10.20 cr. during last year.

#### **Opportunities and Threats:**

The newly introduced Medical Devices Regulations in Dental Industry will ensure safety and performance of dental products and protect public health. This will further strengthen the dental industry in coming years with regulated imports of quality products and manufacturing. However, the higher compliance cost of such regulations will add up pressure on profit margins of manufacturers and importers.

#### **Outlook:**

We expect the dental industry to perform better in the coming year.

The division has drawn up Medium and Long-Term Strategies to mitigate the Threats and expand its business operations.

**Medium-Term Strategy:**

- The division has planned to conduct 14 Hands-on workshops for dentists during FY 23 to engage more customers for DPI promoted products.
- To restructure and strengthen the dealer networking for better market coverage.
- Introduction of new products (Diamond Burs) in trading business.

**Long-Term Strategy:**

- Establish R & D department to work on development of new technology products and improve the existing products.
- New product development in restorative and endodontic dentistry.

**Internal control system and adequacy:**

The corporation has adequate internal control procedures commensurate with its size and nature of business. These business control procedures ensure efficient use and protection

of the resources and also compliance with the policies, procedures and statutory requirements. The internal control systems provide for well documented guidelines, authorization and approval procedures. The corporation carries out audit through external agencies throughout the year. The prime objective of such audit is to test the adequacy and effectiveness of all internal controls lay down by the management and to suggest improvements.

**Human Resources:**

The corporation regards human resources as a valuable asset. The company evaluates performance of all employees on quarterly basis. Key result areas of all employees have been well defined. The corporation has initiated incentive schemes for all employees to reward exceptional performance. The training needs of all employees are periodically assessed and training programs are conducted using internal resources and also by engaging external trainers/facilitators.

**(E) CHANGES IN KEY FINANCIAL RATIOS OF THE CORPORATION**

Ratios	FY 2021-22	FY 2020-21	Change (%)	Reason for change
Debtors Turnover (in times)	7.39	5.13	44.10%	Increase is on account of sale of real estate inventory contributing to increase in revenue from operations.
Inventory turnover (in times)	1.81	0.90	102.21%	Increase is on account of increase in cost of material consumed, particularly increase in base price of raw materials like copper, brass, steel and plastic compounds.
Interest service coverage ratio (in times)	1.33	1.16	14.81%	
Current Ratio (in times)	0.92	1.00	-8.36%	
Debt Equity Ratio (Net) (in times)	2.95	2.37	24.09%	
<b>Operating Profit Before Interest and Tax (%) at Segment level</b>				
Tea	-46%	-19%	136.72%	Drop in Sale Price per Kg
Coffee	17%	-12%	-233.98%	Sale of Timber
Healthcare	7%	2%	198.52%	FY 2020-21 was impacted on account of Covid - 19
Electromags	4%	2%	81.31%	
Investments	15%	21%	-29.97%	Mainly on account of lower Dividend from Foreign Subsidiaries
Net Profit Margin (%)	2.91%	1.35%	115.84%	Variance is majorly on account of profit recorded on sale of real estate inventory.

**Cautionary Statement:**

Statements in the Management Discussion and Analysis describing the Corporation's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expected or implied. Important factors that could make a difference to the Corporation's operations include economic conditions affecting demand/and overseas markets in which the Corporation operates, changes in the Government regulations, tax laws, vagaries of nature and other incidental factors.

**BUSINESS RESPONSIBILITY REPORT****[under Regulation 34(2)(f) of the SEBI(LODR)Regulations,2015]****SECTION A : GENERAL INFORMATION ABOUT THE COMPANY**

1	Corporate Identity Number(CIN) of the Company	L99999MH1863PLC000002	
2	Name of the Company	The Bombay Burmah Trading Corporation, Limited	
3	Registered Address	9, Wallace Street, Fort, Mumbai 400001.	
4	Website	<a href="http://www.bbtcl.com">www.bbtcl.com</a>	
5	Email id	writetous@bbtcl.com	
6	Financial Year reported	2021-2022	
7	Sector(s) that the Company is engaged in	Industry Code	Sector(s)
			Plantation
		1271	a) Tea
		1272	b) Coffee
		29301 & 29304	Auto Electric Components
		32501	Healthcare
8	List three key products/ services that the Company manufactures/ provides	Tea, Coffee, Auto Electric Components, Dental Products	
9	Total number of locations where business activity is undertaken by the Company: (a) Number of International locations (provide details of major 5); (b) Number of National locations.	(a) Two International Locations (i) Usambara Group, Marvera & Herkulu Estate, P.O. Box 22, Soni, Tanzania. (ii) Suite 628, 6 <sup>th</sup> Floor Pan Global Plaza Jalan Wong Ah Fook 80000, Johor Bahru, Malaysia. (b) Seven National locations: details are provided under 'General Shareholders' Information' in the Corporate Governance Report.	
10	Markets served by the Company: Local/State/ National/ International	The products of the Corporation have national and international presence	

**SECTION B : FINANCIAL DETAILS OF THE COMPANY**

1	Paid up Capital (INR)	₹ 1395.44 Lakhs
2	Total Turnover (INR)	₹ 41,187.64 Lakhs
3	Total Profit /(Loss) after taxes (INR)	₹ 989.03 Lakhs
4	Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	₹ 10.96 Lakhs; Percentage 'Nil' in view of substantial losses.
5	List of activities in which expenditure in 4 above has been incurred.	As per Item no (x) of Schedule VII of the Companies Act, 2013 covered under Rural Development projects: (a) Maintenance of Roads through the Estates at Mudis, Dunsandle and Singampatti for public use; (b) Maintenance of residential quarters and water supply to these quarters used by Government authorities on the plantations

## SECTION C : OTHER DETAILS

1	Does the Company have subsidiary/ subsidiaries	Yes
2	Do the subsidiary companies participate in the Business Responsibility initiatives of the parent Company? If yes, then indicate the number of such subsidiary companies	No; the subsidiaries undertake their own BR initiatives as applicable and appropriate.
3	Do any other entity/ entities( eg suppliers/ distributors etc.) that the company does business with participate in the Business Responsibility activities of the Company? If yes, then indicate the percentage of such entity/ entities.[less than 30%, 30%-60%, more than 60%]	Corporation engages with its stakeholders through its BR initiatives as appropriate

## SECTION D: BR INFORMATION

1	(a) Details of Director/Directors responsible for Business Responsibility	Mr. Ness N. Wadia DIN: 00036049 Designation: Managing Director
2	(b) Details of the Business Responsibility Head	Mr. N H Datanwala, Designation: Chief Financial Officer Telephone No.: 22197101 Email id: investorservices@bbtcl.com

### 2. Principle-wise (as per NVGs) BR Policy/ Policies

The National Voluntary Guidelines (NVGs) on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are :

P1 : Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

P2 : Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

P3 : Businesses should promote the well being of all employees.

P4 : Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

P5 : Businesses should respect and promote human rights.

P6 : Businesses should respect, protect and make efforts to restore the environment.

P7 : Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

P8 : Businesses should support inclusive growth and equitable development.

P9 : Businesses should engage with and provide value to their customers and consumers in a responsible manner.

**(a) Details of Compliances ( Reply in Y/N)**

Sr. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have policies for	√	√	√	√	√	√	√	√	√
2	Has the policy being formulated in consultation with the relevant stakeholders?	Yes								
3	Does the policy confirm to any national / international standards? If yes, specify? (50 words)	The policies confirm to National and International Standards as applicable.								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Policies mandated under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are approved by the Board and other policies are approved by the Managing Director or Business Heads of the various Divisions.								
5	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	The Corporation has CSR Committee, Audit Committee and other Committees and also adequate internal control systems to oversee the implementation of policies.								
6	Indicate the link for the policy to be viewed online?	All our policies are made available to respective stakeholders. Most of our policies are available on the Company's website at <a href="http://www.bbtcl.com">www.bbtcl.com</a>								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, wherever applicable.								
8	Does the company have in-house structure to implement the policy/policies.	Yes								
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Yes, wherever appropriate.								
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Yes, wherever appropriate								

Links to the Corporation's Policies: [www.bbtcl.com](http://www.bbtcl.com)

**(b) If answer to the question at serial no. 1 against any principle is 'No', please explain why:** Not Applicable

**3. Governance related to Business Responsibility(BR)**

**(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year :**

The BR performance is assessed annually.

**(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?**

The BR is published in Annual Report and disclosed on the website of the Corporation [www.bbtcl.com](http://www.bbtcl.com).

**SECTION E : PRINCIPLE-WISE PERFORMANCE**

**Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability**

**1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs / Others?**

The Corporation abides by the Wadia Group Code of Conduct which strives for transparency and fairness in all business dealings. Good Corporate Governance has been an integral part of the running of businesses within the Wadia Group much before it became legally enforceable.

The Wadia Code of Conduct outlines the principles, policies and laws that govern the activities of the Corporation and which the employees of the Corporation must adhere to. The Code is circulated to all employees and Directors and others associated with the business of the Company and offers guidance for professional conduct.

Annual affirmations are taken from all Directors, Business Heads, Key Managerial Personnel and senior employees.

Further, the Corporation has adopted the Whistle Blower Policy to provide a mechanism for employees and Directors to approach Chairman of the Audit Committee for reporting genuine concerns. The Code of Business Conduct and Whistle Blower Policy provide a platform for reporting unethical behavior, fraud and actual or potential violation of the Code.

The Corporation also has in place Policy on Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) to maintain a work environment free from any form of discrimination or conduct which

can be considered as harassing, coercive or disruptive.

The Code of Conduct for Suppliers outlines the policies for suppliers to follow. An affirmation is obtained from the Supplier during commencement of business relations in the Plantations.

**2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

During the past financial year, no complaint was received from any stakeholder under the Code of Conduct.

**Principle 2 : Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.**

**1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities :**

The Corporation has Tea and Coffee Plantations spread over four groups of Estates in Tamil Nadu and Karnataka. The Corporation is certified under the international codes of Fairtrade, Rainforest Alliance, UTZ and Organic agriculture which ensure that environmental and social concerns are taken care of. Domestically also Trustea certification has been obtained which evaluates the social, economic, agronomical, environmental performance of Indian Tea estates. FSSAI licenses for factories have also been obtained.

The Corporation is engaged in the manufacturing of Solenoids, Switches, Electronic parts and Slip rings at its Electromags Division in Chennai. In plating process harmful substances are avoided and in soldering process, the Division uses lead free solder material for major part of its operations.

**2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):**

**Details of resource utilization for Tea & Coffee are as under:**

**Tea**

- Raw material to finish product conversion ratio : 25.90 %
- Energy units consumed per kg of Made tea : 0.74 units
- Firewood consumed per kg of Made tea : 2.08 kg
- Coal consumed per kg of Made tea: 1.27 kg

**Coffee**

- Raw material to finish product conversion ratio: Arabica 18.50%, Robusta 21.50%
- Energy units consumed per kg of clean coffee: 0.14 Units
- Firewood consumed per kg of clean coffee: 0.92 kgs

**Electromags** consumption of resources per month are as under:

- Energy – 1,47,384 units
- Water – 6,52,600 liters.

**3. Does the Company have procedures in place for sustainable sourcing (including transportation)?**

Yes

**4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?**

The Corporation's bought leaf operations (procuring tea leaf) and outsourcing coffee beans from small growers and local producers provide them ready market for their produce and also improve their capabilities.

**5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

The Corporation has set up the Bio- gas Plant and a Water treatment plant at

Elkhill Estates, Coorg at Karnataka. These plants recycles waste water for removal of effluents and also produces bio-gas using coffee mucilage from the coffee processing plant.

The Electromags Division has a mechanism to recycle copper and thermoplastic materials in excess of 10% at its operating units.

**Principle 3: Businesses should promote the well being of all employees.**

The Corporation believes that it is the knowledge, expertise and passion of its employees that puts any Company in the growth trajectory. Towards this objective, the Corporation provides a work environment that is free from any discrimination or harassment, promotes individual and collective growth and has adopted various policies, procedures and manuals for the protection and welfare of its employees. The Corporation is a Fairtrade Producer thereby ensuring optimum wages and safe working environment

1. Total number of employees: 3,087
2. Total number of employees hired on temporary/contractual/casual basis: 1,514
3. Number of permanent women employees: 1,825
4. Number of permanent employees with disabilities: 23
5. Do you have an employee association that is recognized by management :  
Yes
6. What percentage of your permanent employees is members of this recognized employee association:  
52%
7. Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year :Nil
8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?



- Permanent Employees: **90%**
- Permanent Women Employees: **90%**
- Casual/Temporary/Contractual Employees: **90%**
- Employees with Disabilities: **100%**

**Principle 4 : Businesses should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.**

The Corporation aims to meet the expectations of all its stakeholders that include shareholders, consumers, employees, farmers and various service providers. The Corporation understands the needs of its stakeholders and develops the action plans to fulfil them while achieving its business goals.

The Corporation also has in place an investor grievance redressal system which ensures the protection of interests of the shareholders and employees. The website of the Corporation contains details of its products, business, financial information, and other statutory disclosures.

**1. Has the company mapped its internal and external stakeholders?**

Yes

**2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders. :**

Yes, the Corporation is committed to engaging with all its employees, business associates, customers and communities who may be disadvantaged, vulnerable or marginalized.

**3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.**

The Corporation has founded the Bombay Burmah Plantation Welfare Trust to provide education, medical care, pension, provision and maintenance of public utilities and to generally work towards the upliftment and

promotion of welfare of past and present employees of the Plantations Division and the general public at the Estates.

**Principle 5 : Businesses should respect and promote human rights.**

The Corporation's approach to uphold and promote Human Rights is underlined by the Code of Business Conduct, Whistle Blower Policy, Policy on Sexual Harassment at workplace (Prevention, Prohibition and Redressal) and a host of other employee-welfare policies

**1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?**

Code of Business Conduct extends to employees and other who work with or represent the Division directly or indirectly. The Policy on Sexual Harassment at workplace (Prevention, Prohibition and Redressal) is applicable to all employees including contractual employees, trainees, consultants etc. Committee is formed at Head office level with sub committees at locations.

The Corporation is a Fairtrade Producer and the Fairtrade premium received by it goes into a community fund for workers and farmers to improve their social, economic and environmental conditions.

**2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?**

During the year, the Corporation has not received any complaint with respect to violation of human rights.

**Principle 6 : Businesses should respect, protect and make efforts to restore the environment.**

The Corporation understands its responsibility towards environment and has taken various steps to reduce energy consumption as well as improving energy efficiency and conservation. Details are provided in the Annexure A to the Board's Report.



**1. Does the policy related to Principle 6 cover only the company or extends to the Group/ Joint Ventures/Suppliers/Contractors/ NGOs/others:**

The Corporation adheres to all statutory compliances with respect to Environment, Health and Safety requirements.

**2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.**

Initiatives taken by the Corporation include Rainwater harvesting, conversion of effluents into bio-methane gas and recycling of waste water from coffee processing plant

**3. Does the company identify and assess potential environmental risks?**

Sustainable development is at the core of the Corporation's operations which is also outlined in the Environment, Health and Safety Practices. The Corporation follows sound environmental management practices across all its manufacturing units to assess and address potential environmental risks.

**4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

- The Plantation Division of the Corporation (Tea & Coffee Estate) based in Tamilnadu and Karnataka is a carbon sink with two storied canopies of trees in coffee which is extremely bird friendly and supports a variety of flora and fauna.
- As a part of clean development mechanism, the Corporation provides workforce at Mudis and Elkhill estates with high efficiency smokeless stoves to replace cooking stoves using woodfire.
- The Bio-methanisation plant at Coffee estates converts effluents into bio-methane gas which can replace use of Liquid Petroleum Gas.
- Windmills near Singampatti Group in Tamilnadu generates energy which used

to set off 70 - 75% of the electricity costs for the production of tea.

- The plant protection code as stipulated by the Tea Board is followed strictly for safe usage of plant protection products and adherence to safety standards for production of safer, healthier and more environmentally friendly Tea. Towards this, the Company is Trustea certified which is an Indian sustainability code and verification system for the tea sector.

**5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.**

Yes

Please refer Annexure A of Conservation of Energy, Technology Absorption, Foreign Exchange earnings & outgo.

**6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?**

As per the Corporation's monitoring and measurement, all applicable statutory requirements with respect to emissions/waste are complied with.

**7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.**

The Corporation did not receive any show cause/ legal notices from CPCB/SPCB which are pending as on end of the FY 2021-22.

**Principle 7 : Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.**

**1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:**

Yes

The Corporation is a member of various trade and industrial associations like BCCI, CII, ACMA, UPASI, IWPA, APA, PAT etc. The

Corporation is also certified as a Fairtrade, Rainforest and Organic Producer.

**2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas ( drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others) :**

The Corporation is actively represented in organisations like UPASI (United Planters' Association of South India), PAT (Plantation Association of Tamil Nadu) and KPA (Karnataka Planters Association) and CPA (Codagu Planter's Association). However, the Corporation prefers to be part of the broader policy development process and does not practice lobbying on any specific issue.

**Principle 8 : Businesses should support inclusive growth and equitable development.**

The Corporation supports the principle of inclusive growth and equitable development through its core business activities and through its CSR initiatives.

**1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.**

**Medical Services offered by the Company:**

In addition to the free medical services provided by well maintained and professionally manned hospitals at our Tea Estates, the following services are also provided to the community:

- Regular cancer detection camps, referrals and subsequent cost of medicines and treatment.
- Post renal transplant – Medicines and inpatient services provided
- Physiotherapy

**Equal Opportunities**

Recognized and elected worker members form part of an Estate Works Committee, which has an equal representation of

males and females. Grievances and suggestions recorded are discussed with the Management and action taken where required.

The Corporation follows a "No gender discrimination" and " Equal pay for equal work" policy

**Social Services:**

Each Group provides well maintained buildings for Government aided schools to be run. Education is up to the 8<sup>th</sup> standard and mid meals are provided to the students. The main school has a computer center sponsored by the Fairtrade premiums.

Creches along with meals are provided to care for children of parents attending work.

**CSR activity:**

CSR initiatives are part of the business process of the Corporation. Details of CSR initiatives are provided in Annexure B to the Board's Report.

**2. Are the programmes/projects undertaken through in-house team/own foundation/ external NGO/government structures/any other organization?**

The initiatives are undertaken through in-house team.

**3 Have you done any impact assessment of your initiative?**

The CSR activities are placed before the CSR Committee for its review and assessment.

**4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?**

₹ 10.96 Lakhs in FY 2021 -22; details are provided in Annexure B to the Board's Report.

**5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.**

The Corporation's CSR activities are of ongoing nature and hence are continuously benefiting the community at large.

**Principle 9 : Businesses should engage with and provide value to their customers and consumers in a responsible manner**

**1. What percentage of customer complaints/ consumer cases are pending as on the end of financial year.**

The Corporation endeavours to resolve customer complaints, if any, as and when they are received.

**2. Does the company display product information on the product label, over and above what is mandated as per local laws?**

The Corporation displays product related information that is required as per extant laws.

**3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.**

None

**4. Did your company carry out any consumer survey/ consumer satisfaction trends?**

The Corporation carries out customer satisfaction surveys periodically and the results are shared with the relevant stakeholders to take necessary action.

Dated: 14<sup>th</sup> July 2022

## INDEPENDENT AUDITORS' REPORT

### To the Members of

### The Bombay Burmah Trading Corporation, Limited

### Report on the Audit of the Standalone Financial Statements

#### Opinion

1. We have audited the accompanying standalone financial statements of **The Bombay Burmah Trading Corporation, Limited** (the 'Company'), which comprise the Standalone Balance Sheet as at 31 March 2022, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information, in which are included the returns for the year ended on that date audited by the branch auditor of the Company's branch located at Usambara in Tanzania.
2. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the report of the branch auditor as referred to in paragraph 15 below, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its profit (including Other Comprehensive Loss), its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone 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 and that obtained by the branch auditor, in terms of their report referred to in paragraph 15 of the Other Matter section below is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, and based on the consideration of the reports of the branch auditors as referred to paragraph 15 below, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

The key audit matter	How the matter was addressed in our audit
<p><b>Revenue recognition – Holding Company</b></p> <p>Refer note 1E and note 26 of the standalone financial statements.</p> <p>The Company is primarily involved in manufacturing and sale of Automotive Electric Components, Tea, Coffee and Dental Products and during the current year it also had sale of real estate property.</p> <p>Owing to the multiplicity of the Company's products of different nature and varied terms of contracts with customers, in line with the requirements of the Standards on Auditing, revenue is determined to be an area involving significant risk and hence, requiring significant auditor attention.</p> <p>The Company and its external stakeholders focus on revenue as a key performance metric, and this could create an incentive for revenue to be overstated or recognised before the control has been transferred.</p> <p>Considering the amount involved, large number of transactions and diverse nature of the revenue streams, revenue recognition is considered as a key audit matter for the current year audit.</p>	<p><b>Our audit procedures included, but were not limited, to the following:</b></p> <ul style="list-style-type: none"> <li>Assessed the appropriateness of revenue recognition accounting policies of the Company including those related to rebates and trade discounts, by evaluating the compliance with the applicable Ind AS.</li> <li>Evaluated the design and tested the operating effectiveness of the relevant internal financial controls with respect to recognition and measurement of revenue including general and specific information technology controls.</li> <li>Performed substantive testing on samples selected from revenue transactions recorded during the year by testing the underlying documents including contracts, invoices, goods dispatch notes, shipping documents and customer receipts, wherever applicable.</li> <li>Performed cut off procedures, on sample basis for the period before and after the year end by testing the underlying documents and ensured that the revenue is recognised in the correct period.</li> <li>Tested, on a sample basis, the appropriateness of journal entries impacting revenue, as well as other adjustments made in the preparation of the standalone financial statements with respect to revenue recognition of Company including specific journals posted manually directly to revenue.</li> <li>Performed analytical review procedures on revenue recognised during the year to identify any unusual and/or material variances.</li> <li>Performed confirmation procedures on selected balances outstanding as at the year end.</li> <li>Evaluated the appropriateness of disclosures made in the standalone financial statements with respect to revenue recognised during the year as required by applicable Ind AS.</li> </ul>
<p><b>Litigations and contingent liabilities - Singampatti tea estate</b></p> <p>Refer note 41 of the standalone financial statements.</p> <p>The Holding Company has been carrying on its plantation activities at Singampatti tea estate, Tamil Nadu under a lease arrangement since 1929. During an earlier year, the Commissioner of Land Administration in Tamil Nadu passed an order cancelling the lease alleging violation of conditions with regard to clearing of certain areas.</p> <p>During the earlier years, the authorities raised demands for lease rentals of the leased land retrospectively from 1958 to 2019 amounting to ₹ 23,192.58 lakhs.</p>	<p><b>Our audit procedures included, but were not limited, to the following:</b></p> <ul style="list-style-type: none"> <li>Obtained an understanding of the management's process for identification of legal matters, outcome of the litigations, assessment of accounting treatment for each of such litigated matter identified under Ind AS 37 and for measurement of amounts involved.</li> <li>We evaluated the design and tested the operating effectiveness of relevant internal financial controls with respect to the litigations.</li> <li>We obtained an understanding of the aforesaid litigation matter and discussed the key developments during the year with the management.</li> </ul>

The key audit matter	How the matter was addressed in our audit
<p>The Company had challenged the above orders by filing a writ petition before the Hon'ble Madras High Court which was admitted and an interim relief restraining the Government from taking any action was granted by the Court.</p> <p>We focused on this area as the eventual outcome of the litigations is uncertain and the positions taken by the management are based on the application of the significant judgement and reliance on legal opinions obtained. Accordingly, unexpected adverse outcomes may significantly impact the operations of the Holding Company and hence it has been considered as a key audit matter.</p>	<ul style="list-style-type: none"> <li>• Obtained and reviewed the necessary evidence which includes correspondence with external legal counsel, and statutory authorities, inspected minutes of case proceedings available, to support the decision and rationale of the litigation matter and writ petition filed by the Company in relation to this matter. We also tested the independence, objectivity and competence of management's expert involved.</li> <li>• Obtained a direct confirmation from the management's expert to ensure that the accounting treatment of this litigation matter is in accordance with the applicable Ind AS.</li> <li>• Evaluated the appropriateness of disclosures made in the consolidated financial statements with respect to the aforesaid litigation matter in accordance with the requirements of the applicable Ind AS.</li> </ul>
<p><b>Related party transactions</b></p> <p>Refer note 48 of the standalone financial statements.</p> <p>The Company has entered into several transactions with related parties during the year ended 31 March 2022 and has outstanding balances from related parties as at the year end.</p> <p>We identified related party transactions as a key audit matter due to the risks identified with respect to related completeness of disclosures made in the standalone financial statements due to the volume of such transactions, recoverability of the balances outstanding, compliance with statutory regulations governing related party transactions and the judgement involved in assessing whether transactions with related parties are undertaken at arms' length.</p>	<p><b>Our audit procedures included, but were not limited, to the following:</b></p> <ul style="list-style-type: none"> <li>• Obtained an understanding of management's processes and controls to record and evaluate related party transactions.</li> <li>• Evaluated the design and tested operating effectiveness of the relevant internal financial controls to identify and disclose related party relationships and transactions and ensuring compliance with statutory requirements, assessing recoverability of the amount due from the related parties.</li> <li>• Carried out an assessment of compliance with the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulation") and the Act, including authorisation and approvals as specified in sections 177 and 188 of the Act with respect to the related party transactions, as applicable.</li> <li>• On sample basis, inspected relevant ledgers, agreements and other information that may indicate the existence of related party relationships or transactions. We also assessed the completeness of related parties with reference to the various registers maintained in accordance with applicable statute and declarations maintained by the Company's management.</li> <li>• Verified the management's assessment of recoverability of dues from related parties by reference to underlying supporting documents, valuation of underlying assets of such entities and settlement of such transactions subsequent to the balance sheet date.</li> <li>• On a sample basis, tested the Company's assessment of related party transactions for arms' length pricing with the help of auditor's experts.</li> <li>• Evaluated the adequacy and appropriateness of disclosures made in the standalone financial statements of related party relationships and transactions in accordance with the requirements of applicable Ind AS.</li> </ul>

**Information other than the Standalone Financial Statements and Auditor's Report thereon**

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
8. In preparing the standalone financial statements, the 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 intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

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

10. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing 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.
11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls;
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
  - Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
  - Obtain sufficient appropriate audit evidence regarding the standalone financial statements of the Company and its branches or the business activities within the Company to express an opinion on the standalone financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of the Company and such branches included in the standalone financial statements, of which we are the independent auditors. For the other branch included in the standalone financial statements, which have been audited by the branch auditor, such branch auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
12. 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.
13. 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.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matter**

15. We did not audit the financial information of one branch included in the standalone financial statements of the Company whose financial information (before eliminating inter-unit balances and transactions) reflects total assets and net assets of ₹ 352.72 lakhs and ₹ 197.72 lakhs, respectively as at 31 March 2022, total revenues of ₹ 412.76 lakhs, total net loss after tax of ₹ 308.26 lakhs, total comprehensive loss of ₹ 307.19 lakhs, and cash outflows (net) of ₹ 39.28 lakhs for the year then ended, as considered in the standalone financial statements. This financial information has been audited by the branch auditor whose report has been furnished to us by the management, and our opinion on the standalone financial statements, in so far as it relates to the amounts and disclosures included in respect of branch, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid branch, is based solely on the report of such branch auditor.



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

Our opinion above on the standalone financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the report of the branch auditor.

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

16. As required by section 197(16) of the Act based on our audit, and on the consideration of the report of the branch auditor as referred to in paragraph 15 above, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
17. 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 – I, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
18. Further to our comments in Annexure - I, as required by section 143(3) of the Act based on our audit, and on the consideration of the report of the branch auditor as referred to in paragraph 15 above, 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 purpose of our audit of the accompanying standalone financial statements;
  - 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 and proper return adequate for the purposes of our audit has been received from the branch not visited by us;
  - c) The report on the accounts of the branch office of the Company audited under section 143(8) of the Act by the branch auditor has been sent to us and have been properly dealt with by us in preparing this report;
  - d) The standalone financial statements dealt with by this report are in agreement with the books of account and with the return received from the branch not visited by us;
  - e) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
  - f) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of section 164(2) of the Act;
  - g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company as on 31 March 2022 and the operating effectiveness of such controls, refer to our separate Report in Annexure - II wherein we have expressed an unmodified opinion; and
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the branch auditor as referred to in paragraph 15 above:

## The Bombay Burmah Trading Corporation, Limited

- i. The Company, as detailed in note 41 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2022;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2022;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2022;
- iv.
  - a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 53 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person or entity, including foreign entity ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (the 'Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
  - b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 53 to the standalone financial statements, no funds have been received by the Company from any person or entity, including foreign entity ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The final dividend paid by the Company during the year ended 31 March 2022 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 43 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

**For Walker Chandiok & Co LLP**

*Chartered Accountants*

Firm's Registration No.: 001076N/N500013

**Adi P. Sethna**

*Partner*

Place: Mumbai

Date: 30 May 2022

Membership No.: 108840

UDIN: 22108840AJYAC5803

**ANNEXURE – I REFERRED TO IN PARAGRAPH 18 OF THE INDEPENDENT AUDITOR'S REPORT  
OF EVEN DATE TO THE MEMBERS OF THE BOMBAY BURMAH TRADING CORPORATION,  
LIMITED ON THE STANDALONE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2022**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and based on the consideration of the reports of branch auditor, and to the best of our knowledge and belief, we report that:

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

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

- (b) The Company has a regular program of physical verification of its property, plant and equipment, right of use assets and investment property under which the assets are physically verified in a phased manner over a period of three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment, right of use assets and investment property were verified during the year and no material discrepancies were noticed on such verification.

- (c) The title deeds of all the immovable properties (including investment property) held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company, except for the following properties, for which the Company's management is in the process of getting the registration in the name of the Company:

<b>Description of property</b>	<b>Gross carrying value as at 31 March 2022 (₹ in lakhs)</b>	<b>Held in name of</b>	<b>Whether promoter, director or their relative or employee of the Company</b>	<b>Period held</b>	<b>Reason for not being held in name of Company</b>
Freehold Land	806.43	Electromags Automotives Product Private Limited	No	Since merger i.e., 2012	Transfer is pending, post amalgamation
Buildings	260.16	Electromags Automotives Product Private Limited	No	Since merger i.e., 2012	

- (d) The Company has not revalued its Property, Plant and Equipment and Right of Use assets or intangible assets during the year.

- (e) As per explanation and representations provided, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause 3(i)(e) of the Order is not applicable to the Company.

- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and inventory lying with third parties. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed. In respect of inventory lying with third parties, these have substantially been confirmed by the third parties.

## The Bombay Burmah Trading Corporation, Limited

- (b) The Company has a working capital limit in excess of Rs 5 crore sanctioned by banks based on the security of current assets. The quarterly returns/statements, in respect of the working capital limits have been filed by the Company with such banks and such returns/statements are in agreement with the books of account of the Company for the respective periods which were subject to audit/review, except for disclosed in note 53 (b) of standalone financial statements

- (iii) (a) The Company has provided loans to subsidiaries, associates and other entities as per details given below:

Particulars	Loans and advances in the nature of loans (₹ in lakhs)
<b>Aggregate amount during the year</b>	
- Subsidiaries	3,100 (Subsidiaries)
- Associates	61,150 (Associate)
- Others	Nil (Others)
<b>Balance outstanding as at balance sheet date</b>	
- Subsidiaries	1,500 (Subsidiaries)
- Associates	46,000 (Associate)
- Others	Nil (Others)

Further, no guarantee or security has been given to subsidiaries, associates or other entities during the year.

- (b) In our opinion, and according to the information and explanations given to us, the investments made and terms and conditions of the grant of all loans and advances in the nature of loans, prima facie, not prejudicial to the interest of the Company. Further, no guarantees are provided, and no security has been given by the Company during the year.
- (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts of principal and interest are regular.
- (d) There is no overdue amount in respect of loans or advances in the nature of loans granted to such companies or other parties.
- (e) The Company had granted loans which had fallen due during the year and were repaid on or before the due date. Further, no fresh loans were granted to any party to settle the overdue loans.
- (f) The Company has not granted any loan, which is repayable on demand or without specifying any terms or period of repayment.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Act in respect of loans, investments, guarantees and security, as applicable.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there is no amount which has been considered as deemed deposit within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has specified maintenance of cost records under sub-section (1) of section 148 of the Act in respect of the products of the Company. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii)(a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross Amount (₹ in lakhs)	Amount paid under Protest (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income Tax Act, 1961	Income tax	86.48	86.48	A.Y 2017-18	CIT (A), Mumbai	NA
Income Tax Act, 1961	Income tax	3.48	-	A.Y 2005-06	Assistant Commissioner Thiruvanniyur Assessment Circle	NA
Income Tax Act, 1961	Income tax	0.37	-	A.Y 2006-07	Assistant Commissioner Thiruvanniyur Assessment Circle	NA
Income Tax Act, 1961	Income tax	0.87	-	A.Y 2009-10	Assistant Commissioner Thiruvanniyur Assessment Circle	NA
Income Tax Act, 1961	Income tax	1.80	-	A.Y 2011-12	Assistant Commissioner Thiruvanniyur Assessment Circle	NA
CST Act, 1956	Custom & sales tax	1.72	-	A.Y 2011-12	Assistant Commissioner Thiruvanniyur Assessment Circle	NA
CST Act, 1956	Custom & sales tax	7.47	-	A.Y 2012-13	Assistant Commissioner Thiruvanniyur Assessment Circle	NA

(viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been recorded in the books of accounts.

(ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us including confirmations received from banks and representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.

- (c) In our opinion and according to the information and explanations given to us, money raised by way of term loans were applied for the purposes for which these were obtained.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have not been utilised for long term purposes.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates.
- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries or associate companies.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the period covered by our audit.
- (b) No report under section 143(12) of the Act has been filed with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- (xiv)(a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system as required under section 138 of the Act which is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with them and accordingly, provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3(xvi) a),(b) and (c) of the Order is not applicable to the Company.

Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) has only one CIC as part of the Group.

- (xvii) The Company has not incurred any cash loss in the current as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanations given to us, although the Company fulfilled the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, however, in the absence of average net profits in the immediately three preceding years, there is no requirement for the Company to spend any amount under sub-section (5) of section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

**For Walker Chandiok & Co LLP**

*Chartered Accountants*

Firm's Registration No.: 001076N/N500013

**Adi P. Sethna**

*Partner*

Place: Mumbai

Date: 30 May 2022

Membership No.: 108840

UDIN: 22108840AJYAE5803

**ANNEXURE - II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS  
OF THE BOMBAY BURMAH TRADING CORPORATION, LIMITED ON THE STANDALONE  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022**

**Independent Auditor's Report on the internal financial controls with reference to the standalone financial statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (the 'Act')**

1. In conjunction with our audit of the standalone financial statements of The Bombay Burmah Trading Corporation, Limited (the 'Company') as at and for the year ended 31 March 2022, we have audited the internal financial controls with reference to standalone financial statements of the Company as at that date.

**Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

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

**Auditor's Responsibilities for the Audit of the Internal Financial Controls with Reference to Standalone Financial Statements**

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements includes 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 standalone financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditor in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to standalone financial statements.

**Meaning of Internal Financial Controls with Reference to Standalone Financial Statements**

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



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 standalone financial statements.

#### **Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements**

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

#### **Opinion**

8. In our opinion, and based on the consideration of the report of the other auditor on internal financial controls with reference to financial statements of a branch referred to in the Other Matter paragraph below, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such controls were operating effectively as at 31 March 2022, based on the IFC criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

#### **Other Matter**

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to one overseas branch of the Company, which is a company covered under the Act, whose standalone financial information reflect total asset of ₹ 352.72 lakhs and net assets of ₹ 197.72 lakhs as at 31 March 2022, total revenue of ₹ 412.76 lakhs and net cash outflow (net) of ₹ 39.28 lakhs for the year ended on that date, as considered in the standalone financial statements. The internal financial controls with reference to financial statements insofar as it relates to such branch has been audited by an other auditor whose report has been furnished to us by the management, and our report on the adequacy and operating effectiveness of the internal financial controls with reference to standalone financial statements for the Company, as aforesaid, under section 143(3)(i) of the Act in so far it relates to such branch, is based solely on the report of the auditors of such branch. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the report of the other auditor.

**For Walker Chandiok & Co LLP**

*Chartered Accountants*

Firm's Registration No.: 001076N/N500013

**Adi P. Sethna**

*Partner*

Place: Mumbai

Date: 30 May 2022

Membership No.: 108840

UDIN: 22108840AJYAE5803

# The Bombay Burmah Trading Corporation, Limited

## STANDALONE BALANCE SHEET AS AT 31 MARCH 2022

	Note	₹ in Lakhs, unless otherwise stated As at 31 March 2022	As at 31 March 2021
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	2.a	11,743.39	11,661.23
Capital work-in-progress	2.b	1,147.03	1,320.01
Investment property	2.c	8.80	9.24
Other intangible assets	2.d	28.46	22.87
Intangible assets under development	2.e	124.77	124.77
Investment in subsidiaries and associates	3	40,796.08	40,466.84
<b>Financial assets</b>			
(i) Investments	4	3,852.60	5,217.83
(ii) Loans	5	154.50	96.31
(iii) Other financial assets	6	191.04	219.68
Deferred tax assets (net)	7	221.37	861.33
Current Income tax assets (net)		251.92	819.14
Other non current assets	8	182.64	371.67
<b>Total non-current assets</b>		<b>58,702.60</b>	<b>61,190.92</b>
<b>CURRENT ASSETS</b>			
Inventories	9	6,208.16	8,592.46
Biological assets other than bearer plants	10	78.30	181.03
<b>Financial assets</b>			
(i) Trade receivables	11	4,724.02	4,346.86
(ii) Cash and cash equivalents	12	8,959.87	5,370.54
(iii) Bank balances other than (ii)above	13	77.33	86.03
(iv) Loans	14	47,967.61	50,845.49
(v) Other financial assets	15	964.78	1,578.96
Other current assets	16	2,498.83	2,408.30
<b>Total current assets</b>		<b>71,478.90</b>	<b>73,409.67</b>
<b>TOTAL ASSETS</b>		<b>130,181.50</b>	<b>134,600.59</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	17	1,396.27	1,396.27
Other equity		19,725.20	21,550.55
<b>Total equity</b>		<b>21,121.47</b>	<b>22,946.82</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
<b>Financial liabilities</b>			
(i) Borrowings	18	30,474.87	37,967.35
(ii) Lease liabilities	37	114.70	134.06
(iii) Other financial liabilities	19	0.60	0.60
Provisions	20	568.72	232.17
<b>Total non-current liabilities</b>		<b>31,158.89</b>	<b>38,334.18</b>
<b>CURRENT LIABILITIES</b>			
<b>Financial liabilities</b>			
(i) Borrowings	21	70,625.74	66,336.74
(ii) Lease liabilities	37	28.63	58.15
(iii) Trade payables	22		
(a) Total outstanding dues of micro enterprises and small enterprises		370.36	436.06
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,979.20	1,943.85
(iv) Other financial liabilities	23	3,474.49	3,394.18
Other current liabilities	24	694.83	752.53
Provisions	25	727.89	398.08
<b>Total current liabilities</b>		<b>77,901.14</b>	<b>73,319.59</b>
<b>Total liabilities</b>		<b>109,060.03</b>	<b>111,653.77</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>130,181.50</b>	<b>134,600.59</b>

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

This is the standalone balance sheet referred to in our report of even date

For **Walker Chandio & Co LLP**  
Chartered Accountants  
Firm's Registration No: 001076N/N500013

**Adi P. Sethna**  
Partner  
Membership No: 108840

**Dr. Yashwant Thorat**  
Director  
DIN : 00135258

For and on behalf of the Board of Directors  
**The Bombay Burmah Trading Corporation, Limited**  
CIN : L99999MH1863PLC000002

**Ness Wadia**  
Managing Director  
DIN : 00036049

**Nusli N. Wadia**  
Chairman  
DIN : 00015731

**Gauri Kirloskar**  
Director  
DIN : 03366274

**Rajesh Batra**  
Director  
DIN : 00020764

**Dr. Minnie Bodhanwala**  
Director  
DIN : 00422067

**Vinesh Kumar Jairath**  
Director  
DIN : 00391684

**Sanjay Kumar Chowdhary**  
Company Secretary

**N H Datanwala**  
Chief Financial Officer

Place : Mumbai  
Dated : 30 May, 2022

**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2022**

		₹ in Lakhs, unless otherwise stated	
	Note	31 March 2022	31 March 2021
<b>Income</b>			
Revenue from operations	26	33,941.93	20,768.55
Other income	27	7,245.71	10,746.04
<b>Total income</b>		<b>41,187.64</b>	<b>31,514.59</b>
<b>EXPENSES</b>			
Cost of materials consumed	28	10,320.28	7,638.26
Purchases of stock-in-trade		261.43	123.48
Changes in inventories of finished goods, work-in-progress and stock-in-trade	29	2,820.63	43.14
Employee benefits expense	30	9,030.84	8,295.19
Finance costs	31	8,267.62	7,958.72
Depreciation and amortisation expense	32	920.80	870.14
Other expenses	33	7,772.52	6,206.53
<b>Total expenses</b>		<b>39,394.12</b>	<b>31,135.46</b>
<b>Profit before exceptional item and taxes</b>		<b>1,793.52</b>	<b>379.13</b>
Exceptional item	55	1,022.87	-
<b>Profit before tax</b>		<b>2,816.39</b>	<b>379.13</b>
<b>Tax expense</b>	35		
Current tax		1,125.93	34.10
Deferred tax		639.96	62.49
Tax relating to earlier period		61.47	2.16
<b>Total tax expense</b>		<b>1,827.36</b>	<b>98.75</b>
<b>Profit for the year</b>		<b>989.03</b>	<b>280.38</b>
<b>Other Comprehensive (Loss) / Income</b>			
Items that will not be reclassified subsequently to the profit or loss		(1,986.86)	118.58
Tax on above items		-	-
Items that will be reclassified subsequently to the profit or loss		9.74	6.28
Tax on above items		-	-
<b>Other Comprehensive (Loss) / Income for the year</b>		<b>(1,977.12)</b>	<b>124.86</b>
<b>Total Comprehensive (Loss) / Income for the year</b>		<b>(988.09)</b>	<b>405.24</b>
<b>Earnings per equity share (face value of ₹ 2 each)</b>			
Basic (in ₹)	34	1.42	0.40
Diluted (in ₹)	34	1.42	0.40

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

This is the standalone statement of profit and loss referred to in our report of even date

For **Walker Chandok & Co LLP**  
Chartered Accountants  
Firm's Registration No: 001076N/N500013

**Adi P. Sethna**  
Partner  
Membership No: 108840

**Dr. Yashwant Thorat**  
Director  
DIN : 00135258

For and on behalf of the Board of Directors  
**The Bombay Burmah Trading Corporation, Limited**  
CIN : L99999MH1863PLC000002

**Ness Wadia**  
Managing Director  
DIN : 00036049

**Nusli N. Wadia**  
Chairman  
DIN : 00015731

**Gauri Kirloskar**  
Director  
DIN : 03366274

**Rajesh Batra**  
Director  
DIN : 00020764

**Dr. Minnie Bodhanwala**  
Director  
DIN : 00422067

**Vinesh Kumar Jairath**  
Director  
DIN : 00391684

**Sanjay Kumar Chowdhary**  
Company Secretary

**N H Datanwala**  
Chief Financial Officer

Place : Mumbai  
Dated : 30 May, 2022

**STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>A. Cash flow from operating activities</b>		
Profit before tax	2,816.39	379.13
<b>Adjustments for non cash transactions and items considered separately:</b>		
Depreciation and amortisation expense	920.80	870.14
Assets written off	27.81	-
Allowance for doubtful advances	-	49.54
Net gain on sale of property, plant and equipment (including exceptional item)	(1,022.87)	(517.49)
Net loss/(gain) on foreign currency translation	7.32	(7.74)
Changes in fair value of biological assets other than bearer plants	103.12	(94.49)
Sundry balances written off	42.08	-
Liabilities / provisions no longer required written back / reversed	(257.60)	(154.99)
Finance cost	8,267.62	7,958.72
Interest income	(3,893.20)	(3,789.49)
Dividend income	(3,005.78)	(6,038.30)
<b>Operating profit / (loss) before working capital changes</b>	<b>4,005.69</b>	<b>(1,344.97)</b>
<b>Changes in working capital:</b>		
Inventories	2,383.91	244.04
Trade and other receivables	(482.03)	(926.89)
Trade and other payables	(178.97)	639.05
<b>Cash generated from / (used in) operating activities before taxes</b>	<b>5,728.60</b>	<b>(1,388.77)</b>
Income taxes paid (net of refund)	(620.18)	(236.78)
<b>Net cash generated from / (used in) operating activities</b>	<b>5,108.42</b>	<b>(1,625.55)</b>
<b>B. Cash flow from investing activities</b>		
Purchase of property, plant and equipment, other intangible assets	(811.17)	(1,489.73)
Proceeds from sale of property, plant and equipment	1,050.00	650.00
Investments made	(339.26)	(7,092.54)
Interest received	4,579.85	2,791.12
Dividend received	3,005.78	6,038.30
Intercompany deposits received back	67,048.00	20,150.00
Inter-company deposits placed	(64,250.00)	(62,298.00)
Refund of bank deposits (net)	8.20	237.57
<b>Net cash generated from / (used in) investing activities</b>	<b>10,291.40</b>	<b>(41,013.28)</b>
<b>C. Cash flow from financing activities</b>		
Repayment of long term borrowings	(125.00)	(16,290.30)
Long term borrowings availed	15,000.00	38,858.00
Short term borrowings repaid (net)	(7,078.48)	(18,210.64)
Inter-company deposits taken	41,500.00	71,670.00
Inter-company deposits repaid	(52,500.00)	(21,670.00)
Payment of lease liabilities (including interest)	(64.68)	(87.07)
Payment of finance cost	(7,696.90)	(6,753.31)
Payment of dividend (including dividend transferred to Investor Education Protection Fund)	(845.96)	(837.26)
<b>Net cash generated from / (used in) financing activities</b>	<b>(11,811.02)</b>	<b>46,679.42</b>
<b>Net increase in cash and cash equivalents (A + B + C)</b>	<b>3,588.80</b>	<b>4,040.59</b>
Cash and cash equivalents at the beginning of the year	5,370.54	1,329.76
Unrealised gain on foreign currency cash and cash equivalents	0.53	0.19
<b>Cash and cash equivalents at the end of the year</b>	<b>8,959.87</b>	<b>5,370.54</b>

**STANDALONE STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31 MARCH 2022 (CONTD.)**

	As at 31 March 2022	As at 31 March 2021
<b>Components of cash and cash equivalents (refer note 12)</b>		
Cash on hand	6.27	14.35
Balances with banks:		
- in current accounts	3,075.43	4,726.52
- In Exchange Earners' Foreign Currency ('EEFC') accounts	433.03	159.31
- in foreign bank accounts held by foreign branches	445.14	470.36
- in deposit accounts	5,000.00	-
<b>Total cash and cash equivalents</b>	<b>8,959.87</b>	<b>5,370.54</b>

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

The above standalone statement of cash flows has been prepared under the "Indirect Method" as set out in Ind AS 7 "Statement of Cash Flows" specified under section 133 of the Companies Act, 2013 (the 'Act').

This is the standalone statement of cash flows referred to in our report of even date

For **Walker Chandio & Co LLP**

*Chartered Accountants*

Firm's Registration No: 001076N/N500013

**Adi P. Sethna**

*Partner*

Membership No: 108840

**Dr. Yashwant Thorat**

*Director*

DIN : 00135258

For and on behalf of the Board of Directors

**The Bombay Burmah Trading Corporation, Limited**

CIN : L99999MH1863PLC000002

**Ness Wadia**

*Managing Director*

DIN : 00036049

**Nusli N. Wadia**

*Chairman*

DIN : 00015731

**Gauri Kirloskar**

*Director*

DIN : 03366274

**Rajesh Batra**

*Director*

DIN : 00020764

**Dr. Minnie Bodhanwala**

*Director*

DIN : 00422067

**Vinesh Kumar Jairath**

*Director*

DIN : 00391684

**Sanjay Kumar Chowdhary**

*Company Secretary*

**N H Datanwala**

*Chief Financial Officer*

Place : Mumbai

Dated : 30 May, 2022

**STANDALONE STATEMENT OF CHANGES IN EQUITY (SOCIE) FOR THE YEAR ENDED 31 MARCH 2022**
**(a) Equity share capital (refer note 17)**

(₹ in Lakhs (unless otherwise stated))

Particulars	For the year ended 31 March 2022		For the year ended 31 March 2021	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the reporting period	69,771,900	1,395.44	69,771,900	1,395.44
Issued during the year	-	-	-	-
Forfeited equity shares amount originally paid-up	-	0.83	-	0.83
Balance at the end of the reporting period	69,771,900	1,396.27	69,771,900	1,396.27

**(b) Other equity**

(₹ in Lakhs (unless otherwise stated))

Particulars	Reserves and Surplus				Other Comprehensive Income		Total equity
	Securities premium	Capital reserve	General reserve	Retained earnings *	Equity instruments through Other Comprehensive Income ('OCI')	Foreign currency translation reserve	
<b>Balance at 1 April 2020</b>	3,637.20	89.47	3,348.19	4,038.31	10,826.49	42.91	21,982.57
Profit for the year	-	-	-	280.38	-	-	280.38
Remeasurement of defined benefit plan	-	-	-	74.34	-	-	74.34
Changes in fair value of equity instruments through OCI	-	-	-	-	44.24	-	44.24
Exchange differences on translation of foreign operations	-	-	-	-	-	6.28	6.28
<b>Total Comprehensive Income for the year</b>	-	-	-	354.72	44.24	6.28	405.24
Dividends	-	-	-	(837.26)	-	-	(837.26)
<b>Balance as at 31 March 2021</b>	3,637.20	89.47	3,348.19	3,555.77	10,870.73	49.19	21,550.55
Profit for the year	-	-	-	989.03	-	-	989.03
Remeasurement of defined benefit plan	-	-	-	(611.61)	-	-	(611.61)
Changes in fair value of equity instruments through OCI	-	-	-	-	(1,375.25)	-	(1,375.25)
Exchange differences on translation of foreign operations	-	-	-	-	-	9.74	9.74
<b>Total Comprehensive Income for the year</b>	-	-	-	377.42	(1,375.25)	9.74	(988.09)
Dividends	-	-	-	(837.26)	-	-	(837.26)
<b>Balance as at 31 March 2022</b>	3,637.20	89.47	3,348.19	3,095.93	9,495.48	58.93	19,725.20

\* Includes gain or loss on remeasurement of defined benefit plan

**STANDALONE STATEMENT OF CHANGES IN EQUITY (SOCIE) FOR THE YEAR ENDED 31 MARCH 2022 (CONTD.)****Nature and purpose of reserves:****Securities premium**

Amount received (on issue of shares) in excess of the par value has been classified as securities premium. The reserve is utilised in accordance with the provisions of the Act.

**Capital reserve**

Any profit or loss on purchase, sale, issue or cancellation of the Corporation's own equity instrument is transferred to capital reserve.

**General reserve**

This represents appropriation of profit by the Company.

**Retained earnings**

Retained earnings comprises of current year and prior years undistributed earnings / (loss) after taxes.

**Remeasurement of defined benefit plan**

Differences between the interest income on plan assets and the return actually achieved and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans are recognised in OCI and are adjusted to retained earnings.

**Equity instruments through Other Comprehensive Income ('OCI')**

The Corporation has elected to recognise changes in the fair value of certain investments in equity securities in OCI. These changes are accumulated within the fair value through OCI ('FVOCI') equity investments reserve within equity. The Corporation transfers amount from this reserve to retained earnings when the relevant equity securities are derecognised.

**Foreign currency translation reserve**

Exchange differences arising on translation of the foreign operations are recognised in OCI as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed off.

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

This is the standalone statement of changes in equity referred to in our report of even date

For **Walker Chandio & Co LLP**  
Chartered Accountants  
Firm's Registration No: 001076N/N500013

**Adi P. Sethna**  
Partner  
Membership No: 108840

**Dr. Yashwant Thorat**  
Director  
DIN : 00135258

For and on behalf of the Board of Directors  
**The Bombay Burmah Trading Corporation, Limited**  
CIN : L99999MH1863PLC000002

**Ness Wadia**  
Managing Director  
DIN : 00036049

**Nusli N. Wadia**  
Chairman  
DIN : 00015731

**Gauri Kirloskar**  
Director  
DIN : 03366274

**Rajesh Batra**  
Director  
DIN : 00020764

**Dr. Minnie Bodhanwala**  
Director  
DIN : 00422067

**Vinesh Kumar Jairath**  
Director  
DIN : 00391684

**Sanjay Kumar Chowdhary**  
Company Secretary

**N H Datanwala**  
Chief Financial Officer

Place : Mumbai  
Dated : 30 May, 2022

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**1 Significant accounting policies, key accounting estimates and judgments**

**Corporate information**

The Bombay Burmah Trading Corporation, Limited (the 'Corporation') or 'BBTCL' is a public Corporation domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on two stock exchanges in India, BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). The Corporation's registered office is located at 9, Wallace Street, Fort, Mumbai - 400001. The Corporation was incorporated on 04 September 1863 vide certificate of incorporation number L99999MH1863PLC000002 issued by the Registrar of Companies, Mumbai, Maharashtra. The Corporation is a multi-product and multi-divisional organisation with diverse business interests - plantations (tea and coffee), auto electric components, healthcare and real estate.

**1 (A) General information and statement of compliance**

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 (the 'Act') read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and relevant amendment rules thereafter, including the presentation and disclosure requirements of Division II of Schedule III to the Act and the guidelines issued by the Securities and Exchange Board of India ('SEBI') to the extent applicable.

The revision to standalone financial statements is permitted by Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per the provisions of the Act.

All amounts included in the standalone financial statements are reported in Indian Rupees ('₹') in Lakhs unless otherwise stated and "0" denotes amounts less than one thousands rupees.

These standalone financial statements are separate financial statements of the Corporation under Ind AS 27 "Separate Financial Statements" ('Ind AS 27').

**1 (B) Basis of preparation and presentation**

**Basis of preparation**

The standalone financial statements have been prepared on a historical cost convention and on an accrual basis, except for the following material items that have been measured at as required by relevant Ind AS:

- Certain financial assets and liabilities measured at fair value (refer accounting policy on financial instruments);
- Biological assets - measured at fair value less costs to sell; and
- Defined benefit plans and other long term benefit plans

**1 (C) Key estimates and judgements**

The preparation of standalone financial statements in conformity with Ind AS requires management to make judgments, 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 a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements is included in the following notes:



**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**i) Property, plant and equipment:**

Property, plant and equipment ('PPE') represent a significant proportion of the asset base of the Corporation. The charge in respect of periodic depreciation is derived after determining an estimate of the PPE's expected useful life and the expected residual value at the end of its useful life. Depreciation of PPE is calculated on straight-line basis over the useful life estimated by the management either based on technical evaluation or those prescribed under schedule II of the Act.

**ii) Defined benefit plans:**

The cost of the defined benefit plans and the present value of the defined benefit obligations 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.

**iii) Deferred tax:**

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry forwards become deductible. The Corporation considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

**iv) Provisions:**

Provisions are recognised when the Corporation has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding defined benefit plans) are not discounted to their present value and are determined based on best estimate of the amount required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

**v) Evaluation of indicators for impairment of assets:**

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

**vi) Biological assets**

Management uses inputs relating to production and market prices of tea and coffee in determining the fair value of biological assets.

**vii) Income tax**

Significant judgments are involved in determining the provision for income tax, including the amount expected to be paid or recovered in connection with uncertain tax positions.

**viii) Expected credit loss on financial assets:**

On application of Ind AS 109 "Financial Instruments" the impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Corporation uses judgments in making these assumptions and selecting the inputs to the impairment calculation,

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

based on the Corporation's past history of collections, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

**ix) Leases:**

Ind AS 116 "Leases" requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Corporation makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Corporation considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Corporation's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

**x) Contingent liabilities:**

At each balance sheet date basis the management judgement, changes in facts and legal aspects, the Corporation assess the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

**xi) Fair value measurement:**

Management applies valuation techniques to determine fair value of financial assets and liabilities (where active market quotes are not available). This involves developing estimates and assumptions around volatility and dividend yield etc. which may affect the value of financial assets and liabilities.

Estimates and judgements are continuously evaluated. These are based on historical experience and other factors including expectation of future events that may have a financial impact on the Corporation and that are believed to be reasonable under the circumstances.

**1 (D) Details of significant investments in subsidiary and associate companies in accordance with Ind AS 27**

Name of the subsidiary	Principal place of business and country of incorporation	% ownership interest held by the Corporation as at 31 March 2022
<b>Subsidiary companies</b>		
Afco Industrial & Chemicals Limited	India	100.00%
DPI Products & Services Limited	India	100.00%
Sea Wind Investment and Trading Corporation Limited	India	100.00%
Leila Lands Senderian Berhad	Malaysia	100.00%
Subham Viniyog Private Limited	India	100.00%
Naira Holdings Limited	British Virgin Islands	100.00%
Island Horti-Tech Holdings Pte. Limited	Singapore	100.00%
Leila Lands Limited	Mauritius	100.00%
Restpoint Investments Limited	British Virgin Islands	100.00%
Baymanco Investments Limited	Mauritius	100.00%

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

<b>Name of the subsidiary</b>	<b>Principal place of business and country of incorporation</b>	<b>% ownership interest held by the Corporation as at 31 March 2022</b>
Island Landscape & Nursery Pte. Limited	Singapore	100.00%
Innovative Organics Inc.	United States of America	58.80%
ABI Holding Limited	United Kingdom	100.00%
Britannia Brands Limited	United Kingdom	100.00%
Associated Biscuits International Limited	United Kingdom	100.00%
Dowbiggin Enterprises Pte. Limited	Singapore	100.00%
Nacupa Enterprises Pte. Limited	Singapore	100.00%
Spargo Enterprises Pte. Limited	Singapore	100.00%
Valletort Enterprises Pte. Limited	Singapore	100.00%
Bannatyne Enterprises Pte. Limited	Singapore	100.00%
Britannia Industries Limited	India	50.54%
Granum Inc.	United States of America	58.80%
Boribunder Finance & Investments Private Limited	India	50.54%
Flora Investments Corporation Private Limited	India	50.54%
Gilt Edge Finance & Investments Private Limited	India	50.54%
Ganges Vally Foods Private Limited	India	50.54%
International Bakery Products Limited	India	50.54%
J. B. Mangharam Foods Private Limited	India	50.54%
Manna Foods Private Limited	India	50.54%
Sunrise Biscuit Company Private Limited	India	50.54%
Britannia and Associates (Mauritius) Private Limited	Mauritius	50.54%
Britannia and Associates (Dubai) Private Company Limited	United Arab Emirates	50.54%
Al Sallan Food Industries Company SAOG	Oman	50.54%
Strategic Food International Company LLC	United Arab Emirates	50.54%
Strategic Brands Holding Company Limited	United Arab Emirates	50.54%
Britannia Dairy Private Limited	India	50.54%
Britannia Dairy Holdings Private Limited	Mauritius	50.54%
Britannia Employees General Welfare Association Private Limited	India	50.54%

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

<b>Name of the subsidiary</b>	<b>Principal place of business and country of incorporation</b>	<b>% ownership interest held by the Corporation as at 31 March 2022</b>
Britannia Employees Medical Welfare Association Private Limited	India	50.54%
Britannia Employees Educational Welfare Association Private Limited	India	50.54%
Britchip Foods Limited	India	50.54%
Britannia Bangladesh Private Limited	Bangladesh	50.54%
Britannia Nepal Private Limited	Nepal	50.54%
Britannia Egypt LLC	Egypt	50.54%
Snacko Bisc Private Limited	India	50.54%
Vasana Agrex and Herbs Private Limited	India	50.54%
Strategic Foods Uganda Limited	Uganda	50.54%
Daily Bread Gourmet Foods (India) Private Limited	India	50.54%
<b>Associate companies</b>		
Lotus Viniyog Private Limited	India	50.00%
Lima Investment and Trading Company Private Limited	India	50.00%
Roshnara Investment and Trading Company Private Limited	India	50.00%
Cincinnati Investment and Trading Company Private Limited	India	50.00%
Shadhak Investments and Trading Private Limited	India	50.00%
MSIL Investments Private Limited	India	50.00%
Medical Microtechnology Limited	India	50.00%
Harvard Plantations Limited	India	50.00%
Placid Plantations Limited	India	50.00%
The Bombay Dyeing & Manufacturing Company Limited	India	44.36%
Go Airlines (India) Limited	India	32.61%
Nalanda Biscuit Corporation Limited	India	50.00%
Sunandaram Foods Private Limited	India	50.00%

**1 (E) Summary of significant accounting policies**

**i) a) Functional and presentation currency**

Items included in the standalone financial statements of the Corporation are measured using the currency of the primary economic environment in which the Corporation operates (i.e. the "functional currency"). The standalone financial statements are presented in Indian Rupees ('INR'), which is the functional and presentation currency of the Corporation.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**b) Foreign currency transactions and translations**

Foreign currency transactions of the Corporation are accounted at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities are translated at the rate prevailing on the balance sheet date whereas non-monetary assets and liabilities are translated at the rate prevailing on the date of the transaction. Gains and losses resulting from the settlement of foreign currency monetary items and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the standalone statement of profit and loss.

The assets and liabilities of foreign operations including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Corporation, at the exchange rates on the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average approximates the actual rate at the date of transaction.

**c) Current versus non-current classification**

- (i) An asset is considered as current when it is:
  - a. Expected to be realised or intended to be sold or consumed in the normal operating cycle, or
  - b. Held primarily for the purpose of trading, or
  - c. Expected to be realised within twelve months after the reporting period, or
  - d. Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- (ii) All other assets are classified as non-current.
- (iii) Liability is considered as current when it is:
  - a. Expected to be settled in the normal operating cycle, or
  - b. Held primarily for the purpose of trading, or
  - c. Due to be settled within twelve months after the reporting period, or
  - d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- (iv) All other liabilities are classified as non-current.
- (v) Deferred tax assets and liabilities (net) are classified as non-current assets and liabilities.
- (vi) All assets and liabilities have been classified as current or non-current as per the Corporation's operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of products and services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Corporation has ascertained its operating cycle as twelve months for the purpose of current and noncurrent classification of assets and liabilities.

**ii) a) Property, plant and equipment ('PPE')**

PPE are stated at historical cost, less accumulated depreciation and impairment losses, if any. Historical costs include expenditure directly attributable to acquisition which are capitalised until the PPE are ready for use, as intended by management. Any trade discount and rebates are deducted in arriving at the purchase price.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

The cost of a self-constructed item of PPE comprises the cost of materials, direct labour and any other costs directly attributable to bringing the asset to its intended working condition and estimated costs of dismantling, removing and restoring the site on which it is located, wherever applicable.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in standalone statement of profit and loss.

An item of PPE initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use.

Gains or losses arising from disposals of assets are measured as the difference between the net disposal proceeds and the carrying value of the asset on the date of disposal and are recognised in the standalone statement of profit and loss, in the period of disposal.

Items such as spare parts are recognised as PPE when they meet the definition of PPE. Otherwise, such items are classified as inventory.

If significant parts of an item of PPE have different useful lives, then they are accounted for as a separate asset (major components) of PPE. Any gain or loss on disposal of an item of PPE is recognised in the standalone statement of profit and loss.

In case of certain PPE, the Corporation uses different useful life than those specified in Schedule II of the Act which is duly supported by technical evaluation. The management believe that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation on addition to PPE or on disposal of PPE is calculated pro-rata from the month of such addition or up to the month of such disposal as the case may be.

**b) Development plantations**

Cost incurred for acquiring new plantations and their upkeep are capitalised until they attain maturity to yield biological produce. Such cost is included under capital work-in-progress and thereafter the same is capitalised as "Development plantations" and depreciated over their estimated useful life.

**c) Capital work-in-progress and intangible assets under development**

Costs incurred during construction or acquisition of qualifying PPE is included under capital work-in-progress and the same gets capitalised in the respective block of PPE on the completion of their construction. No depreciation is charged till the asset is ready to use.

Advances made toward the acquisition or construction of any qualifying PPE outstanding at each reporting date are disclosed as capital advances under "Other non-current assets".

Intangible assets under development include computer software which is build / developed inhouse by the Corporation and are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and impairment losses, if any.

**d) Intangible assets**

Intangible assets acquired separately are measured at cost of acquisition. Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Corporation and the cost of the asset can be reliably measured. Computer software is amortised on a straight line basis over the estimated useful economic life. Following

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

initial recognition, intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The amortisation of an intangible asset with a finite useful life reflects the manner in which the economic benefit is expected to be generated. The estimated useful life of amortisable intangibles are reviewed and where appropriate are adjusted, annually.

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 on the date of disposal and are recognised in the standalone statement of profit and loss when the asset is derecognised. Amortisation on addition to intangible assets or on disposal of intangible assets is calculated pro-rata from the month of such addition or up to the month of such disposal as the case may be.

**e) Investment properties**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The Corporation depreciates investment property over 30 years from the date of original purchase.

Though the Corporation measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes.

Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in statement of profit and loss in the period of derecognition.

**f) Depreciation and amortisation**

**Depreciation:**

The Corporation depreciates PPE over their estimated useful lives using the straight-line method.

The estimated useful lives of PPE are as follows:

<b>Class of asset</b>	<b>Number of years</b>
Plant and equipment	10-15 years
Furniture and fixtures	10-16 years
Vehicles (scooters)	10 years
Vehicles (cars)	8 years
Computer hardware	3 years
Office equipment	5 years
Buildings	30 years
Leasehold lands	Lease period
Roads other than RCC	5 years
Development plantations	60 years
Mould and dies	5 years

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**Amortisation:**

The Corporation amortise intangible asset over their estimated useful lives using the straight-line method. The estimated useful lives of intangible asset is as follows:

<b>Class of asset</b>	<b>Number of years</b>
Computer software	3 years

**g) Impairment of assets**

**(i) Non-financial assets**

Intangible assets, right of use ('ROU') assets, investment property and PPE are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ('CGU') to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognised in the standalone statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the standalone statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

**(ii) Financial assets**

In accordance with Ind AS 109 "Financial Instruments", the Corporation applies the expected credit loss ('ECL') model for measurement and recognition of impairment loss on financial assets and credit risk exposures.

ECL is the difference between all contractual cash flows that are due to the Corporation in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the effective interest rate ('EIR') of the instrument. Lifetime ECL are the expected credit loss resulting from all possible default events over the expected life of a financial instrument. The twelve-month ECL is a portion of the lifetime ECL which results from default events that are possible within twelve months after the reporting date.

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

For recognition of impairment loss on other financial assets and risk exposure, the Corporation determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in a subsequent period, the 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 twelve-month ECL.



**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

ECL impairment loss allowance or reversal recognised during the period is recognised as expense or income in the standalone statement of profit and loss.

**h) Borrowing cost**

Borrowing costs includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they occur.

**i) Inventories**

Inventories are valued at lower of cost and estimated net realisable value, after providing for obsolescence, wherever appropriate. The cost is determined on weighted average basis, and includes all cost included in bringing inventories to their present location and condition. In case of work in progress, cost also includes cost of conversion. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

- i) Stores and spares are valued at lower of cost or net realisable value. Cost is calculated on weighted average basis.
- ii) Raw materials are valued at lower of cost or net realisable value. The cost includes purchase price as well as incidental expenses and is calculated on weighted average basis.
- iii) Tea stock is valued at cost or net realisable value whichever is lower. Timber, coffee, pepper and cardamom in stock are designated as agricultural produce as per Ind AS 41 "Agriculture" and are measured at their fair value less cost to sell at the point of harvest. The fair valuation so arrived at becomes the cost of Inventory under Ind AS 2 "Inventories".
- iv) Work-in-progress and manufactured finished goods of all divisions are valued at cost or net realisable value whichever is lower. Cost is arrived on the basis of absorption costing.
- v) Traded finished goods of all businesses are valued at cost or net realisable value whichever is lower.
- vi) Real Estate under development comprises of freehold / leasehold land and buildings at cost, converted from fixed assets into stock-in-trade and expenses related / attributable to the development of the said properties. The same is valued at lower of cost or net realisable value.

**j) Investments**

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non-current investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the standalone financial statements at lower of cost and fair value determined on an individual investment basis.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

Non-current investments including investment in subsidiaries and associates are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of these investments. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the standalone statement of profit and loss.

**k) Income taxes**

Tax expense for the year comprises of current tax and deferred tax. Current tax is measured by the amount of tax expected to be paid to the taxation authorities on the taxable profits after considering tax allowances and exemptions and using applicable tax rates and laws. Deferred tax is recognised on temporary differences between the accounting base and the tax base for the year and quantified using the tax rates and tax laws enacted or substantively enacted as on the balance sheet date.

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in standalone financial statements, except when the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction. Deferred tax asset is recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax liabilities are recognised for all taxable temporary differences.

Current tax and deferred tax assets and liabilities are offset where there is a legally enforceable right to set off the recognised amount and there is an intent to settle the asset and liability on a net basis.

**l) Earnings per share**

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

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

**m) Income recognition**

**(i) Revenue recognition**

Revenue is recognised to depict the transfer of promised products to customers in an amount that reflects the consideration to which the Corporation expects to be entitled in exchange for those products. The following specific recognition criteria must also be met before revenue is recognised:

**Sale of products** - Revenue from sale of product is recognised when control of the product is transferred to the buyer which generally coincides with acknowledgement of delivery at customer premises. The Corporation collects goods and services tax ('GST') and other indirect taxes on behalf of the government and, therefore, these are not economic benefits flowing to the Corporation and are accordingly excluded from the revenue.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**(ii) Other operating income**

It includes revenue arising from the duty drawbacks, export incentives or revenue arising from Company's ancillary revenue-generating activities. Revenue from these activities are recorded only when Corporation is reasonably certain of such income.

**(iii) Other income**

- a. Dividend income is recognised when the Corporation's right to receive the payment is established.
- b. For all financial instruments measured at amortised cost, interest income is recognised using the effective interest method and on time proportion basis.

**n) Employee benefits**

Retirement benefits to employees comprise payments to provident funds, gratuity fund, compensated absence and superannuation fund.

**i) Long-term employee benefits**

- a. **Defined contribution plan** - The Corporation has defined contribution plan for post employment benefits in the form of provident fund, employees' state insurance, pension and superannuation and labour welfare fund. Under the defined contribution plan, the Corporation has no further obligation beyond making the contributions. Such contributions are charged to the standalone statement of profit and loss as incurred.
- b. **Defined benefit plan** - The Corporation has defined benefit plan for post employment benefits in the form of gratuity for its employees in India. Liability for defined benefit plan is provided on the basis of actuarial valuations, as at the balance sheet date, carried out by an independent actuary. The actuarial valuation method used by independent actuary for measuring the liability is the projected unit credit method. Actuarial gains or losses are recognised in Other Comprehensive Income ('OCI'). Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognised in standalone statement of profit and loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognised as part of remeasurement of net defined benefit liability or asset through OCI. Remeasurement comprising of actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability or asset) are not reclassified to standalone statement of profit and loss in subsequent periods.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in the standalone statement of profit and loss. The Corporation recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

- c. **Other long-term employee benefits** - The employees of the Corporation are also entitled to other long-term employee benefits in the form of compensated absences as per the policy of the Corporation. Accumulated leave, which is expected to be utilised within the next twelve months, is treated as short-term employee benefit. The Corporation measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Corporation treats accumulated leave expected to be carried forward beyond twelve months, as longterm employee benefit for measurement purposes. Such long-

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year end. Actuarial gains and loss are recognised in the standalone statement of profit and loss during the period in which they arise.

**ii) Short term employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised in the year during which the employee rendered the services. These benefits include performance incentives. These benefits include compensated absences such as paid annual leaves and sickness leaves.

**iii) Post-employment benefits**

Contributions to defined contribution schemes such as provident fund and superannuation fund are recognised as expenses in the period in which the employee renders the related service. In respect of certain employees, provident fund contributions are made to a Trust administered by the Corporation. The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Corporation. In respect of contributions made to Government administered provident fund, the Corporation has no further obligations beyond its monthly contributions.

Superannuation fund - The eligible employees of the Corporation are entitled to receive post employment benefits in respect of superannuation fund in which the Corporation makes annual contribution at a specified percentage of the employee's eligible salary. The contributions are made to the ICICI Prudential Life Insurance Corporation Limited. Superannuation is classified as defined contribution plan as the Corporation has no further obligations beyond making the contribution. The Corporation's contribution to defined contribution plan is charged to the standalone statement of profit and loss as incurred.

**o) Provisions, contingent liabilities and contingent assets**

Provisions are recognised when the Corporation has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. A disclosure for a contingent liability is made where there is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from the past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Provisions are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. Where the Corporation expects a provision to be reimbursed, the reimbursement is recognised as a separate asset, only when such reimbursement is virtually certain. Contingent asset is not recognised in the standalone financial statements. However, it is recognised only when an inflow of economic benefits is probable.

**p) Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment 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.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**(i) Corporation as a lessee**

The Corporation's lease asset class consists of leases for buildings and vehicles. The Corporation assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Corporation assesses whether: (i) the contract involves the use of an identified asset (ii) the Corporation has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Corporation has the right to direct the use of the asset.

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

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit ('CGU') to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Corporation changes its assessment on whether it will exercise an extension or a termination option.

Lease liabilities and ROU assets have been separately presented in the standalone balance sheet and lease payments have been classified as financing cash flows.

**(ii) Corporation as a lessor**

Leases for which the Corporation is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Corporation is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the ROU asset arising from the head lease. For operating leases, rental income is recognised on a straight-line basis over the term of the relevant lease.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**q) Financial instruments**

**(i) Initial recognition and measurement** - The Corporation recognises financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are recognised at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are recognised on the trade date.

**(ii) Subsequent measurement**

**Non derivative financial instruments**

**(a) 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.

**(b) Financial assets at fair value through other comprehensive income ('FVOCI')** - A financial asset is subsequently measured at FVOCI 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.

**(c) Financial assets at fair value through profit or loss ('FVTPL')** - A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

**(d) Financial liabilities** - Financial liabilities are subsequently carried at amortised 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) De-recognition of financial instruments**

The Corporation derecognises a financial asset when the contractual right to receive the cash flows from the financial asset expire or it transfers the financial asset. A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

**(iv) Offsetting financial instruments**

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

**r) Biological assets**

The Corporation has biological assets in the form of tea leaves and coffee fruits. Biological assets are measured at fair value less costs to sell, with any change therein recognised in the standalone statement of profit and loss under 'other income' or 'other expenses', as the case may be.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**s) Exceptional items**

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to assist users in understanding the financial performance achieved and in making projections of future financial performance, the nature and amount of such material items are disclosed separately as exceptional items.

**t) Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand, balance with banks in current account and demand deposits, together with other short-term, highly liquid investments (original maturity less than three months) that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

**u) Equity shares**

Equity shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**v) Segment reporting**

Segments are identified based on the manner in which the Company's Chief Operating Decision Maker ('CODM') decides about resource allocation and reviews performance.

Segment results that are reported to the CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment and intangible assets.

**w) Events after reporting date**

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the standalone financial statements. Where the events are indicative of conditions that arose after the reporting period, the amounts are not adjusted, but are disclosed if those non-adjusting events are material.

**x) Dividend distribution to equity holders**

The Corporation recognises a liability to make cash or non-cash distributions to equity holders of the Corporation when the distribution is authorised and then the distribution is no longer at the discretion of the Corporation. As per corporate laws in India, a distribution is authorised when it is approved by the shareholders, unless it is interim dividend. A corresponding amount is recognised directly in equity (net of taxes).

**1 (F) Recent accounting pronouncements**

The 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. On 23 March 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below. These amendments are applicable for reporting period on or after 01 April 2022. As the amendments are not yet effective as at reporting date, the Corporation is evaluating the requirement of the said amendments and its impact on these standalone financial statements.

**Ind AS 16 "Property, Plant and Equipment"** – The amendment specifies that an entity shall deduct from the cost of an item of PPE any proceeds received from selling items produced while the entity

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

is preparing the asset for its intended use (for example, the proceeds from selling samples produced when testing a machine to see if it is functioning properly).

**Ind AS 37 “Provisions, Contingent Liabilities and Contingent Assets”** – The amendment specifies that the cost of fulfilling a contract comprises the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts.

**Ind AS 103 “Business Combinations”** – The amendment has added a new exception for liabilities and contingent liabilities.

**Ind AS 109 “Financial Instruments”** – The amendment clarifies that the fees an entity should include when it applies the ‘10%’ test in assessing whether to derecognise a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other’s behalf.



**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**2. a Property, plant and equipment ('PPE')**

Particulars	Gross carrying amount				Accumulated depreciation				Impairment as at 31 March 2022	Net carrying amount	
	As at 1 April 2021	Additions	Adjustments	Disposals	As at 31 March 2022	Charge for the year	Adjustments	Disposals		As at 31 March 2022	As at 31 March 2021
<b>Owned assets</b>											
Freehold land	1,682.57	-	-	-	1,682.57	-	-	-	-	1,682.57	1,682.57
Leasehold land	1.32	-	-	-	1.32	0.49	-	-	-	0.82	0.83
Buildings	1,616.40	17.37	2.01	(21.93)	1,613.85	413.72	1.58	(17.32)	10.68	1,134.29	1,192.00
Plant and equipment	7,249.11	336.63	(70.20)	(28.68)	7,486.86	2,474.53	9.31	(20.52)	320.24	4,225.12	4,454.34
Furniture and fixtures	366.44	13.11	58.59	(49.94)	388.20	103.48	(0.66)	(34.25)	-	293.83	262.96
Roads	298.75	-	-	-	298.75	191.38	-	-	-	107.37	107.37
Office equipment	128.52	1.76	7.11	(44.56)	92.83	81.35	(7.48)	(41.93)	-	49.87	47.17
Development plantations	3,771.21	488.24	-	-	4,259.45	553.18	-	-	-	3,611.22	3,218.03
Moulds and dies	863.76	122.37	-	-	986.13	544.21	-	-	-	321.01	319.55
Vehicles	305.91	27.01	0.90	(152.46)	181.36	147.39	1.59	(145.76)	-	156.64	158.52
Computer hardware	115.93	7.63	18.06	(0.17)	141.45	94.87	7.61	(0.17)	-	13.40	21.06
<b>Right-of-use ('ROU') assets</b>											
Leasehold property	210.18	12.58	-	-	222.76	31.70	21.29	-	-	144.11	178.48
Vehicles	125.94	-	-	-	125.94	107.59	(21.29)	-	-	3.14	18.35
<b>TOTAL</b>	<b>16,736.04</b>	<b>1,026.70</b>	<b>16.47</b>	<b>(297.74)</b>	<b>17,481.47</b>	<b>911.27</b>	<b>11.95</b>	<b>(259.95)</b>	<b>330.92</b>	<b>11,743.39</b>	<b>11,661.23</b>

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

Particulars	Gross Block (Cost)				Accumulated Depreciation				Impairment		Net carrying amount	
	As at 1 April 2020	Additions	Adjustments	Disposals	As at 31 March 2021	Charge for the year	Adjustments	Disposals	As at 31 March 2021	as at 31 March 2021	As at 31 March 2021	As at 31 March 2020
<b>Owned assets</b>												
Freehold land	1,687.46	-	-	(4.89)	1,682.57	-	-	-	-	-	1,682.57	1,687.46
Leasehold land	0.81	-	0.51	-	1.32	0.34	0.07	0.16	0.49	-	0.83	0.47
Buildings	1,722.65	94.83	(1.24)	(199.84)	1,616.40	443.90	68.83	(0.67)	413.72	10.68	1,192.00	1,268.07
Plant and equipment	6,674.76	830.21	(12.32)	(243.54)	7,249.11	2,289.00	440.25	(8.95)	2,474.53	320.24	4,454.34	4,085.52
Furniture and fixtures	368.55	12.13	(0.08)	(14.16)	366.44	97.26	19.90	(0.07)	103.48	-	262.96	271.29
Roads	298.75	-	-	-	298.75	191.38	-	-	191.38	-	107.37	107.37
Office equipment	124.25	8.29	-	(4.02)	128.52	64.15	21.14	-	81.35	-	47.17	60.10
Development plantations	3,569.54	201.67	-	-	3,771.21	468.61	84.57	-	553.18	-	3,218.03	3,100.93
Moulds and dies	745.07	118.69	-	-	863.76	424.71	119.50	-	544.21	-	319.55	320.36
Vehicles	261.19	66.96	(1.48)	(20.76)	305.91	149.68	18.95	(1.38)	147.39	-	158.52	111.51
Computer hardware	112.88	4.86	-	(1.81)	115.93	81.42	14.11	-	94.87	-	21.06	31.46
<b>Right-of-use ('ROU') assets</b>												
Leasehold property	210.18	-	-	-	210.18	27.39	4.31	-	31.70	-	178.48	182.79
Vehicles	125.94	-	-	-	125.94	43.15	64.44	-	107.59	-	18.35	82.79
<b>TOTAL</b>	<b>15,902.03</b>	<b>1,337.64</b>	<b>(14.61)</b>	<b>(489.02)</b>	<b>16,736.04</b>	<b>4,260.99</b>	<b>856.07</b>	<b>(10.91)</b>	<b>(362.26)</b>	<b>330.92</b>	<b>11,661.23</b>	<b>11,310.12</b>

**Notes:**

- (a) Refer note 37 for disclosure on lease assets.  
(b) For capital commitments, refer note 41.  
(c) Information on PPE maintained as security by the Corporation (refer notes 18 and 21)

Class of asset	Net carrying amount		Loans / financing facilities against which assets are pledged	
	31 March 2022	31 March 2021		
Freehold land	47.43	47.43	Term loans from banks, non convertible debentures, cash credit/ working capital demand loan, short term loans and packing credit	
Vehicles	6.18	21.62	Vehicle loans	

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

(d) The title deed of the immovable properties, i.e., freehold land, leasehold land and buildings are held in the name of the Corporation, except for the following:

Relevant line item in the balance sheet	Description of item of property	Gross carrying value	Title deed held in the name of	Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of the Corporation
PPE	Freehold land	806.43	Electromags Automotives Product Private Limited	No	Since merger, i.e. financial year ended 31 March 2012	Transfer is pending post amalgamation
PPE	Building	260.16	Electromags Automotives Product Private Limited	No	Since merger, i.e. financial year ended 31 March 2012	Transfer is pending post amalgamation

Further, buildings include ₹ Nil (31 March 2021: ₹ 4.00) in respect of which documents evidencing title are held in the name of the Corporation's nominee. This building has been sold during the year.

**2.b Capital work-in-progress**

Particulars	As at 1 April 2021	Additions	Capitalised	As at 31 March 2022
Capital work-in-progress	1,320.01	459.88	(632.86)	1,147.03
Particulars	As at 1 April 2020	Additions	Capitalised	As at 31 March 2021
Capital work-in-progress	1,097.62	934.54	(712.15)	1,320.01

**Ageing disclosure**

The table below provides details regarding CWIP as at 31 March 2022:

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	309.82	387.83	412.07	37.31	1,147.03
Projects temporarily suspended	-	-	-	-	-

The table below provides details regarding CWIP as at 31 March 2021:

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	365.42	716.10	108.67	129.82	1,320.01
Projects temporarily suspended	-	-	-	-	-

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**2.c Investment property**

Particulars	Gross Block (Cost)			Accumulated Depreciation			Net Block	
	As at 1 April 2021	Additions	Disposals	As at 31 March 2022	Charge for the year	As at 31 March 2022	As at 31 March 2022	As at 31 March 2021
Buildings	12.00	-	-	12.00	2.76	0.44	3.20	9.24
<b>Total</b>	12.00	-	-	12.00	2.76	0.44	3.20	9.24

Particulars	Gross Block (Cost)			Accumulated Depreciation			Net Block	
	As at 1 April 2020	Additions	Disposals	As at 31 March 2021	Charge for the year	As at 31 March 2021	As at 31 March 2021	As at 31 March 2020
Buildings	15.83	-	(3.83)	12.00	2.86	0.44	2.76	12.97
<b>Total</b>	15.83	-	(3.83)	12.00	2.86	0.44	2.76	12.97

**2.d Other intangible assets**

Particulars	Gross Block (Cost)			Accumulated Depreciation			Net Block	
	As at 1 April 2021	Additions	Disposals	As at 31 March 2022	Charge for the year	As at 31 March 2022	As at 31 March 2022	As at 31 March 2021
Computer software	63.97	14.67	-	78.64	41.10	9.09	50.19	22.87
<b>Total</b>	63.97	14.67	-	78.64	41.10	9.09	50.19	22.87

Particulars	Gross Block (Cost)			Accumulated Depreciation			Net Block	
	As at 1 April 2020	Additions	Disposals	As at 31 March 2021	Charge for the year	As at 31 March 2021	As at 31 March 2021	As at 31 March 2020
Computer software	63.29	0.68	-	63.97	27.47	13.63	41.10	35.82
<b>Total</b>	63.29	0.68	-	63.97	27.47	13.63	41.10	35.82

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**2.e Intangible asset under development ('IAUD')**

	As at 1 April 2021	Additions	Capitalised	As at 31 March 2022
Intangible asset under development	124.77	-	-	124.77

	As at 1 April 2020	Additions	Capitalised	As at 31 March 2021
Intangible asset under development	44.71	80.06	-	124.77

Intangible asset under development includes implementation of ERP software to be installed by the Company.

**Ageing disclosure**

The table below provides details regarding IAUD as at 31 March 2022:

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	5.00	88.35	31.42	124.77
Projects temporarily suspended	-	-	-	-	-

The table below provides details regarding IAUD as at 31 March 2021:

Particulars	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	5.00	88.35	31.42	-	124.77
Projects temporarily suspended	-	-	-	-	-

There were no projects which have exceeded their original timeline or original budgeted cost as at 31 March 2022 and as at 31 March 2021.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

	As at 31 March 2022	As at 31 March 2021
<b>3. Investment in subsidiaries and associates- Investments in Equity instruments</b>		
<b>Investments in subsidiary companies (at cost) - unquoted, fully paid</b>		
76,050 (31 March 2021: 76,050) equity shares of Afco Industrial & Chemicals Limited of face value of ₹ 100 each	60.02	60.02
20,000 (31 March 2021: 20,000) equity shares of DPI Products & Services Limited of face value of ₹ 100 each	73.62	73.62
47,113,500 (31 March 2021: 47,113,500) equity shares of Leila Lands Senderian Berhad of face value of Malaysian Ringgit ('RM') 1 each *	6,483.54	6,483.54
9,865,982 (31 March 2021: 9,865,982) equity shares of Sea Wind Investment & Trading Company Limited of face value of ₹ 100 each	9,865.98	9,865.98
<b>Investments in associate companies (at cost) - unquoted, fully paid</b>		
4,999 (31 March 2021: 4,999) equity shares of Lima Investment & Trading Company Private Limited of face value of ₹ 100 each	5.00	5.00
244,991 (31 March 2021: 244,991) equity shares of Lotus Viniyog Private Limited of face value of ₹ 10 each	24.50	24.50
4,999 (31 March 2021: 4,999) equity shares of Cincinnati Investment & Trading Company Private Limited of face value of ₹ 100 each	5.00	5.00
4,999 (31 March 2021: 4,999) equity shares of Roshnara Investment & Trading Company Private Limited of face value of ₹ 100 each	5.00	5.00
1 (31 March 2021: 1) equity share of The Bombay Burmah Trading Employees' Welfare Co. Limited of face value of ₹ 100 **	-	-
1 (31 March 2021: 1) equity share of National Peroxide Employees' Welfare Corporation Limited of face value of ₹ 100 **	-	-
<b>Investments in associate companies (at cost) - quoted, fully paid</b>		
34,918,373 (31 March 2021: 34,590,713) equity shares of The Bombay Dyeing and Manufacturing Company Limited, (BDMC) (face value ₹ 2) each	24,273.42	23,944.18
	<b>40,796.08</b>	<b>40,466.84</b>
Aggregate amount of quoted investments	24,273.42	23,944.18
Aggregate market value of quoted investments	34,394.60	24,265.39
Aggregate value of unquoted investments	16,522.66	16,522.66
Aggregate amount of impairment in value of investments	-	-

\* Movement during the year represents change on account of foreign currency translation

\*represents amount less than ₹ 1,000. Also, these are post-employment benefit plan / other long-term employee benefit plan set up by the Corporation.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

	<b>As at 31 March 2022</b>	<i>As at 31 March 2021</i>
<b>4 Non-current investments</b>		
<b>Investments in unquoted equity instruments at FVOCI, fully paid</b>		
48,000 (31 March 2021: 48,000) equity shares of Inor Medical Products Limited of ₹ 10 each	<b>59.80</b>	<i>99.48</i>
11,580 (31 March 2021: 11,580) equity shares of B.R.T. Limited of ₹ 100 each	<b>217.33</b>	<i>196.28</i>
4,704 (31 March 2021: 4,704) equity shares of Citurgia Biochemicals Limited, of ₹ 10 each (face value ₹ 10)	<b>0.47</b>	<i>0.47</i>
1,774 (31 March 2021: 1,774) equity shares of Anamallais Ropeway Company Limited of ₹ 100 each (face value ₹ 100)	<b>1.77</b>	<i>1.77</i>
100 (31 March 2021: 100) equity shares of SVC Co-operative Bank Limited of ₹ 100 each (face value ₹ 10)	<b>0.03</b>	<i>0.03</i>
10,000 (31 March 2021: NIL) Equity shares of Cosmos Co-op Bank Limited of ₹ 100 each (face value ₹ 100)	<b>10.00</b>	<i>-</i>
<b>Investments in quoted equity instruments at FVOCI, fully paid</b>		
2,24,000 (31 March 2021: 2,24,000) equity shares of National Peroxide Limited of face value of ₹ 10 each [fair value of ₹ 1,587.15 each (31 March 2021: ₹ 2,193.60 each)]	<b>3,555.22</b>	<i>4,913.66</i>
500 (31 March 2021: 500) equity shares of Canara Bank Limited of face value of ₹ 10 each [fair value of ₹ 227.60 each (31 March 2021: ₹ 152.25 each)]	<b>1.14</b>	<i>0.76</i>
1,100 (31 March 2021: 1,100) equity shares of State Bank of India of face value of ₹ 10 each [fair value of ₹ 493.40 each (31 March 2021: ₹ 364.35 each)]	<b>5.43</b>	<i>4.01</i>
16 (31 March 2021: 16) equity shares of ACC Limited of face value of ₹ 10 each [fair value of ₹ 2,151.75 each (31 March 2021: ₹ 1,902.55 each)]	<b>0.34</b>	<i>0.30</i>
<b>Investments in unquoted equity instruments of co-operative societies - at cost, fully paid</b>		
1 (31 March 2021: 1) share of The Coorg Orange Growers' Co-operative Society Limited of ₹ 100 (face value ₹ 100) *	<b>-</b>	<i>-</i>
5 (31 March 2021: 5) shares of The Nilgiris Co-operative Central Stores Limited of ₹ 50 each (face value ₹ 250) *	<b>-</b>	<i>-</i>
10 (31 March 2021: 10) shares of Reena Park Co-operative Housing Society Limited of ₹ 50 each (face value ₹ 50)	<b>0.01</b>	<i>0.01</i>
250 (31 March 2021: 250) shares of The Valparai Co-operative Wholesale Stores Limited of ₹ 10 each (face value ₹ 10)	<b>0.03</b>	<i>0.03</i>
50 (31 March 2021: 50) shares of The Tanganyika Farmers' Co-operative Association Limited of ₹ 1,000 each (face value ₹ 1,000)	<b>0.02</b>	<i>0.02</i>
<b>Investments in government securities - at amortised cost</b>		
10 (31 March 2021: 10) units of National Savings Certificates VIII of ₹ 10,000 each	<b>1.01</b>	<i>1.01</i>
	<b>3,852.60</b>	<i>5,217.83</i>

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

	<b>As at 31 March 2022</b>	<i>As at 31 March 2021</i>
Aggregate amount of quoted investments	<b>3,562.13</b>	4,918.73
Aggregate market value of quoted investments	<b>3,562.13</b>	4,918.73
Aggregate amount of unquoted investments	<b>290.47</b>	299.10
Aggregate amount of impairment in value of investments	-	-

\*represents amount less than ₹ 1,000

Refer note 39 for information on credit risk and market risk

**5 Loans (non-current)**

**Unsecured, considered good**

Loans to related parties (refer note 48)	<b>12.00</b>	12.00
Loans to employees	<b>142.50</b>	84.31
	<b>154.50</b>	96.31

Refer note 39 for information on credit risk and market risk

**6 Other financial assets (non-current)**

**Unsecured, considered good**

Security deposits	<b>159.63</b>	156.97
Bank deposits with maturity of more than 12 months	<b>12.57</b>	19.13
Margin deposits with maturity of more than 12 months	-	1.64
Other deposits and receivables	<b>255.28</b>	293.11
Less: allowance for impairment	<b>(236.44)</b>	(251.17)
	<b>191.04</b>	219.68

Refer note 39 for information on credit risk and market risk

There are no repatriation restrictions with regard to bank and margin deposits, as at the end of the reporting year and prior year.



**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**7 Deferred tax assets (net)**

**(a) Movement in deferred tax assets and deferred tax liability from 1 April 2021 to 31 March 2022**

Particulars	As at 1 April 2021	Recognised in profit or loss	Recognised in OCI	Recognised directly in equity	As at 31 March 2022
<b>Deferred tax liability</b>					
Timing difference between book depreciation and depreciation as per the Income-tax Act, 1961	290.68	186.05	-	-	476.73
<b>(Deferred tax assets) *</b>					
Indexation benefit on land	(861.33)	639.96	-	-	(221.37)
Allowance for expected credit loss on trade and non-trade receivables	(209.25)	39.70	-	-	(169.55)
Provision for employee benefits	(81.43)	(225.75)	-	-	(307.18)
<b>Deferred tax assets (net)</b>	<b>(861.33)</b>	<b>639.96</b>	-	-	<b>(221.37)</b>

**Movement in deferred tax assets and deferred tax liability from 1 April 2020 to 31 March 2021**

Particulars	As at 1 April 2020	Recognised in profit or loss	Recognised in OCI	Recognised directly in equity	As at 31 March 2021
<b>Deferred tax liability</b>					
Timing difference between book depreciation and depreciation as per the Income-tax Act, 1961	327.48	(36.80)			290.68
Dividend	-		-	-	-
<b>(Deferred tax assets) *</b>					
Indexation benefit on land	(923.82)	62.49	-	-	(861.33)
Allowance for expected credit loss on trade and non-trade receivables	(250.48)	41.23	-	-	(209.25)
Provision for employee benefits	(77.00)	(4.43)	-	-	(81.43)
<b>Deferred tax assets (net)</b>	<b>(923.82)</b>	<b>62.49</b>	-	-	<b>(861.33)</b>

\* Deferred tax assets (other than DTA on indexation benefit on land) have been recognised to the extent of deferred tax liability as there is no reasonable certainty of future taxable income against which such deferred tax assets can be realised. Accordingly, no tax impact is considered on the items classified in OCI.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

(b) The Corporation has the following unused tax losses which arose on incurrance of business loss under the Income-tax Act, 1961, for which deferred tax asset has been recognised in the balance sheet only to the extent of the deferred tax liability.

<b>Financial Year</b>	<b>Nature of loss</b>	<b>31 March 2022</b>	<b>Expiry Date</b>	<b>31 March 2021</b>	<b>Expiry Date</b>
2015-16	Business loss	-	Not applicable	339.26	31-Mar-24
2016-17	Business loss	-	Not applicable	661.09	31-Mar-25
2017-18	Business loss	-	Not applicable	1,308.46	31-Mar-26
2018-19	Business loss	-	Not applicable	<b>2,201.34</b>	<b>31-Mar-27</b>
		-		<b>4,510.15</b>	

(c) Temporary difference on which no deferred tax asset is recognised in balance sheet is amounting to ₹ 72.36 (31 March 2021: ₹ 275.12)

The Corporation offsets tax assets and tax liabilities if and only if it has a legally enforceable right to set off tax assets and tax liabilities and entity's intention is to settle on a net basis or to realise the asset and settle and liabilities simultaneously, and deferred tax assets and deferred tax liabilities related to the income taxes levied by the same tax authorities.

As per Ind AS 12 "Income Taxes", a deferred tax asset ('DTA') shall be recognised for the carry forward of unused tax loss, unused tax credits and taxable timing differences to the extent it is probable that future taxable profit will be available against which the unused tax loss, unused tax credits and taxable timing differences can be utilised. Accordingly, DTA has been recognised only to the extent of deferred tax liability.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

	<b>As at 31 March 2022</b>	<i>As at 31 March 2021</i>
<b>8 Other non-current assets</b>		
<b>Unsecured, considered good</b>		
Capital advances	<b>171.01</b>	237.49
<b>Advances other than capital advances</b>		
Prepaid expenses	<b>2.15</b>	116.21
Balances with government authorities	<b>38.18</b>	46.67
Less: allowance for impairment	<b>(28.70)</b>	(28.70)
	<b>182.64</b>	<b>371.67</b>
<b>9 Inventories</b>		
Raw materials	<b>1,400.21</b>	981.62
Work-in-progress	<b>614.23</b>	582.85
Finished goods *	<b>2,809.62</b>	3,942.86
Stock-in-trade *	<b>50.38</b>	68.73
Stores and spares	<b>402.29</b>	384.55
Real estate inventory	<b>931.43</b>	2,631.85
	<b>6,208.16</b>	<b>8,592.46</b>

\* include goods-in-transit of ₹ 52.51 (31 March 2021: ₹ 41.99)

Write down of inventory to its net realisable value during the year is ₹ Nil (31 March 2021: ₹ 12.39).

Refer note 21 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Corporation.

**10 Biological assets other than bearer plants**

**I Reconciliation of carrying amount**

	<b>31 March 2022</b>		<i>31 March 2021</i>	
	<b>Tea leaves</b>	<b>Coffee fruits</b>	<i>Tea leaves</i>	<i>Coffee fruits</i>
<b>Opening carrying value of biological assets as at 1 April</b>	<b>181.03</b>	-	<i>86.88</i>	-
<b>Add :</b>				
(i) Increase due to harvesting done	<b>2,987.60</b>	<b>843.59</b>	<i>4,339.85</i>	<i>778.89</i>
<b>Less :</b>				
(i) Production during the year changes due to biological transformation	<b>(3,090.72)</b>	<b>(843.59)</b>	<i>(4,245.36)</i>	<i>(778.89)</i>
(ii) Due to increase in production of leaves/fruits on the bushes due to favourable weather conditions	-	-	-	-
(iii) Due to increase in number of plantations	-	-	-	-
(iv) Increase due to seasonal produce	-	-	-	-

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

	<b>31 March 2022</b>		<b>31 March 2021</b>	
	<b>Tea leaves</b>	<b>Coffee fruits</b>	<b>Tea leaves</b>	<b>Coffee fruits</b>
(v) Changes due to biological transformation for harvest	-	-	-	-
(vi) Changes due to currency fluctuation	<b>0.39</b>	-	<i>(0.34)</i>	-
<b>Closing carrying value of biological assets</b>	<b><u>78.30</u></b>	<b><u>-</u></b>	<b><u>181.03</u></b>	<b><u>-</u></b>
<b>The reconciliation of fair value changes is analysed below:</b>				
<b>Opening carrying value of biological assets</b>	<b>181.03</b>	-	<b>86.88</b>	-
Variance due to price/rate movements	<b>(14.72)</b>	-	<b>43.43</b>	-
Variance due to currency fluctuation	<b>0.39</b>	-	<i>(0.34)</i>	-
Variance due to volume fluctuations:				
> Due to increase/(decrease) in production of leaves/fruits on the bushes due to favourable/unfavourable weather conditions	<b>(88.40)</b>	-	<b>51.06</b>	-
<b>Closing carrying value of biological assets</b>	<b><u>78.30</u></b>	<b><u>-</u></b>	<b><u>181.03</u></b>	<b><u>-</u></b>
<b>Current</b>	<b><u>78.30</u></b>		<b><u>181.03</u></b>	
<b>Non-current</b>	<b>-</b>		<b>-</b>	

Refer note 21 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Corporation.

## II Measurement of fair value

### i) Fair value hierarchy

The fair value measurements for tea leaves and coffee fruits has been categorised as Level 3 fair values based on the inputs to valuation technique used.

### ii) Level 3 fair values

The following table shows a break up of the total loss (gain) recognised in respect of level 3 fair values

<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
(Loss) / gain included in the standalone statement of profit and loss	<b>(103.12)</b>	<b>94.49</b>
Change in fair value (realised)	-	-
Change in fair value (unrealised)	<b>(103.12)</b>	<b>94.49</b>

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**iii) Valuation techniques and significant unobservable inputs**

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Tea leaves	Based on actual production of 11 days immediately succeeding the reporting date	Estimated trading price of tea leaves as at the reporting date i.e. 31 March 2022 ₹ 19.92 per kg (31 March 2021: ₹ 24.54 per kg)	The estimated fair valuation would increase/(decrease) if: <ul style="list-style-type: none"> <li>- the production quantity for 11 days immediately after the reporting date changes</li> <li>- the trading prices of the tea leaves undergo a change</li> </ul>
Coffee fruits	Based on estimated amount of coffee fruits to be plucked during the months of January to March each year	Average of high and low prices determined by The Coffee Board of India as at the reporting date	The estimated fair valuation would increase/(decrease) if: <ul style="list-style-type: none"> <li>- the budgeted production and estimated quantity to be plucked changes</li> <li>- the prices determined by the Coffee Board of India changes</li> </ul>

**III Risk management strategies related to agricultural activities**

The Corporation is exposed to the following risks relating to its plantation activity

**i) Regulatory and environmental risks**

The Corporation is subject to laws and regulations in the country in which it operates. It has established various environmental policies and procedures aimed to comply with the local environmental and other laws.

**ii) Supply and demand risks**

The Corporation is exposed to risks arising from fluctuations in the price and sales volume of produce (tea and coffee). When possible, the Corporation manages this risk by aligning its produce to market supply and demand. Management regularly analyses industry trend for projected produce and prices.

**iii) Climate and other risks**

The Corporation's plantations are exposed to the risk of damage from climatic changes, pests, forest fires and other natural forces. The Corporation has extensive processes in place aimed at monitoring and mitigating those risks, including regular estate health inspections and industrial pest surveys.

	31 March 2022	31 March 2021
<b>11 Trade receivables</b>		
Unsecured		
- Considered good	4,724.02	4,346.86
- Credit impaired	630.83	698.88
Less: allowance for impairment	(630.83)	(698.88)
	<u>4,724.02</u>	<u>4,346.86</u>
Dues from company in which director is a director	-	0.13
Dues from related parties (refer note 48)	10.95	4.12

Trade receivables are non-interest bearing and are generally on credit terms in line with applicable industry norms.

Refer note 39 for information on credit risk and market risk

Refer note 50(a) for ageing schedule

Refer note 21 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Corporation.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**12 Cash and cash equivalents**

	<b>31 March 2022</b>	<i>31 March 2021</i>
Cash on hand	<b>6.27</b>	<i>14.35</i>
<b>Balances with banks:</b>		
In current accounts	<b>3,075.43</b>	<i>4,726.52</i>
In Exchange Earners' Foreign Currency ('EEFC') accounts	<b>433.03</b>	<i>159.31</i>
In foreign bank accounts held by foreign branches	<b>445.14</b>	<i>470.36</i>
In deposit accounts	<b>5,000.00</b>	<i>-</i>
	<b><u>8,959.87</u></b>	<i><u>5,370.54</u></i>

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting year and prior year.

Refer note 39 for information on credit risk and market risk

Refer note 21 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Corporation.

**13 Bank balances other than cash and cash equivalents**

Unpaid dividend accounts	<b><u>77.33</u></b>	<i><u>86.03</u></i>
	<b><u>77.33</u></b>	<i><u>86.03</u></i>

There are no repatriation restrictions with regard to cash and cash equivalents and bank balances other than cash and cash equivalents, as at the end of the reporting year and prior year.

Refer note 39 for information on credit risk and market risk

Refer note 21 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Corporation.

**14 Loans (current)**

<b>Unsecured, considered good</b>		
Advances to related parties (refer note 48)	<b>38.04</b>	<i>118.05</i>
Loans to employees	<b>8.66</b>	<i>8.53</i>
Intercompany deposit ('ICD') receivable from related parties (refer note 48) *	<b><u>47,920.91</u></b>	<i><u>50,718.91</u></i>
	<b><u>47,967.61</u></b>	<i><u>50,845.49</u></i>
Dues from company in which director is a director	<b><u>46,000.00</u></b>	<i><u>46,500.00</u></i>

Refer note 39 for information on credit risk and market risk

Refer note 21 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Corporation.

**15 Other financial assets (current)**

<b>Unsecured, considered good</b>		
Interest accrued on deposits and ICD	<b>692.17</b>	<i>1,378.82</i>
Other receivables	<b>99.66</b>	<i>114.34</i>
Receivables from related parties (refer note 48)	<b>154.29</b>	<i>67.15</i>
Security deposits	<b>17.66</b>	<i>17.65</i>
Bank deposits having remaining maturity less than 12 months	<b><u>1.00</u></b>	<i><u>1.00</u></i>
	<b><u>964.78</u></b>	<i><u>1,578.96</u></i>

Refer note 39 for information on credit risk and market risk

Refer note 21 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Corporation.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

	<b>As at 31 March 2022</b>	<i>As at 31 March 2021</i>
<b>16 Other current assets</b>		
<b>Unsecured, considered good</b>		
<b>Advances other than capital advances</b>		
Advances to suppliers	217.30	241.43
Advances to related party (refer note 48)	539.21	536.56
Advances to employees	50.33	-
Prepaid expenses	224.11	250.70
Balances with government authorities	1,467.87	1,379.61
	<u>2,498.83</u>	<u>2,408.30</u>

Refer note 21 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Corporation.

**17 Equity share capital**

**(a) Authorised share capital**

<b>Particulars</b>	<b>As at 31 March 2022</b>	<i>As at 31 March 2021</i>
75,000,000 equity shares of face value of ₹ 2 each (31 March 2021: 75,000,000)	<u>1,500.00</u>	<u>1,500.00</u>
<b>TOTAL</b>	<u>1,500.00</u>	<u>1,500.00</u>

**(b) Issued, subscribed and fully paid-up share capital**

69,771,900 equity shares of face value of ₹ 2 each (31 March 2021: 69,771,900)	1,395.44	1,395.44
Forfeited shares (amount originally paid-up)	0.83	0.83
<b>TOTAL</b>	<u>1,396.27</u>	<u>1,396.27</u>

**(c) Reconciliation of the shares outstanding at the beginning and at the end of reporting year**

<b>Particulars</b>	<b>As at 31 March 2022</b>	<i>As at 31 March 2021</i>
<b>Equity shares</b>		
Outstanding at the beginning of the year	69,771,900	69,771,900
Issued during the year	-	-
<b>Outstanding at the end of the year</b>	<u>69,771,900</u>	<u>69,771,900</u>

**(d) Rights, preferences and restrictions attached to each class of shares**

The Corporation has only one class of equity shares having par value of ₹ 2 per share. Each holder of equity share is entitled to one vote per equity share. The Corporation declares and pays dividends in INR. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Corporation, the holders of equity shares will be entitled to receive assets of the Corporation remaining after distribution of all preferential amounts. The distribution will be in proportion to the number of fully paid-up equity shares held by the shareholders.

**(e) Aggregate number of bonus shares issued or buy back of shares during the period of five years immediately preceding the reporting date**

The Corporation has neither issued bonus shares nor there has been any buy back of shares during five years immediately preceding 31 March 2022.

**(f) Shares issued for consideration other than cash**

The Corporation has not issued any shares for consideration other than cash.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**(g) The details of Promoters' shareholding in the Corporation is set out below:**

<b>As at 31 March 2022</b>	<b>No. of shares</b>	<b>% holding in class</b>	<b>% change during the year</b>
Nowrosjee Wadia and Sons Limited	27,191,094	38.97%	0.00%
Nusli Neville Wadia	6,980,356	10.00%	0.00%
Naperol Investments Limited	4,278,533	6.13%	0.00%
The Bombay Dyeing & Manufacturing Company Limited	4,119,742	5.90%	0.00%
National Peroxide Limited	2,306,584	3.31%	0.00%
N N Wadia (Admin of Estate of Lt. E.F. Dinshaw)	239,990	0.34%	0.00%
Macrofil Investments Limited	225,682	0.32%	0.00%
Sahara Investments Private Limited	166,317	0.24%	0.00%
Heera Holdings And Leasing Private Limited	149,213	0.21%	0.00%
Nidhivan Investments And Trading Company Private Limited	146,609	0.21%	0.00%
Go Investments & Trading Private Limited	112,625	0.16%	0.00%
Varnilam Investments and Trading Company Limited	34,500	0.05%	0.00%
Ness Nusli Wadia	21,600	0.03%	0.00%
Nessville Trading Private Limited	17,500	0.03%	0.00%
Maureen Nusli Wadia	8,500	0.01%	0.00%
Jehangir Nusli Wadia	3,500	0.01%	0.00%

<b>As at 31 March 2021</b>	<b>No. of shares</b>	<b>% of total shares</b>	<b>% change during the year</b>
Nowrosjee Wadia and Sons Limited *	27,191,094	38.97%	0.00%
Nusli Neville Wadia	6,980,356	10.00%	0.00%
Naperol Investments Limited	4,278,533	6.13%	0.00%
The Bombay Dyeing & Manufacturing Company Limited	4,119,742	5.90%	-11.54%
National Peroxide Limited	2,306,584	3.31%	0.00%
N N Wadia (Admin of Estate of Lt. E.F. Dinshaw)	239,990	0.34%	0.00%
Macrofil Investments Limited	225,682	0.32%	35.56%
Sahara Investments Private Limited	166,317	0.24%	272.77%
Heera Holdings And Leasing Private Limited	149,213	0.21%	345.90%
Nidhivan Investments And Trading Company Private Limited	146,609	0.21%	557.17%
Go Investments & Trading Private Limited	112,625	0.16%	0.00%
Varnilam Investments and Trading Company Limited	34,500	0.05%	0.00%
Ness Nusli Wadia	21,600	0.03%	0.00%
Nessville Trading Private Limited	17,500	0.03%	0.00%
Maureen Nusli Wadia	8,500	0.01%	0.00%
Jehangir Nusli Wadia	3,500	0.01%	0.00%

\* Sunflower Investments & Textiles Private Limited was amalgamated with Nowrosjee Wadia and Sons Limited pursuant to the scheme of arrangement during the financial year ended 31 March 2018. Share transfer in the name of the amalgamated company in case of Sunflower Investments & Textiles Private Limited was completed during the year ended 31 March 2021.

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



**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**h Details of shareholders holding more than 5% equity shares in the Corporation**

	<b>As at 31 March 2022</b>		<b>As at 31 March 2021</b>	
	<b>No. of shares</b>	<b>% holding in the class</b>	<b>No. of shares</b>	<b>% holding in the class</b>
<b>Equity shares of ₹ 2 each fully paid-up</b>				
Nowrosjee Wadia and Sons Limited	<b>27,191,094</b>	<b>38.97%</b>	27,191,094	38.97%
Nusli Neville Wadia	<b>6,980,356</b>	<b>10.00%</b>	6,980,356	10.00%
Naperol Investments Limited	<b>4,278,533</b>	<b>6.13%</b>	4,278,533	6.13%
The Bombay Dyeing & Manufacturing Company Limited	<b>4,119,742</b>	<b>5.90%</b>	4,119,742	5.90%

**18 Borrowings (non-current)**

	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
<b>Secured borrowings</b>		
Non-Convertible Debentures [refer footnotes (a) to (c)]	<b>9,816.16</b>	21,978.06
Term loans from banks [refer footnotes (d) to (h)]	<b>20,658.71</b>	15,988.84
Vehicle loans from banks [refer footnote (i)]	-	0.45
	<b>30,474.87</b>	<b>37,967.35</b>

**Footnotes:**

- (a) Non-convertible debentures ('NCD') aggregating to ₹ 10,000.00 (current outstanding – ₹ 10,000.00) were issued on 30 April 2020 by way of private placement and listed on wholesale debt market segment of BSE. NCD worth ₹ 5,000.00 are repayable on 30 April 2022 and remaining NCD worth ₹ 5,000.00 are repayable on 30 April 2023. NCD are secured by first pari passu charge created by way of an equitable mortgage by deposit of title deeds of Elkhill estates in favour of IDBI Trusteeship Services Limited ('Debenture trustee'). The coupon rate of NCD is 8.80% p.a. payable quarterly. Part of NCD amounting to ₹ 5,000.00 which is repayable within next one year is classified under "Borrowings (current)" (refer note 21).
- (b) Principal protected market linked Non-convertible debentures ('PP-NCD') aggregating to ₹ 12,500.00 (current outstanding – ₹ 12,500.00) were issued on 30 March 2021 by way of private placement and listed on wholesale debt market segment of BSE. PP-NCD are repayable on 29 March 2023. PP-NCD are secured by way of first pari passu charge by way of an equitable mortgage by deposit of title deeds of Mudis estates in favour of the Debenture trustee. The coupon rate of PP-NCD is 7.50% p.a. payable at maturity. The whole outstanding is repayable within next one year and it classified under "Borrowings (current)" (refer note 21).
- (c) Principal protected market linked Non-convertible debentures ('PPML-NCD') aggregating to ₹ 5,000.00 (current outstanding – ₹ 5,000.00) were issued on 25 October 2021 by way of private placement and listed on wholesale debt market segment of BSE. PPML-NCD are repayable on 25 January 2024. PPML-NCD are secured by way of first pari passu charge by way of an equitable mortgage by deposit of title deeds of Mudis estates in favour of the Debenture trustee. The coupon rate of PPML-NCD is 7.25% p.a. payable at maturity. No instalment is due within next one year.
- (d) Rupee term loans from The Shamrao Vithal Co-operative Bank Limited ('SVC Bank') of ₹ 10,000.00 (current outstanding - ₹ 9,875.00), each repayable in 25 quarterly ballooning instalments starting from March 2022 and May 2022. The loan of ₹ 5,000.00 is secured by way of first pari passu charge by way of an equitable mortgage by deposit of title deeds of Elkhill estates in favour of SVC Bank and another loan of ₹ 5,000.00 is secured by way of first pari passu charge by way of an equitable mortgage by deposit of title deeds of Mudis estates in favour of SVC Bank. The rate of interest on the loans is ranging from 8.00% to 10.00% per annum ('p.a.'). Part of loans amounting to ₹ 1,218.75 which is repayable within next one year is classified under "Borrowings (current)" (refer note 21).

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

- (e) Rupee term loan from IDFC First Bank Limited ('IDFC Bank') of ₹ 5,000.00 (current outstanding - ₹ 5,000.00) which is repayable in 6 half-yearly ballooning instalments starting from September 2022. The loan is secured by way of first pari passu charge by way of an equitable mortgage by deposit of title deeds of Mudis estates in favour of IDFC Bank. The rate of interest on the loan is ranging from 8.00% to 10.00% p.a. Part of loan amounting to ₹ 1,250.00 which is repayable within next one year is classified under "Borrowings (current)" (refer note 21).
- (f) Rupee term loan from CSB Bank Limited ('CSB Bank') of ₹ 5,000.00 (current outstanding - ₹ 5,000.00) which is repayable in 8 quarterly instalments starting from June 2022. The loan is secured by way of first pari passu charge by way of an equitable mortgage by deposit of title deeds of Mudis estates in favour of CSB Bank. The rate of interest on the loan is ranging from 8.00% to 10.00% p.a. Part of loan amounting to ₹ 2,500.00 which is repayable within next one year is classified under "Borrowings (current)" (refer note 21).
- (g) Rupee term loan under the Emergency Credit Line Guarantee Scheme ('ECLGS') from Federal Bank Limited ('Federal Bank') of ₹ 1,358.00 (current outstanding - ₹ 1,358.00) which is repayable in 48 monthly instalments starting from April 2022. The loan was to be secured by way of first pari passu charge created by way of an equitable mortgage by deposit of title deeds of Mudis estates along with factory buildings in favour of Federal Bank. The loan has been repaid subsequently on 13 April 2022 before the process of creation of charge in favour of Federal Bank could complete. The rate of interest on the loan is ranging from 8.00% to 10.00% p.a. Part of loan amounting to ₹ 296.23 which is repayable within next one year is classified under "Borrowings (current)" (refer note 21).
- (h) Rupee term loan from Cosmos Co-operative Bank Limited ('Cosmos Bank') of ₹ 5,000.00 (current outstanding - ₹ 5,000.00) which is repayable in 22 quarterly instalments starting from June 2023. The loan is secured by way of first pari passu charge by way of an equitable mortgage by deposit of title deeds of Mudis estates in favour of Cosmos Bank. The rate of interest on the loan is ranging from 8.00% to 10.00% p.a. No instalment is due within next one year.
- (i) Vehicle loans are secured by lien on vehicle purchased by the Corporation. The rate of interest on vehicle loans is ranging from 8.00% to 10.00% p.a. and each vehicle loan is repayable in 60 equal instalments. The whole outstanding in respect of vehicle loans as at 31 March 2022 amounting to ₹ 0.45 is repayable within next one year and is classified under "Borrowings (current)" (refer note 21).

**Details of repayment terms**

Period of maturity with reference to standalone balance sheet date	Number of instalments outstanding as at 31 March 2022	Amount *
Term loan	6 half-yearly	5,000.00
Term loan	8 quarterly	5,000.00
Term loan	22 quarterly	5,000.00
Term loan	24 quarterly	4,875.00
Term loan	25 quarterly	5,000.00
Term loan	48 monthly	1,358.00
Vehicle loan	2 monthly	0.45
NCD	1 instalment at the end of the period	10,000.00
PP-NCD	1 instalment at the end of the period	12,500.00
PPML-NCD	1 instalment at the end of the period	5,000.00
NCD-II	1 instalment at the end of the period	7,500.00

\* These amounts are exclusive of EIR impact as per Ind AS 109 "Financial instruments"

The Corporation has used the borrowings for the specific purpose for which it was availed during current and previous year.

There is no default in repayment of borrowings and interest during the year ended 31 March 2022 and 31 March 2021.

Refer note 39 for information on credit risk liquidity risk and market risk

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
<b>19 Other financial liabilities (non-current)</b>		
Security deposits payable	<u>0.60</u>	<u>0.60</u>
	<u>0.60</u>	<u>0.60</u>
Refer note 39 for information on credit risk liquidity risk and market risk		
<b>20 Provisions (non-current)</b>		
	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
<b>Provision for employee benefits</b>		
Compensated absences [refer note 38(C)]	180.08	26.65
Gratuity [refer note 38(B)]	<u>388.64</u>	<u>205.52</u>
	<u>568.72</u>	<u>232.17</u>
<b>21 Borrowings (current)</b>		
	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
<b>Secured</b>		
<b>Loans repayable on demand</b>		
Non-Convertible Debentures [refer footnote (a)]	7,474.64	7,459.54
Cash credit / working capital demand loan ('WCDL'), short term loans and packing credit from banks [refer footnotes (b) to (f)]	1,650.35	6,217.95
Current maturities of long term borrowings (refer footnotes of note 18)	<u>22,500.75</u>	<u>159.25</u>
<b>Unsecured</b>		
<b>Loans repayable on demand</b>		
ICD from related parties [refer footnote (g) and note 48]	39,000.00	50,000.00
Commercial papers	<u>-</u>	<u>2,500.00</u>
	<u>70,625.74</u>	<u>66,336.74</u>

**Footnotes:**

- (a) Non-convertible debentures ('NCD-II') aggregating to ₹ 7,500.00 (31 March 2021: ₹ 7,500.00) were issued on 28 September 2020 and listed on wholesale debt market segment of BSE. NCD-II are repayable on 28 September 2023. The NCD-II have a put and call option exercisable at the end of 2 years from the date of issue i.e., 28 September 2022. NCD-II are secured by way of first pari passu charge created by way of an equitable mortgage by deposit of title deeds of Elkhill estates in favour of the Debenture trustee. The coupon rate of NCD is 8.80% p.a. payable quarterly.
- (b) Cash credit / WCDL from Axis Bank Limited ('Axis Bank') of ₹ 86.63 (31 March 2021: ₹ 1,371.72) is secured by hypothecation of present and future stocks, trade receivables (book debts) and other current assets on pari-passu basis and a collateral on Elkhill estates. The rate of interest is ranging from 9.00% to 11.00% p.a.
- (c) Cash credit / WCDL from HDFC Bank Limited ('HDFC Bank') of ₹ 74.84 (31 March 2021: ₹ 784.02) is secured by hypothecation of present and future stocks and book debts on pari-passu basis. The rate of interest is ranging from 9.00% to 11.00% p.a.
- (d) Packing credit / cash credit / WCDL / short term loan from The Hongkong and Shanghai Banking Corporation Limited ('HSBC Bank') of ₹ 1,000.00 (31 March 2021: ₹ 2,600.00) is secured by hypothecation of present and future stocks and book debts on pari-passu basis and a collateral on Mudis estates. The rate of interest on the loan is ranging from 9.00% to 11.00% p.a.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

- (e) Packing credit / WCDL / short term loan from Federal Bank of ₹ Nil (31 March 2021: ₹ 1,462.21) is secured by hypothecation of present and future stocks, book debts and other current assets on pari-passu basis. The rate of interest on the packing credit is 6 Months LIBOR (London Inter-bank Offered Rate) + 1.00% to 3.00% and on other loans and financing facilities is 9.00% to 11.00% p.a.
- (f) Cash credit / overdraft from IDFC Bank of ₹ 488.88 (31 March 2021: ₹ Nil) is secured by way of first pari passu charge created by way of an equitable mortgage by deposit of title deeds of Mudis estates. The rate of interest is 12 Months MCLR (Marginal Cost of Lending Rate) + 0.50% to 2.00%.
- (g) The rate of interest on ICD is ranging from 8.75% to 9.25% p.a. (31 March 2021: 8.75% to 10.00% p.a.)

The Corporation has used the borrowings for the specific purpose for which it was availed during current and previous year.

There is no default in repayment of borrowings and interest during the year ended 31 March 2022 and 31 March 2021.

Refer note 39 for information on credit risk liquidity risk and market risk

**Cash flow changes in liabilities arising from financial activities**

Particulars	Lease liabilities	Borrowings
<b>As at 1 April 2020</b>	<b>259.10</b>	<b>49,947.03</b>
Non cash movement: Additions to lease liabilities	20.18	-
Cash flows (net)	(87.07)	54,357.06
<b>As at 31 March 2021</b>	<b>192.21</b>	<b>104,304.09</b>
Non cash movement: Additions to lease liabilities	15.80	-
Cash flows (net)	(64.68)	(3,203.48)
<b>As at 31 March 2022</b>	<b>143.33</b>	<b>101,100.61</b>

	31 March 2022	31 March 2021
<b>22 Trade payables</b>		
Total outstanding dues of micro enterprises and small enterprises (refer note 42)	370.36	436.06
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,979.20	1,943.85
	<b>2,349.56</b>	<b>2,379.91</b>

Trade payables are generally non-interest bearing and are normally settled in line with applicable industry norms.

Refer note 39 for information on credit risk liquidity risk and market risk

Refer note 50(b) for ageing schedule

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**23 Other financial liabilities (current)**

	<b>As at 31 March 2022</b>	<i>As at 31 March 2021</i>
Creditors for capital goods	<b>9.74</b>	69.97
Interest accrued	<b>1,910.13</b>	1,355.21
Unpaid dividends (unclaimed)*	<b>77.33</b>	86.03
Security deposits payable to		
Related parties (refer note 48)	-	300.00
Other than related parties	<b>84.41</b>	83.41
Expenses payable to		
Related parties (refer note 48)	<b>15.45</b>	42.48
Other than related parties	<b>433.06</b>	499.57
Employee related payables	<b>944.37</b>	957.51
	<b>3,474.49</b>	3,394.18

\* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

**Unpaid dividends are related to:**

<b>Year</b>	<b>Amount</b>
2014-15	13.20
2015-16	14.87
2016-17	14.72
2017-18	10.25
2018-19	8.57
2019-20	7.77
2020-21	7.95
<b>Total</b>	<b>77.33</b>

Refer note 39 for information on credit risk liquidity risk and market risk

**24 Other current liabilities**

Advance from customers	<b>150.67</b>	206.70
Statutory dues payables	<b>544.16</b>	545.83
	<b>694.83</b>	752.53

**25 Provisions (current)**

**Provision for employee benefits:**

Gratuity [refer note 38(B)]	<b>697.37</b>	173.30
Compensated absences [refer note 38(C)]	<b>25.87</b>	193.23
Pension and superannuation fund	<b>4.65</b>	31.55
	<b>727.89</b>	398.08

**Movement of provision for pension and superannuation fund**

At the beginning of the year	<b>31.55</b>	4.30
Recognised during the year	<b>67.32</b>	62.85
Unused amounts reversed / payment made	<b>(94.22)</b>	(35.60)
<b>At the end of the year</b>	<b>4.65</b>	31.55

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

	<b>For the year ended 31 March 2022</b>	<i>For the year ended 31 March 2021</i>
<b>26 Revenue from operations</b>		
<b>A. Revenue from contracts with customers</b>		
Sale of products and property	<b>33,515.17</b>	20,411.12
<b>B. Other operating income</b>		
Sale of scrap	<b>230.31</b>	140.60
Duty drawback	<b>147.79</b>	141.67
Export incentives/subsidy	<b>34.45</b>	45.08
Income from sale of windmill units (electricity)	<b>14.21</b>	30.08
	<b>33,941.93</b>	20,768.55
<b>Reconciliation between contract price and revenue from contracts with customer</b>		
Contract price	<b>33,901.84</b>	20,727.50
Less: Sales return	<b>(64.12)</b>	(77.13)
Less: Discounts	<b>(322.55)</b>	(239.25)
<b>Revenue from contracts with customer</b>	<b>33,515.17</b>	20,411.12
<b>27 Other income</b>		
Interest income from financial assets at amortised cost		
- With banks	<b>15.00</b>	20.07
- With others	<b>3,878.20</b>	3,769.42
Net gain on foreign currency transactions and translations	-	13.59
Net gain on sale or disposal of PPE	-	517.49
Dividend income (refer note 48)	<b>3,005.78</b>	6,038.30
Liabilities / provisions no longer required written back / reversed	<b>257.60</b>	154.99
Gain in fair value of biological assets other than bearer plants (refer note 10)	-	94.49
Other non-operating income	<b>89.13</b>	137.69
	<b>7,245.71</b>	10,746.04
<b>28 Cost of materials consumed</b>		
Opening inventory	<b>981.62</b>	819.14
Add : Purchases during the year	<b>10,738.87</b>	7,800.74
Less: Closing inventory	<b>(1,400.21)</b>	(981.62)
	<b>10,320.28</b>	7,638.26

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

	<b>For the year ended 31 March 2022</b>	<i>For the year ended 31 March 2021</i>
<b>29 Changes in inventories of finished goods, work-in-progress and stock -in-trade</b>		
<b>Opening inventory:</b>		
Finished goods (including stock-in-trade)	<b>4,011.59</b>	4,006.67
Work-in-progress	<b>582.85</b>	630.90
Real estate inventory	<b>2,631.85</b>	2,631.85
<b>Closing inventory:</b>		
Finished goods (including stock-in-trade)	<b>2,860.00</b>	4,011.59
Work-in-progress	<b>614.23</b>	582.85
Real estate inventory	<b>931.43</b>	2,631.85
<b>Changes in inventory:</b>		
Finished goods (including stock-in-trade)	<b>1,151.59</b>	(4.92)
Work-in-progress	<b>(31.38)</b>	48.06
Real estate inventory	<b>1,700.42</b>	-
	<b>2,820.63</b>	43.14
<b>30 Employee benefits expense*</b>		
Salaries and wages	<b>7,984.34</b>	7,392.57
Contribution to provident fund and other funds (refer note 38)	<b>675.34</b>	585.54
Staff welfare expenses	<b>371.16</b>	317.08
	<b>9,030.84</b>	8,295.19
<b>31 Finance costs</b>		
Interest expense	<b>8,251.82</b>	7,938.54
Interest on lease liabilities (refer note 37)	<b>15.80</b>	20.18
	<b>8,267.62</b>	7,958.72
<b>32 Depreciation and amortisation expense</b>		
Depreciation of PPE (refer note 2.a)	<b>849.10</b>	787.32
Depreciation of ROU assets (refer note 2.a)	<b>62.16</b>	68.75
Depreciation of investment property (refer note 2.c)	<b>0.44</b>	0.44
Amortisation of other intangible assets (refer note 2.d)	<b>9.09</b>	13.63
	<b>920.80</b>	870.14

\* includes amount paid to KMP amounting to ₹ 565.63 (31 March 2021: ₹ 513.97) (refer note 48)

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

	<b>For the year ended 31 March 2022</b>	<i>For the year ended 31 March 2021</i>
<b>33 Other expenses</b>		
Consumption of stores and spares	827.17	721.99
Power and fuel	1,084.85	849.79
Rent (refer note 37) *	53.76	43.24
Repair and maintenance		
Buildings	125.21	121.79
Plant and machinery	210.99	179.81
Others	103.76	67.23
Insurance	175.75	168.30
Rates and taxes	527.82	174.38
Communication	46.48	51.08
Bank charges	21.90	21.32
Travelling and conveyance	168.26	141.96
Printing and stationery	32.90	31.50
Freight and forwarding	682.95	570.30
Advertisement and business promotion expenses	279.42	170.03
Legal and professional fees	776.10	751.22
Security charges	47.87	35.60
Brand equity and shared expenses	90.06	58.19
Auditor's remuneration (refer note 45)	45.06	41.03
Sundry balances written off **	42.08	-
Director's sitting fees (refer note 48)	39.70	53.80
Allowance for doubtful advances	-	49.54
Sub-contracting charges	1,614.60	1,263.37
Corporate social responsibility ('CSR') expenditure (refer note 44)	10.96	7.20
Assets written off	27.81	-
Loss on fair value of biological assets other than bearer plants (refer note 10)	103.12	-
Net loss on foreign currency transactions and translations	22.13	-
Miscellaneous expenses	611.81	633.86
	<b>7,772.52</b>	<b>6,206.53</b>

\* Pertains to rental for short term and low value leases. Refer note 37

\*\* Represents loss on derecognition of financial assets measured at amortised cost

<b>34 Earnings per share (EPS)</b>		
Earnings per share has been computed as under:		
<b>Particulars</b>	<b>31 March 2022</b>	<i>31 March 2021</i>
Profit attributable to equity shareholders	989.03	280.38
Weighted average number of outstanding equity shares	69,771,900	69,771,900
Basic earnings per share (in ₹)	1.42	0.40
Diluted earnings per share (in ₹)	1.42	0.40



**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**35 Tax expense**

**(a) Expense recognised in profit or loss**

Particulars	31 March 2022	31 March 2021
<b>Current tax</b>		
Current year on profits for the year	1,125.93	34.10
Tax relating to earlier period	61.47	2.16
	<u>1,187.40</u>	<u>36.26</u>
<b>Deferred tax expenses</b>		
In respect of current year origination and reversal of temporary differences	639.96	62.49
	<u>639.96</u>	<u>62.49</u>
<b>Total tax expense for the year</b>	<u>1,827.36</u>	<u>98.75</u>

**(b) Expense recognised in OCI**

Particulars	31 March 2022	31 March 2021
<b>Deferred tax expense</b>		
Deferred tax expense	-	-
	<u>-</u>	<u>-</u>

**(c) Reconciliation of tax expense and the accounting profit multiplied by Indian's tax rate**

Particulars	31 March 2022	31 March 2021
Accounting profit before income tax	2,816.39	379.13
Applicable Indian statutory income tax rate (in %)	25.17%	25.17%
Computed expected tax expense	708.89	95.43
<b>Tax effect of:</b>		
Tax effect of amount which are not deductible / (taxable) in calculating taxable income	417.04	(61.33)
Tax relating to earlier period	61.47	2.16
Deferred tax expense	639.96	62.49
	<u>1,827.36</u>	<u>98.75</u>

**36 Managerial remuneration**

The amended provisions to notification no. S.O. 4823(E) dated 12 September 2018 require companies to obtain the approval of the members by way of special resolution in case payment of managerial remuneration is in excess of the limits specified in Schedule V of the Act.

The Corporation, during the year ended 31 March 2022, has paid remuneration of ₹ 342.03 (excluding contribution to defined contribution plans of ₹ 71.15) to the Managing Director, Mr. Ness Wadia which is within the limits approved by the members of the Corporation, by way of a special resolution at the Annual General Meeting held on 13 September 2021.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**37 Leases**

**The disclosures required in accordance with Ind AS 116 “Leases” are as follows:**

**(a) Corporation as a lessee**

The Corporation’s leased assets primarily consists of leases for office premises and vehicles having different lease terms. There are several lease agreements with extension and termination options, for which management exercise significant judgement in determining whether these extension and termination options are reasonably certain to be exercised. Since it is reasonable certain to exercise extension option and not to exercise termination option, the Corporation has opted to include such extended term and ignore termination option in determination of lease term.

<b>Particulars</b>	<b>31 March 2022</b>	<i>31 March 2021</i>
Depreciation of ROU assets	<b>62.16</b>	<i>68.75</i>
Interest expense on lease liabilities	<b>15.80</b>	<i>20.18</i>
Expense relating to short term and low value leases	<b>53.76</b>	<i>43.24</i>
Total cash outflow for leases (including interest)	<b>64.68</b>	<i>87.07</i>
Additions to ROU assets	<b>12.58</b>	<i>-</i>

**Amounts recognised in standalone balance sheet:**

<b>Particulars</b>	<b>31 March 2022</b>	<i>31 March 2021</i>
<b>Carrying amount of ROU assets</b>		
- Buildings	<b>144.11</b>	<i>178.48</i>
- Vehicles	<b>3.14</b>	<i>18.35</i>
<b>Lease liabilities</b>	<b>31 March 2022</b>	<i>31 March 2021</i>
Non-current	<b>114.70</b>	<i>134.06</i>
Current	<b>28.63</b>	<i>58.15</i>

The incremental borrowing rate applied to lease liabilities is 9.00% p.a. (31 March 2021: 9.00% p.a.)

The details regarding the contractual maturities of lease liabilities as at reporting date on an undiscounted basis are as follows:

<b>Particulars</b>	<b>31 March 2022</b>	<i>31 March 2021</i>
Within one year	<b>37.87</b>	<i>76.31</i>
Later than one year and not later than five years	<b>55.59</b>	<i>81.66</i>
Later than five years	<b>263.93</b>	<i>273.96</i>

**(b) Corporation as a lessor**

Lease rental receipts recognised in the standalone statement of profit and loss, being short term or low values in nature, is ₹ 7.98 (31 March 2021: ₹ 8.81).

**38 Employee benefits plan**

**(A) Defined contribution plans**

Amounts recognized as an expense in the standalone statement of profit and loss are as follows:

	<b>31 March 2022</b>	<i>31 March 2021</i>
Employer’s contribution to provident fund	<b>608.02</b>	<i>522.69</i>
Employer’s contribution to superannuation fund	<b>67.32</b>	<i>62.85</i>
<b>Total</b>	<b>675.34</b>	<i>585.54</i>

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

Above amounts, along with employer's contribution towards employees' state insurance and labour welfare fund, which is insignificant, have been included in the line item "Contribution to provide fund and other funds" in note 30. Also, the contribution of the Corporation is limited to the amount contributed and it has no further contractual or constructive obligation.

**(B) Defined benefit plans- Gratuity:**

The Corporation has The Bombay Burmah Trading Corporation Limited Covenanted Staff Gratuity Fund, The Bombay Burmah Trading Corporation Limited Employees' Gratuity Fund and fund maintained with Life Insurance Corporation of India ('LIC') for Dental Products of India - division which are funded defined benefit plans for qualifying employees.

- (i) In respect of covenanted staff covered under The Bombay Burmah Trading Corporation Limited Covenanted Staff Gratuity Fund: The gratuity scheme provides for lump sum payment to vested employees based on a combination of factors such as length of service and manner of cessation of service viz. retirement, death / disability, termination. In such case, lump sum payment will be made for an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of 6 months subject to the maximum amount payable as per the Payment of Gratuity Act, 1972.
- (ii) In respect of non-covenanted staff covered under The Bombay Burmah Trading Corporation, Limited Employees Gratuity Fund and employees of the Dental Products of India - division for whom the Corporation has taken a gratuity policy from the LIC of India: The gratuity scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of six months subject to the maximum amount payable as per the Payment of Gratuity Act, 1972.

Vesting under the above scheme occurs only upon completion of 5 years of service, except in case of death or disability. The present value of the defined benefit obligation and the related current service cost are measured using the projected unit credit method with actuarial valuation being carried out at each balance sheet date.

**Risk**

Factor	Impact
<b>Withdrawals</b>	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawals rates at subsequent valuations can impact the obligation.
<b>Discount rate</b>	Reduction in discount rate in subsequent valuations can increase the obligation.
<b>Mortality and disability</b>	Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the obligation.
<b>Salary increase</b>	Actual salary increases will increase the obligation. Increase in salary increase rate assumption in future valuations will also increase the obligation.

The following tables summarise the components of defined benefit expense recognised in the statement of profit and loss and amounts recognised in the balance sheet for gratuity plans:

Particulars	31 March 2022	31 March 2021
<b>1. Reconciliation of net defined benefit Obligation</b>		
<b>(a) Reconciliation of present value of defined benefit obligation ('DBO')</b>		
DBO at the beginning of the year	3,296.73	3,304.17
Service cost	303.03	196.77

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

Particulars	31 March 2022	31 March 2021
Interest cost	211.09	209.81
Benefits settled	(418.29)	(537.48)
Actuarial gain due to demographic assumption changes	(16.46)	-
Actuarial loss / (gain) due to financial assumptions	557.49	(17.40)
Actuarial loss due to experience adjustments	66.50	140.86
<b>DBO at the end of the year</b>	<b>4,000.09</b>	<b>3,296.73</b>
<b>(b) Reconciliation of present value of plan asset</b>		
Plan assets at the beginning of the year	2,917.91	2,783.33
Expected return on plan assets	193.46	184.52
Return on assets excluding interest income	(4.08)	197.80
Contributions to funds	225.02	289.74
Benefit settled	(418.29)	(537.48)
<b>Plan assets at the end of the year</b>	<b>2,914.02</b>	<b>2,917.91</b>
<b>(c) Reconciliation of net DBO:</b>		
Present value of DBO at the end of the year	4,000.09	3,296.73
Plan assets at the end of the year	2,914.02	2,917.91
<b>Liability recognised in the balance sheet</b>	<b>(1,086.07)</b>	<b>(378.82)</b>
<b>Bifurcation of net liability:</b>		
Current	697.37	173.30
Non-current	388.64	205.52
<b>2 Amount recognised in profit or loss:</b>		
Current service cost	303.03	196.77
Interest cost	211.09	209.81
Expected return on plan assets and contribution	(193.46)	(184.52)
<b>Expenses recognised in profit or loss</b>	<b>320.66</b>	<b>222.06</b>
<b>3 Amount recognised in OCI:</b>		
Actuarial loss on DBO	607.53	123.46
Return on plan assets excluding interest income	4.08	(197.80)
<b>Loss / (gain) recognised in OCI</b>	<b>611.61</b>	<b>(74.34)</b>
<b>4. Maturity profile of DBO on an undiscounted basis:</b>		
1 year	615.20	433.40
2 to 5 years	1,745.04	1,349.21
6 years and above	3,828.50	3,162.86
<b>5 Investment details: (% invested)</b>		
Central Government securities	2.08%	1.83%
Public sector bonds	0.00%	0.00%

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

Particulars	31 March 2022	31 March 2021
Insurer managed funds	97.42%	96.12%
Others (including bank balances)	0.50%	2.05%
	<u>100.00%</u>	<u>100.00%</u>
<b>6 Principal actuarial assumptions:</b>		
Discount rate (% p.a.)	7.10% - 7.49%	6.82% - 7.17%
Estimated rate of return on plan assets	6.82% - 7.17%	6.82% - 7.17%
Attrition rate (in %)	2.00% - 7.00%	2.00% - 3.00%
Salary escalation rate (% p.a.)	6.00% - 7.00%	4.00% - 6.00%
Retirement age (in years)	58.00	58.00
Average future service (in years)	12.04 - 15.86	12.66 - 20.72
Mortality rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

These assumptions were developed by the management with the assistance of independent actuarial appraiser. Discount factors are determined close to each year end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience. The estimates of future salary growth rate considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

- 7 The Corporation expects to make a contribution of ₹ 390.10 (31 March 2021: ₹ 212.28) to the defined benefit plans during the next financial year.
- 8 The weighted average duration of the DBO at the end of the reporting period ranges between 10.32 to 17.09 years (31 March 2021: 8.47 to 13.81 years).

**9 Sensitivity analysis**

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, salary growth rate, attrition rate and mortality rate. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of the sensitivity analysis is given below:

Particulars	31 March 2022	31 March 2021
<b>A. Discount rate</b>		
Discount rate + 100 basis points	(189.92)	(170.10)
Discount rate - 100 basis points	210.21	190.09
<b>B. Salary escalation rate</b>		
Salary rate + 100 basis points	204.87	192.30
Salary rate - 100 basis points	(188.40)	(174.79)
<b>C. Attrition rate</b>		
Attrition rate + 100 basis points	(10.74)	20.99

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

Particulars	31 March 2022	31 March 2021
Attrition rate -100 basis points	9.49	(22.97)
<b>D. Mortality rate</b>		
Mortality rate increases by 10%	(0.58)	0.70
Mortality rate decreases by 10%	-	-

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

**(C) Other long term employee benefits - compensated absences:**

The Corporation's liability on account of compensated absences is not funded.

**(a) Following are the principal assumptions used as at the balance sheet date:**

Particular	31 March 2022	31 March 2021
Discount rate (% p.a.)	7.10% - 7.48%	6.82% - 7.17%
Salary escalation rate (% p.a.)	7.00%	4.00%
Attrition rate (in %)	7.00%	3.00%

**(b) Movement during the year**

Particular	31 March 2022	31 March 2021
At the beginning of the year	219.88	196.13
Recognised during the year	(13.93)	23.75
Paid during the year	-	-
At the end of the year	205.95	219.88

**39 Financial instruments**

**A. Categories of financial instruments**

31 March 2022	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets (other than investment in subsidiaries and associates)</b>								
Cash and cash equivalents	-	-	8,959.87	8,959.87	-	-	-	-
Bank balances other than above	-	-	77.33	77.33	-	-	-	-
Non-current investments	-	3,851.53	1.07	3,852.60	3,562.13	290.47	-	3,852.60
Loans	-	-	48,122.11	48,122.11	-	-	-	-
Trade receivables	-	-	4,724.02	4,724.02	-	-	-	-
Financial assets	-	-	1,155.82	1,155.82	-	-	-	-
	-	3,851.53	63,040.22	66,891.75	3,562.13	290.47	-	3,852.60
<b>Financial liabilities</b>								
Borrowings	-	-	101,100.61	101,100.61	-	-	-	-
Lease liabilities	-	-	143.33	143.33	-	-	-	-
Trade payables	-	-	2,349.56	2,349.56	-	-	-	-
Financial liabilities	-	-	3,475.09	3,475.09	-	-	-	-
	-	-	107,068.59	107,068.59	-	-	-	-

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

31 March 2021	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets (other than investment in subsidiaries and associates)</b>								
Cash and cash equivalents	-	-	5,370.54	5,370.54	-	-	-	-
Bank balances other than above	-	-	86.03	86.03	-	-	-	-
Non-current investments	-	5,216.76	1.07	5,217.83	4,918.73	299.10	-	5,217.83
Loans	-	-	50,941.80	50,941.80	-	-	-	-
Trade receivables	-	-	4,346.86	4,346.86	-	-	-	-
Financial assets	-	-	1,798.64	1,798.64	-	-	-	-
	-	5,216.76	62,544.94	67,761.70	4,918.73	299.10	-	5,217.83
<b>Financial liabilities</b>								
Borrowings	-	-	104,304.09	104,304.09	-	-	-	-
Lease liabilities	-	-	192.21	192.21	-	-	-	-
Trade payables	-	-	2,379.91	2,379.91	-	-	-	-
Other non-current financial liabilities	-	-	3,394.78	3,394.78	-	-	-	-
	-	-	110,270.99	110,270.99	-	-	-	-

There have been no transfers amongst the levels of fair value hierarchy during the year.

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Corporation 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.

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions are used to estimate the fair values:

1. Fair value of cash and cash equivalents, bank balances other than cash and cash equivalents, trade receivables, trade payables, other current financial assets / liabilities approximate their carrying amounts largely due to short term maturities of these instruments. These are classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.
2. Financial instruments with fixed and variable interest rates are evaluated by the Corporation based on parameters such as interest rates and individual credit worthiness of the counter-party. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts. These are classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.
3. The fair values for deposits were calculated based on cash flows discounted using lending rate on the date of initial recognition. The lease liability is initially measured at amortised cost at the present value of the future lease payments and are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Accordingly, all these are classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.
4. Investment in quoted equity instruments are classified as Level 1 fair values in the fair value hierarchy. Investments in unquoted equity instruments of companies and co-operative societies and government

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

securities are classified as Level 2 fair values in the fair value hierarchy as valuation of these instruments is based on the recent market transactions.

**B. Fair value hierarchy and method of valuation**

The Corporation uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

**Level 1:** quoted (unadjusted) prices 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:** techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data (unobservable inputs).

**Details of financial assets and liabilities considered under Level 3 classification**

<b>Lease liabilities</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Balance at the beginning of the year	<b>192.21</b>	259.10
Repayments during the year	<b>(64.68)</b>	(87.07)
Expense recognised in profit or loss	<b>15.80</b>	20.18
<b>Balance at the end of the year</b>	<b>143.33</b>	<b>192.21</b>

**C. Financial risk management**

The Corporation has exposure to the following risks arising from financial instruments:

- a) Credit risk
- b) Liquidity risk
- c) Market risk

**Risk management framework**

The Corporation's Board of Directors has overall responsibility for the establishment and oversight of the Corporation's risk management framework. The Board of Directors has established the Risk Management Committee, which is responsible for developing and monitoring the Corporation's risk management policies. The committee reports regularly to the Board of Directors on its activities.

The Corporation's risk management policies are established to identify and analyse the risks faced by the Corporation, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Corporation's activities. The Corporation, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit Committee oversees how management monitors compliance with the Corporation's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Corporation. The Audit Committee is assisted in its oversight role by internal audit function. Internal audit function includes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

**i) Credit risk**

Credit risk is the risk of financial loss to the Corporation if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises from cash and cash equivalents, bank balances other than cash and cash equivalents, other financial assets as well as credit exposures to



**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

customers including outstanding receivables. The maximum exposure to credit risk is equal to the carrying value of the financial assets.

**Trade receivables**

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the Corporation causing financial loss. It arises from cash and cash equivalents, deposits with banks and financial institutions, security deposits, loans given and principally from credit exposures to customers relating to outstanding receivables. The Corporation's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at reporting date.

The Corporation continuously monitors defaults of customers and other counterparties, identified either individually or by the Corporation, and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and / or reports on customers and other counterparties are obtained and used. The Corporation's policy is to deal only with creditworthy counterparties.

In respect of trade and other receivables, the Corporation is not exposed to any significant credit risk exposure to any single counterparty or any company of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various geographical areas. The Company has very limited history of customer default, and considers the credit quality of trade receivables for evaluation of expected credit loss.

Outstanding customer receivables are regularly monitored.

**Other financial assets**

The Corporation periodically monitors the recoverability and credit risks of its other financial assets. The Corporation evaluates 12 months expected credit losses for all the financial assets for which credit risk has not increased. In case credit risk has increased significantly, the Company considers life time expected credit losses for the purpose of impairment provisioning.

The credit risk for cash and cash equivalents and bank balances other than cash and cash equivalents is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings.

**Expected credit loss for trade receivables**

Particulars	Carrying value	
	31 March 2022	31 March 2021
Less than 6 months	4,528.84	4,259.89
6 months-1 year	134.82	72.72
1-2 years	91.75	206.38
2-3 years	123.49	43.81
More than 3 years	475.95	462.94
Less: Allowance for expected credit loss	(630.83)	(698.88)
	4,724.02	4,346.86

The following table summarises the change in the loss allowance on trade receivables measured using expected credit loss model:

As at 31 March 2021	698.88
Provision reversed during the year	(68.05)
<b>As at 31 March 2022</b>	<b>630.83</b>

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

The following table summarises the change in the allowance of impairment on other financial assets:

As at 31 March 2021	251.17
Provision reversed during the year	(14.73)
<b>As at 31 March 2022</b>	<b>236.44</b>

The following table gives details in respect of percentage of revenues generated from top customer and top five customers:

Particulars	31 March 2022	31 March 2021
Revenue from top customer*	24.34%	8.24%
Revenue from top five customers	39.73%	26.30%

\* The top customer contributing 24.34% of revenue during the year ended 31 March 2022 belongs to real estate division and this transaction is of non-recurring nature. The variance in revenue from top five customers during the year ended 31 March 2022 as against year ended 31 March 2021 is also on account of the aforementioned non-recurring transaction.

**ii) Liquidity risk**

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they become due. The Corporation manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Corporation manages its liquidity needs by monitoring scheduled debt servicing payments for financial liabilities as well as forecast cash inflow and outflows due in day to day business. In addition, processes and policies related to such risks are overseen by senior management.

The following table highlights the remaining contractual maturities of financial liabilities at the reporting dates. The amounts are gross and undiscounted, and include estimated interest payments.

As at 31 March 2022	Carrying amount	Contractual cash flows			
		On demand	Less than 1 year	1-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>					
Borrowings	101,100.61	1,650.35	68,975.39	30,967.05	-
Lease liabilities	143.33	-	37.87	55.59	263.93
Trade payable	2,349.56	-	2,349.56	-	-
Other financial liabilities	3,475.09	-	3,474.49	-	0.60

As at 31 March 2021	Carrying amount	Contractual cash flows			
		On demand	Less than 1 year	1-5 years	More than 5 years
<b>Non-derivative financial liabilities</b>					
Borrowings	104,304.09	6,217.95	60,118.79	36,983.00	1,750.00
Lease liabilities	192.21	-	76.31	81.66	273.96
Trade payable	2,379.91	-	2,379.91	-	-
Other financial liabilities	3,394.78	-	3,394.18	-	0.60

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**(iii) Market risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables, foreign currency payables and borrowings.

The Corporation is exposed to the following components of market risk:

- a) Foreign currency risk
- b) Interest rate risk and
- c) Price risk

**a) Foreign Currency risk**

Foreign currency risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Corporation primarily deals in United States Dollars ('USD') and Great Britian Pound ('GBP'). The Corporation mainly has foreign currency trade payables and trade receivables which are unhedged and exposed to foreign currency risk.

The Corporation evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies. There are earnings from customers in foreign currency which act as a natural hedge against foreign currency risk.

The Company's exposure to foreign currency risk at the end of the reporting period are as under:

<b>31 March 2022</b>	<b>USD-INR equivalent</b>	<b>EURO-INR equivalent</b>	<b>GBP-INR equivalent</b>	<b>JPY-INR equivalent</b>	<b>SGD-INR equivalent</b>
<b>Financial assets</b>					
Cash and cash equivalents	347.69	9.04	76.30	-	-
Trade receivables	524.95	190.19	665.11	-	-
	<u>872.64</u>	<u>199.23</u>	<u>741.41</u>	<u>-</u>	<u>-</u>
<b>Financial liabilities</b>					
Trade payables	11.85	-	-	22.34	41.13
	<u>11.85</u>	<u>-</u>	<u>-</u>	<u>22.34</u>	<u>41.13</u>
<b>Net exposure to foreign currency risk</b>	<u>860.79</u>	<u>199.23</u>	<u>741.41</u>	<u>(22.34)</u>	<u>(41.13)</u>

<b>31 March 2021</b>	<b>USD-INR equivalent</b>	<b>EURO-INR equivalent</b>	<b>GBP-INR equivalent</b>	<b>JPY-INR equivalent</b>	<b>SGD-INR equivalent</b>
<b>Financial assets</b>					
Cash and cash equivalents	159.31	-	-	-	-
Trade receivables	425.47	130.11	352.75	-	-
	<u>584.78</u>	<u>130.11</u>	<u>352.75</u>	<u>-</u>	<u>-</u>
<b>Financial liabilities</b>					
Trade payables	38.84	-	-	-	88.37
	<u>38.84</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>88.37</u>
<b>Net exposure to foreign currency risk</b>	<u>545.94</u>	<u>130.11</u>	<u>352.75</u>	<u>-</u>	<u>(88.37)</u>

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

The above currency risk exposure does not include PCFC loan availed amounting to ₹ Nil (31 March 2021: ₹ 704.89) [USD: Nil (31 March 2021: USD 9.59 million)] as there exists a natural hedge against the currency risk in respect of such loan.

Company has accumulated net exposure to foreign currency risk amounting to ₹ 1,737.96 (31 March 2021: ₹ 940.43).

**Sensitivity to foreign currency risk**

The following table demonstrates the sensitivity in USD, EURO, GBP, Japanese Yen ('JPY') and Singapore Dollar ('SGD') with all other variables held constant. The below impact on the Corporation's profit or loss before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities as at balance sheet date:

	Impact on profit or loss	
	Strengthening	Weakening
<b>As at 31 March 2022</b>		
<b>10% movement</b>		
USD	(86.08)	86.08
EURO	(19.92)	19.92
GBP	(74.14)	74.14
JPY	2.23	(2.23)
SGD	4.11	(4.11)
	Impact on profit or loss	
	Strengthening	Weakening
<b>As at 31 March 2021</b>		
<b>10% movement</b>		
USD	(54.59)	54.59
EURO	(13.01)	13.01
GBP	(35.27)	35.27
JPY	-	-
SGD	8.84	(8.84)

**b) Interest rate risk**

The Corporation's policy is to minimize interest rate cash flow risk exposures on long-term financing. The Corporation's exposure to the risk of changes in market interest rates relates primarily to the Corporation's variable rate borrowings. The Corporation is not exposed to changes in market interest rates in so far it relates to fixed rate borrowings

Below is the overall exposure of the Corporation to interest rate risk:

Particulars	As at	As at
	31 March 2022	31 March 2021
Fixed-rate borrowings	41,476.93	96,974.00
Variable-rate borrowings	59,623.68	7,330.09

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variable held constant, the Corporation's profit before tax is affected through the impact on variable rate borrowings, as follows:

Particulars	Gain / (loss) on profit before tax			
	As at 31 March 2022		As at 31 March 2021	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
<b>Variable-rate instruments</b>				
Variable-rate borrowings	(596.24)	596.24	(73.30)	73.30

**c) Price risk**

**Exposure from investments in equity instruments**

The Corporation's exposure to price risk arise from investments in equity instruments classified in the balance sheet at FVTPL or FVOCI. To manage its price risk arising from investments, the Corporation diversifies its portfolio. Diversification of portfolio is done in accordance with the limits set by the Corporation.

**Sensitivity**

The table below summarise the impact of increase/decrease of the index on the Corporation's equity and standalone statement of profit and loss. The analysis is based on the assumption that the price of the instrument has increase by 2% or decreased by 2% with all other variables held constant.

Particulars	31 March 2022	31 March 2021
<b>Investments</b>		
Market prices - Increase by 2%	77.05	104.36
Market prices - Decrease by 2%	(77.05)	(104.36)

**40 Capital management**

The Corporation's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The Corporation monitors capital using a ratio of 'adjusted net debt' to 'total capital'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings (including interest accrued), excluding intra-group borrowings, less cash and cash equivalents and other bank balance.

The Corporation's gearing ratio is as follows

Particulars	31 March 2022	31 March 2021
Total borrowings	101,100.61	104,304.09
Interest accrued	1,910.13	1,355.21
Less: Intra-group borrowings (including interest)	(39,734.52)	(51,201.64)
Less : Cash and cash equivalent	(8,959.87)	(5,370.54)
<b>Adjusted net debt</b>	<b>54,316.35</b>	<b>49,087.12</b>

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

<b>Particulars</b>	<b>31 March 2022</b>	<i>31 March 2021</i>
Total equity	<b>21,121.47</b>	<i>22,946.82</i>
<b>Total capital</b>	<b>21,121.47</b>	<i>22,946.82</i>
Gearing ratio (including inter-group borrowings)	<b>4.45</b>	<i>4.37</i>
Gearing ratio (excluding inter-group borrowings)	<b>2.57</b>	<i>2.14</i>

**41 Contingent liabilities and capital commitments**

- a) Sundry claims against the Corporation by employees and others not admitted (amount indeterminate). In the opinion of the management, the outcome of these claims is likely to be immaterial.
- b) Damages and interest on alleged unauthorized occupation of residential premises determined by the Estate Officer of Life Insurance Corporation of India up to 31 March 2022 and disputed by the Corporation ₹ 192.11 (31 March 2021: ₹ 182.11).
- c) The Corporation had received 2 demand notices for differential lease rent in respect of Singampatti estate rent being arrears aggregating to ₹ 23,192.58 (31 March 2021: ₹ 23,192.58) for the period from 1958 to 2019. The Corporation has challenged the said demands by way of writ petition before Madras High Court and the said demands have been stayed by the Honorable High Court.
- d) Estimated amount of contracts remaining to be executed on capital account to the extent not provided for (net of advances) is ₹ 94.82 (31 March 2021 : ₹ 361.69).
- e) Matters under dispute in respect of the Electromags Automotive Products Private Limited (amalgamated with the Corporation in past years) for earlier years are:
  - relating to income tax demand of ₹ 6.52
  - relating to custom and sales tax demand of ₹ 9.19
- f) The Supreme court of India in the month of February 2019 had passed a judgement relating to definition of wages under The Employees' Provident Funds and Miscellaneous Provisions Act, 1952. However, considering that there are numerous interpretative issues relating to this judgement and in the absence of reliable measurement of the provision for the earlier periods, the Corporation has made a provision for provident fund contribution pursuant to the judgement. The Corporation will evaluate its position and update its provision, if required, on receiving further clarity on the subject. The Corporation does not expect any material impact of the same.

**Notes:**

- i) It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings.
- ii) The amounts disclosed above represent the best possible estimates arrived at on the basis of available information and do not include any penalty payable.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**42 Details of dues to micro, small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006**

<b>Particulars</b>			<b>31 March 2022</b>	<i>31 March 2021</i>
(i)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the year.	a) Principal	<b>369.70</b>	<i>435.45</i>
		b) Interest	<b>0.66</b>	<i>0.61</i>
(ii)	The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.	a) Principal		-
		b) Interest		-
(iii)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.		-	-
(iv)	The amount of interest accrued and remaining unpaid at the end of the year.		<b>0.66</b>	<i>0.61</i>
(v)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purposes of disallowance as a deductible expenditure under the Section 23 of the MSMED Act, 2006			

Includes ₹ 0.61 lakhs being interest on dues outstanding to MSME's as at 31 March 2021 beyond the appointed date. Corporation has made payment to certain MSMEs during the current year beyond the appointed date. Such payments were made without adding interest specified under MSMED Act, 2006.

The management has identified enterprises which qualify under the definition of micro enterprises and small enterprises, as defined under the MSMED Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at year end has been made in the financial statements based on the information received and available with the Corporation and has been relied upon by the statutory auditors.

**43 Dividend**

After the reporting date, the following dividend was proposed by the Board of Directors subject to the approval of the shareholders at the ensuing Annual General Meeting:

<b>Particulars</b>	<b>31 March 2022</b>	<i>31 March 2021</i>
Dividend proposed to equity shareholders @ ₹ 1.20 per share (31 March 2021: ₹ 1.20 per share)	<b>837.26</b>	<i>837.26</i>
	<b>837.26</b>	<i>837.26</i>

The following dividend was paid by the Corporation:

<b>Particulars</b>	<b>31 March 2022</b>	<i>31 March 2021</i>
Final dividend for the year ended 31 March 2021 @ ₹ 1.20 per share (31 March 2020: ₹ 1.20 per share)	<b>837.26</b>	<i>837.26</i>
	<b>837.26</b>	<i>837.26</i>

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**44 Corporate social responsibility (CSR)**

As per section 135 of the Act, and rules therein, the Corporation is required to spend at least 2% of its average net profits for three immediately preceding financial years towards CSR activities. The Corporation has CSR committee as per the Act. The funds are utilised on the activities which are specified in Schedule VII of the Act. Details of CSR expenditure are as follows:

Particulars	31 March 2022	31 March 2021
a) Gross amount required to be spent by the Corporation pursuant to section 135(5) of the Act	-	-
b) Amount of expenditure incurred	10.96	7.20
c) Shortfall at the end of the year	-	-
d) Total of previous years shortfall	-	-
e) Reason for shortfall	Not applicable	Not applicable
f) Nature of CSR activities	<b>For the year ended 31 March 2022 and 31 March 2021:</b> Maintenance of road, residential buildings and water supply to residential	

The Corporation's spent towards CSR does not involve any long term projects and accordingly, disclosure requirements relating to ongoing projects is not applicable as at reporting dates.

**45 Auditor's remuneration (excluding goods and services tax)**

Particulars	31 March 2022	31 March 2021
<b>As auditors:</b>		
Audit fees and limited review fees (including consolidation) [Including branch auditors fees ₹ 3.79 (31 March 2021: ₹ 3.62)]	37.29	37.12
<b>In other capacity:</b>		
Other services (certification fees)	4.74	3.75
Reimbursement of expenses	3.03	0.16
	<u>45.06</u>	<u>41.03</u>



**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**46. a Disclosure as per Regulation 53(1)(f) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015**

Loans and advances in the nature of loans given to subsidiaries, associates and others:

Name of the loanee	Amount outstanding as at		Maximum balance outstanding during the year		Investment (number of shares held) by the loanee in the shares of Corporation and its subsidiary companies	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021	31 March 2022	31 March 2021
<b>Subsidiary company</b>						
Afco Industrial & Chemicals Limited	30.60	28.47	77.36	29.78	-	-
DPI Products & Services Limited	7.44	89.58	91.54	89.58	Subsidiary of Corporation - 400,000 equity shares	Subsidiary of Corporation - 400,000 equity shares
Sea Wind Investment and Trading Corporation Limited	1,548.51	757.14	3,967.36	757.14	-	-
<b>Associate company</b>						
Go Airlines (India) Limited	31,746.33	42,538.40	42,547.22	42,629.60	-	-
The Bombay Dyeing & Manufacturing Company Limited	14,530.33	5,008.46	20,205.07	18,749.69	Corporation - 4,119,742 equity shares	Corporation - 4,119,742 equity shares
	<b>47,863.22</b>	<b>48,422.05</b>	<b>66,888.55</b>	<b>62,255.79</b>		

The Corporation had given the loans to above-mentioned borrowers for meeting their business requirements.

**46. b Disclosures as per section 186 of the Act**

**(i) Investments made during the year**

Name of the investee	Investment made during the year ended 31 March 2022
The Bombay Dyeing & Manufacturing Company Limited	329.24
Cosmos Co-operative Bank Limited	10.00

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**(ii) Loans**

Name of the borrower	Rate of interest for the year ended 31 March 2022	Term	"Secured / unsecured"	As at 31 March 2022	As at 31 March 2021	Amount given during the year
Macrofil Investments Limited *	10.00%	1 year	Unsecured	-	3,048.00	-
The Bombay Dyeing & Manufacturing Company Limited *	10.00%	1 year	Unsecured	-	5,000.00	15,150.00
The Bombay Dyeing & Manufacturing Company Limited	10.00%	700 days	Unsecured	5,000.00	-	5,000.00
The Bombay Dyeing & Manufacturing Company Limited	10.00%	715 days	Unsecured	5,000.00	-	5,000.00
The Bombay Dyeing & Manufacturing Company Limited	10.00%	730 days	Unsecured	4,500.00	-	4,500.00
Go Airlines (India) Limited *	10.00%	1 year	Unsecured	24,000.00	41,500.00	24,000.00
Go Airlines (India) Limited	10.00%	2 years	Unsecured	7,500.00	-	7,500.00
Sea Wind Investment and Trading Corporation Limited *	9.50%	1 year	Unsecured	1,500.00	750.00	31,000.00
INOR Medical Products Limited	10.00%	On demand	Unsecured	420.91	420.91	-

\* Loan term or on demand, whichever is earlier

**Note**

The Corporation had given the loans to above-mentioned borrowers for meeting their business requirements.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**47 Segment information**

The Corporation has opted to present data related to its segments in the consolidated financial statements which are included in the same annual report, in accordance with Ind AS 108 "Operating Segments". No disclosures regarding segments are therefore presented in these standalone financial statements.

**48 Related party relationships, transactions and balances**

In accordance with the requirement of Ind AS 24 "Related Party Disclosures", name of the related parties, their relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during the reported period are as follows:

**A List of related parties**

**a) Subsidiaries and step down subsidiaries:**

**I) Subsidiaries**

- 1 Afco Industrial & Chemicals Limited
- 2 DPI Products & Services Limited
- 3 Sea Wind Investment and Trading Corporation Limited
- 4 Leila Lands Senderian Berhad

**II) Step down subsidiaries:**

- 1 Subham Viniyog Private Limited
- 2 Naira Holdings Limited
- 3 Island Horti-Tech Holdings Pte. Limited
- 4 Leila Lands Limited
- 5 Restpoint Investments Limited
- 6 Baymanco Investments Limited
- 7 Island Landscape & Nursery Pte. Limited
- 8 Innovative Organics Inc.
- 9 ABI Holding Limited
- 10 Britannia Brands Limited
- 11 Associated Biscuits International Limited
- 12 Dowbiggin Enterprises Pte. Limited
- 13 Nacupa Enterprises Pte. Limited
- 14 Spargo Enterprises Pte. Limited
- 15 Valletort Enterprises Pte. Limited
- 16 Bannatyne Enterprises Pte. Limited
- 17 Britannia Industries Limited
- 18 Granum Inc.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**Subsidiaries of Britannia Industries Limited**

- 1 Boribunder Finance & Investments Private Limited
- 2 Flora Investments Corporation Private Limited
- 3 Gilt Edge Finance & Investments Private Limited
- 4 Ganges Vally Foods Private Limited
- 5 International Bakery Products Limited
- 6 J. B. Mangharam Foods Private Limited
- 7 Manna Foods Private Limited
- 8 Sunrise Biscuit Company Private Limited
- 9 Britannia and Associates (Mauritius) Private Limited
- 10 Britannia and Associates (Dubai) Private Company Limited
- 11 Al Sallan Food Industries Company SAOG
- 12 Strategic Food International Company LLC
- 13 Strategic Brands Holding Company Limited
- 14 Britannia Dairy Private Limited
- 15 Britannia Dairy Holdings Private Limited
- 16 Britannia Employees General Welfare Association Private Limited
- 17 Britannia Employees Medical Welfare Association Private Limited
- 18 Britannia Employees Educational Welfare Association Private Limited
- 19 Britchip Foods Limited
- 20 Britannia Bangladesh Private Limited
- 21 Britannia Nepal Private Limited
- 22 Britannia Egypt LLC
- 23 Snacko Bisc Private Limited
- 24 Vasana Agrex and Herbs Private Limited
- 25 Strategic Foods Uganda Limited
- 26 Daily Bread Gourmet Foods (India) Private Limited (Under process of striking off)

**b) Key managerial personnel: (KMP)**

- |   |                         |  |
|---|-------------------------|--|
| 1 | Nusli N Wadia           | Chairman, Non-executive Director                 |
| 2 | Jehangir N. Wadia       | Non-executive Director (up to 13 September 2021) |
| 3 | Dr. Minnie Bodhanwala   | Non-executive Director; Non-independent Director |
| 4 | Rajesh Batra            | Non-executive Director; Independent Director     |
| 5 | Dr. Yashwant S P Thorat | Non-executive Director; Independent Director     |
| 6 | Vineesh Kumar Jairath   | Non-executive Director; Independent Director     |

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

7	Gauri Kirloskar	Non-executive Director; Independent Director
8	Ness Wadia	Managing Director
9	N H Datanwala	Chief Financial Officer
10	Sanjay Kumar Chowdhary	Corporation Secretary

**c) Relative of KMP:**

- 1 Maureen Wadia

**d) Associate companies:**

- 1 Lotus Viniyog Private Limited
- 2 Lima Investment and Trading Company Private Limited
- 3 Roshnara Investment and Trading Company Private Limited
- 4 Cincinnati Investment and Trading Company Private Limited
- 5 Shadhak Investment and Trading Private Limited
- 6 MSIL Investments Private Limited
- 7 Medical Microtechnology Limited
- 8 Harvard Plantations Limited
- 9 Placid Plantations Limited
- 10 The Bombay Dyeing & Manufacturing Corporation Limited
- 11 Go Airlines (India) Limited (w.e.f. 12 May 2021) (Other related party up to 11 May 2021)
- 12 Nalanda Biscuits Corporation Limited
- 13 Sunandaram Foods Private Limited

**Related parties with whom transactions have taken place**

**e) Entities under common control or significant shareholder ('Other related party')**

- 1 Macrofil Investments Limited
- 2 Nowrosjee Wadia and Sons Limited
- 3 BRT Limited
- 4 Wadia Techno-Engineering Services Limited
- 5 Panella Foods and Beverages Private Limited
- 6 National Peroxide Limited
- 7 INOR Medical Products Limited
- 8 Nessville Trading Private Limited
- 9 Varnilam Investments and Trading Company Limited
- 10 Go Investments & Trading Private Limited
- 11 Nidhivan Investments And Trading Company Private Limited
- 12 Heera Holdings And Leasing Private Limited
- 13 Sahara Investments Private Limited
- 14 N N Wadia (Admin of Estate of Lt. E.F. Dinshaw)
- 15 Naperol Investments Limited

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**f) Employees benefit plans where there is significant influence:**

- 1 The Bombay Burmah Trading Corporation Limited Covenanted Staff Gratuity Fund
- 2 The Bombay Burmah Trading Corporation Limited Employees' Gratuity Fund
- 3 The Bombay Burmah Trading Corporation Limited Employees' Superannuation Fund
- 4 The Bombay Burmah Trading Corporation Limited Employees' Exempt Provident Fund

The following table provides the details of transactions that have been entered into with related parties for the relevant financial year:

**B Transactions during the year**

Name of the related party	Relationship	Transaction values for the year ended	
		31 March 2022	31 March 2021
<b>Expenses incurred on behalf of corporation</b>			
Afco Industrials & Chemicals Limited	Subsidiary	50.57	27.54
Naira Holdings Limited.	Step down subsidiary	15.56	13.71
The Bombay Dyeing & Manufacturing Company Limited	Associate	17.09	30.21
Nowrosjee Wadia and Sons	Other related party	117.64	78.08
National Peroxide Limited	Other related party	81.72	22.00
<b>Expenses incurred by Corporation on behalf of</b>			
Naira Holdings Limited	Step down subsidiary	38.14	0.31
Afco Industrials & Chemicals Limited	Subsidiary	2.18	1.14
Sea Wind Investment and Trading Company Limited	Subsidiary	-	4.07
Britannia Industries Limited	Step down subsidiary	222.88	129.07
The Bombay Dyeing & Manufacturing Company Limited	Associate	1.47	2.96
Medical Microtechnology Limited	Associate	0.16	0.13
<b>Sale of products</b>			
Go Airlines (India) Limited	Associate	13.81	5.24
Panella Foods and Beverages Private Limited	Other related party	11.66	8.12
Wadia Techno Engineering Services Ltd	Other related party	-	0.02
National Peroxide Limited	Other related party	-	0.04
The Bombay Dyeing & Manufacturing Company Limited	Associate	6.22	6.67

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

Name of the related party	Relationship	Transaction values for the year ended	
		31 March 2022	31 March 2021
<b>Interest Income</b>			
Go Airlines (India) Limited	Associate	2,307.26	2,566.99
Macrofil Investments Limited	Other related party	37.58	543.35
Sea Wind Investment and Trading Company Limited	Subsidiary	307.75	3.32
The Bombay Dyeing & Manufacturing Company Limited	Associate	1,132.95	607.45
<b>Interest expense</b>			
Britannia Industries Limited	Step down subsidiary	2,329.66	3,601.82
National Peroxide Limited	Other related party	114.04	-
BRT Limited	Other related party	-	6.56
Nowrosjee Wadia & Sons Limited	Other related party	-	17.68
<b>ICD placed with</b>			
Go Airlines (India) Limited	Associate	31,500.00	41,500.00
Macrofil Investments Limited	Other related party	-	3,048.00
Sea Wind Investment and Trading Company Limited	Subsidiary	3,100.00	750.00
The Bombay Dyeing & Manufacturing Company Limited	Associate	29,650.00	17,000.00
<b>ICD repaid by</b>			
Macrofil Investments Limited	Other related party	3,048.00	3,150.00
Go Airlines (India) Limited	Associate	41,500.00	-
The Bombay Dyeing & Manufacturing Company Limited	Associate	20,150.00	17,000.00
Sea Wind Investment and Trading Company Limited	Subsidiary	2,350.00	-
<b>ICD taken from</b>			
Britannia Industries Limited	Step down subsidiary	39,000.00	70,000.00
National Peroxide Limited	Other related party	2,500.00	-
BRT Limited	Other related party	-	170.00
Nowrosjee Wadia and Sons Limited	Other related party	-	1,500.00
<b>ICD repaid to</b>			
Britannia Industries Limited	Step down subsidiary	50,000.00	20,000.00
National Peroxide Limited	Other related party	2,500.00	-

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

Name of the related party	Relationship	Transaction values for the year ended	
		31 March 2022	31 March 2021
BRT Limited	Other related party	-	170.00
Nowrosjee Wadia and Sons Limited	Other related party	-	1,500.00
<b>Investments in equity shares*</b>			
The Bombay Dyeing & Manufacturing Company Limited	Associate	329.24	2,175.68
National Peroxide Limited	Other related party	-	4,914.99
<b>Interest on loan given</b>			
N H Datanwala	KMP	0.36	0.36
<b>Dividend income</b>			
The Bombay Dyeing & Manufacturing Company Limited	Associate	-	63.10
Leila Lands Senderian Berhad	Subsidiary	2,977.77	5,975.20
National Peroxide Limited	Other related party	28.01	-
<b>Dividend payment</b>			
Mr. Nusli N. Wadia	KMP	83.76	83.76
Mr. Ness Wadia	KMP	0.26	0.26
Mr. Jehangir N. Wadia	KMP	0.04	0.04
Mr. Rajesh Batra	KMP	-	0.08
National Peroxide Limited	Other related party	27.68	27.68
Nowrosjee Wadia and Sons Limited	Other related party	326.29	326.29
Macrofil Investments Limited	Other related party	2.71	2.71
The Bombay Dyeing & Manufacturing Company Limited	Associate	49.44	49.44
Nessville Trading Private Limited	Other related party	0.21	0.21
Varnilam Investments & Trading Company Limited	Other related party	0.41	0.41
Go Investments & Trading Private Limited	Other related party	1.35	1.35
Nidhivan Investments And Trading Corporation Private Limited	Other related party	1.76	1.76
Heera Holdings And Leasing Private Limited	Other related party	1.79	1.79
Sahara Investments Private Limited	Other related party	2.00	2.00
N N Wadia (Admin of Estate of Lt. E.F. Dinshaw)	Other related party	2.88	2.88
Maureen Wadia	Relative of KMP	-	0.10
Naperol Investments Limited	Other related party	51.34	51.34



**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

Name of the related party	Relationship	Transaction values for the year ended	
		31 March 2022	31 March 2021
<b>Legal and professional fees</b>			
Leila Lands Senderian Berhad	Subsidiary	2.13	2.09
<b>Advances given to</b>			
Macrofil Investments Limited	Other related party	1.20	14.89
BRT Limited	Other related party	21.89	35.95
Medical Microtechnology Limited	Other related party	0.27	-
DPI Products and Services Limited	Subsidiary	1.96	-
Sea Wind Investment and Trading Corporation Limited	Subsidiary	0.30	-
Afco Industrial & Chemicals Limited	Associate	113.30	-
<b>Advances repaid by</b>			
Macrofil Investments Limited	Other related party	1.20	15.17
BRT Limited	Other related party	21.81	22.05
Sea Wind Investment and Trading Corporation Limited	Subsidiary	0.25	-
Afco Industrial & Chemicals Limited	Associate	35.12	-
<b>Security deposit refunded back</b>			
The Bombay Dyeing & Manufacturing Company Limited	Associate	300.00	-
<b>Contributions made during the year</b>			
The Bombay Burmah Trading Corporation Limited Covenanted Staff Gratuity Fund	Employees benefit plans where there is significant influence	19.45	92.25
The Bombay Burmah Trading Corporation Limited Employees' Gratuity Fund	Employees benefit plans where there is significant influence	205.57	197.49
The Bombay Burmah Trading Corporation Limited Employees' Superannuation Fund	Employees benefit plans where there is significant influence	67.32	62.85
The Bombay Burmah Trading Corporation Limited Employees' Exempt Provident Fund	Employees benefit plans where there is significant influence	72.15	69.10

\* Transactions are entered through marked purchases

Transactions up to the date of cessation / from the date of establishment of related party relationship have been considered for disclosure.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**C Outstanding balances**

Name of the related party	Relationship	Outstanding balance as at 31 March	
		31 March 2022	31 March 2021
<b>Inter-corporate deposits - Payable (including accrued interest)</b>			
Britannia Industries Limited	Step down subsidiary	39,664.30	51,164.61
<b>Payable for expenses</b>			
The Bombay Dyeing & Manufacturing Company Limited	Associate	-	9.17
Britannia Industries Limited	Step down subsidiary	-	6.79
Afco Industrial & Chemicals Limited	Subsidiary	-	2.28
National Peroxide Limited	Other related party	13.93	22.00
Nowrosjee Wadia and Sons Limited	Other related party	1.52	2.24
<b>Security deposit payable to</b>			
The Bombay Dyeing & Manufacturing Company Limited	Associate	-	300.00
<b>Loan receivable</b>			
N H Datanwala	KMP	12.00	12.00
<b>Trade receivables</b>			
Panella Foods and Beverages Private Limited	Other related party	7.52	-
Go Airlines (India) Limited	Associate	3.43	3.99
The Bombay Dyeing & Manufacturing Company Limited	Associate	-	0.13
<b>Inter-corporate deposits - Receivable (including accrued interest) (after taxes)</b>			
Go Airlines (India) Limited	Associate	31,746.33	42,538.40
The Bombay Dyeing & Manufacturing Company Limited	Associate	14,530.33	5,008.46
Sea Wind Investment and Trading Corporation Limited	Subsidiary	1,548.51	757.14
INOR Medical Products Limited	Other related party	785.28	743.19
Macrofil Investments Limited	Other related party	-	3,048.00
<b>Advance receivable</b>			
DPI Products & Services Limited	Subsidiary	7.44	89.58
Afco Industrial & Chemicals Limited	Subsidiary	30.60	28.47

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

Name of the related party	Relationship	Outstanding balance as at 31 March	
		31 March 2022	31 March 2021
<b>Other financial assets</b>			
Britannia Industries Limited	Subsidiary	47.26	43.82
Sea Wind Investment and Trading Corporation Limited	Associate	-	4.07
DPI Products & Services Limited	Subsidiary	61.10	-
Afco Industrial & Chemicals Limited	Subsidiary	23.31	0.47
Wadia Techno-Engineering Services Limited	Other related party	1.18	1.18
BRT Limited	Other related party	14.60	14.51
Medical Microtechnology Limited	Associate	2.85	1.74
Panella Foods and Beverages Private Limited	Other related party	7.36	3.35
INOR Medical Products Limited	Other related party	535.84	534.57

Investments in share capital of related parties of the Corporation is not considered under 'Outstanding balances' as these are not considered 'outstanding' exposures.

**D Compensation paid to KMP**

Particulars	31 March 2022	31 March 2021
(i) Short term employee benefits	<b>489.58</b>	443.68
(ii) Post employment benefits	<b>76.05</b>	70.29
(iii) Other long term benefits *	-	-
(iv) Termination benefits	-	-
(v) Share based payment	-	-
(vi) Directors' sitting fees	<b>39.70</b>	53.80

\* The remuneration to the KMP does not include the provision made for gratuity and compensated absence, as they are determined on an actuarial basis for the Corporation as a whole.

**Notes:**

1. All the related party transactions are made on terms equivalent to those that prevail in an arm's length transactions.
2. There are no commitments with any related party during the current and prior year or as at respective year end.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**49 Disclosures as per Ind AS 115 - "Revenue from Contracts with Customers"**

The outstanding balance of net trade receivables is presented in below table:

Particulars	As at 31 March 2022	As at 31 March 2021
Trade receivables (net)	4,724.02	4,346.86

**(a) Performance obligations:**

The performance obligation of the Corporation in relation to sale of products is satisfied at a point in time when the risks and control over the products are transferred to the customers.

**(b) Revenue from contracts with customers:**

	For the year ended 31 March 2022	For the year ended 31 March 2021
Sale of products and property	33,515.17	20,411.12

The Corporation does not have any contract assets and contract liabilities as at reporting dates.

**(c) Timing of revenue recognition:**

	For the year ended 31 March 2022	For the year ended 31 March 2021
Transferred at a point in time	33,515.17	20,411.12

**(d) Remaining performance obligation**

As at 31 March 2022, the aggregate amount of transaction price allocated to remaining performance obligations is ₹ Nil (31 March 2021: ₹ Nil).

**(e) Revenue streams**

The Corporation is primarily involved in manufacturing and sale of Electric Components, Tea, Coffee, Dental Products and other agricultural products. Other sources of revenue include scrap sales, income from sale of electricity and subsidies from government.

Particulars	31 March 2022	31 March 2021
Sale of manufactured goods	31,165.00	18,825.92
Sale of traded goods	2,350.17	1,585.20
Others	426.76	357.43
<b>Total</b>	<b>33,941.93</b>	<b>20,768.55</b>

**(f) Disaggregation of revenue from contracts with customers**

In the following table, revenue from contracts with customers is disaggregated by primary geographical market

Particulars	31 March 2022	31 March 2021
India	27,667.94	15,640.83
Others	5,847.23	4,770.29
<b>Total</b>	<b>33,515.17</b>	<b>20,411.12</b>

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**50 Ageing disclosure**

**a) Trade receivables**

**The table below provides details regarding gross trade receivables outstanding as at 31 March 2022:**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
<b>Undisputed Trade receivables:</b>						
- considered good	4,528.84	134.82	55.64	-	4.72	<b>4,724.02</b>
- have significant increase in credit risk	-	-	-	-	-	-
- credit impaired	-	-	-	-	304.89	<b>304.89</b>
<b>Disputed Trade receivables:</b>						
- considered good	-	-	-	-	-	-
- have significant increase in credit risk	-	-	-	-	-	-
- credit impaired	-	-	36.11	123.49	166.34	<b>325.94</b>
<b>Total</b>	<b>4,528.84</b>	<b>134.82</b>	<b>91.75</b>	<b>123.49</b>	<b>475.95</b>	<b>5,354.85</b>
Less: allowance for expected credit loss	-	-	(36.11)	(123.49)	(471.23)	<b>(630.83)</b>
<b>Total trade receivables (net)</b>	<b>4,528.84</b>	<b>134.82</b>	<b>55.64</b>	<b>-</b>	<b>4.72</b>	<b>4,724.02</b>

**The table below provides details regarding gross trade receivables outstanding as at 31 March 2021:**

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	
<b>Undisputed Trade receivables:</b>						
- considered good	4,259.89	72.72	8.96	-	5.29	<b>4,346.86</b>
- have significant increase in credit risk	-	-	-	-	-	-
- credit impaired	-	-	37.26	10.81	412.97	<b>461.04</b>
<b>Disputed Trade receivables:</b>						
- considered good	-	-	-	-	-	-
- have significant increase in credit risk	-	-	-	-	-	-
- credit impaired	-	-	160.16	33.00	44.68	<b>237.84</b>
<b>Total</b>	<b>4,259.89</b>	<b>72.72</b>	<b>206.38</b>	<b>43.81</b>	<b>462.94</b>	<b>5,045.74</b>
Less: allowance for expected credit loss	-	-	(197.42)	(43.81)	(457.65)	<b>(698.88)</b>
<b>Total trade receivables (net)</b>	<b>4,259.89</b>	<b>72.72</b>	<b>8.96</b>	<b>-</b>	<b>5.29</b>	<b>4,346.86</b>

There are no unbilled receivables as at 31 March 2022 and 31 March 2021

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**b) Trade payables**

**The table below provides details of gross trade payables outstanding as at 31 March 2022:**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues - MSME	370.27	0.04	0.05	-	370.36
Undisputed dues - Other than MSME	1,895.47	72.02	8.16	1.52	1,977.17
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Other than MSME	-	-	-	2.03	2.03

**The table below provides details of gross trade payables outstanding as at 31 March 2021:**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed dues - MSME	436.06	-	-	-	436.06
Undisputed dues - Other than MSME	1,766.83	54.60	33.60	86.79	1,941.82
Disputed dues – MSME	-	-	-	-	-
Disputed dues - Other than MSME	-	-	-	2.03	2.03

There are no unbilled payables as at 31 March 2022 and 31 March 2021

**51 Financial Ratios**

Sr. No.	Particulars	31 March 2022	31 March 2021	% Variance
a)	Debt equity ratio (Gross) (in times)	<b>4.79</b>	4.55	5.26%
b)	Debt equity ratio (Net) (in times)	<b>2.95</b>	2.37	24.09%
c)	Debt service coverage ratio (in times)	<b>1.30</b>	0.38	243.18%
d)	Interest service coverage ratio (in times)	<b>1.33</b>	1.16	14.81%
e)	Current ratio (in times)	<b>0.92</b>	1.00	(8.36)%
f)	Long term debt to working capital (in times)	<b>(8.27)</b>	424.74	(101.95)%
g)	Current liability ratio (in %)	<b>71.43%</b>	65.68%	8.76%
h)	Total debt to total assets (in %)	<b>77.77%</b>	77.63%	0.18%
i)	Debtors turnover (in times)	<b>7.39</b>	5.13	44.10%
j)	Inventory turnover (in times)	<b>1.81</b>	0.90	102.21%
k)	Operating margin (in %)	<b>11.01%</b>	(7.42%)	(248.43)%
l)	Net profit / (loss) margin (in %)	<b>2.91%</b>	1.35%	115.84%
m)	Bad debt to trade receivable ratio (in %)	<b>0.00%</b>	0.00%	0.00%

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

- (a) Debt equity ratio (Gross) = Debt / Net worth  
[Debt: Non-current borrowings + current borrowings + lease liabilities]  
[Net worth: Paid-up equity share capital + other equity]
- (b) Debt equity ratio (Net) = Debt / Net worth  
[Debt: Non-current borrowings + current borrowings + lease liabilities - intra group borrowings]  
[Net worth: Paid-up equity share capital + other equity]
- (c) Debt service coverage ratio = Earnings before finance cost, depreciation and amortisation expense, exceptional items and tax ('EBITDA') / (Finance cost + Principal repayment made of long-term debt and lease liabilities for the year)
- (d) Interest service coverage ratio = EBITDA / Finance cost
- (e) Current ratio = Current assets / Current liabilities
- (f) Long term debt to working capital = Long term debt / Net working capital  
[Long term debt: Non-current borrowings + current maturity of long term debt + non-current lease liabilities]  
[Net working capital: Current assets - current liabilities]
- (g) Current liability ratio = Current liabilities / Total liabilities
- (h) Total debt to total assets = [Non-current borrowings + current borrowings + lease liabilities] / Total assets
- (i) Debtors turnover = Annualised revenue from operations / Average trade receivables
- (j) Inventory turnover = Annualised cost of goods sold / Average inventory  
[Cost of goods sold: Cost of material consumed + Purchases of stock-in-trade + Changes in inventories of finished goods, work-in-progress and stock-in-trade]
- (k) Operating margin = [EBITDA - Other income] / Revenue from operations
- (l) Net profit margin = Profit after tax / Revenue from operations
- (m) Bad debt to accounts receivable ratio = Bad debts / Average trade receivables

**Reason for variance in ratio of more than 25% as compared to previous year:**

- 1) **Debt service coverage ratio:** Increase is on account of lower principal repayments of non-current borrowings in the current year as two term loans were fully repaid in the previous year.
- 2) **Long term debt to working capital:** Reduction is on account of classification from non-current borrowings to current borrowings (current maturity of long term debt) as maturity date is approaching.
- 3) **Debtors turnover:** Increase is on account of sale of real estate inventory contributing to increase in revenue from operations.
- 4) **Inventory turnover:** Increase is on account of increase in cost of material consumed, particularly increase in base price of raw materials like copper, brass, steel and plastic compounds.
- 5) **Operating margin:** Variance is majorly on account of profit recorded on sale of real estate inventory.
- 6) **Net profit / (loss) margin:** Variance is majorly on account of profit recorded on sale of real estate inventory.

- 52 The following table includes loans and advances in the nature of loans granted to promoters, directors, KMPs and other related parties, either severally or jointly with other person, which are either repayable on demand or without specifying any terms or period of repayment.

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

**Year ended 31 March 2022**

Type of borrower	Amount of loan or advance in the nature of loan outstanding *	Percentage to the total loans and advances in the nature of loans
Promoter	-	0.00%
Director	-	0.00%
KMP	12.00	0.02%
Other related party	47,958.95	99.66%

**Year ended 31 March 2021**

Type of borrower	Amount of loan or advance in the nature of loan outstanding *	Percentage to the total loans and advances in the nature of loans
Promoter	-	0.00%
Director	-	0.00%
KMP	12.00	0.02%
Other related party	50,836.96	99.79%

\* Excluding accrued interest on loans

**53 Additional regulatory information required by Division II Schedule III of the Act**

**a) Details of benami property**

The Corporation is not holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Further, no proceedings have been initiated or pending against the Corporation for holding any benami property under the act and rules mentioned above.

**b) Borrowing secured against current assets**

The Corporation has sanctioned borrowings and financing facilities from banks on the basis of security of current assets. The quarterly returns or statements of current assets are duly filed by the Corporation with banks on regular basis and the required reconciliation is presented below.

Quarter ended	Particulars	Amount as per books of account of the Corporation	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material discrepancies
31 March 2022	Trade receivables *	4,687.78	4,670.70	17.08	1. In case of trade receivables, outstanding trade receivables for more than 180 days are not considered for the purpose of DP statement.
	Inventory	5,240.50	5,177.08	63.42	
31 December 2021	Trade receivables *	4,054.95	4,381.73	(326.78)	
	Inventory	5,506.84	5,402.19	104.65	
30 September 2021	Trade receivables *	4,927.35	5,166.12	(238.77)	2. Biological assets other than bearer plants are not considered in the calculation of inventory.
	Inventory	5,662.63	5,610.44	52.19	
30 June 2021	Trade receivables *	4,041.49	4,260.50	(219.01)	
	Inventory	7,066.48	6,977.92	88.56	



**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

Quarter ended	Particulars	Amount as per books of account of the Corporation	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material discrepancies
31 March 2021	Trade receivables *	4,323.33	4,489.11	(165.78)	1. In case of trade receivables, outstanding trade receivables for more than 180 days are not considered for the purpose of DP statement.
	Inventory	5,960.61	5,954.28	6.33	
31 December 2020	Trade receivables *	4,389.65	4,543.84	(154.19)	
	Inventory	4,249.34	4,085.51	163.83	
30 September 2020	Trade receivables *	3,600.23	3,614.04	(13.81)	2. Biological assets other than bearer plants are not considered in the calculation of inventory.
	Inventory	4,130.49	4,087.24	43.25	
30 June 2020	Trade receivables *	3,165.31	3,637.05	(471.74)	
	Inventory	5,321.68	5,262.42	59.26	

\* Represents gross trade receivables

**Note:**

Corporation is not required to submit details in relation to Tanzania branch, vending division and real estate division to the bank. Accordingly, such details are not included above. Further, Corporation is also not required to submit details of current assets, other than inventory and trade receivables, in the Drawing Power ('DP') statement.

**c) Wilful defaulter**

The Corporation has not been declared wilful defaulter by any bank or financial institution or any other lender.

**d) Relationship with struck off companies**

The Corporation does not have any relationship and transactions with struck off companies under Section 248 of the Act or Section 560 of Companies Act, 1956 during the current year and prior year, which has any outstanding balance as at respective year-end.

**e) Compliance with number of layers of companies**

The Corporation has complied with the number of layers prescribed under section 2(87) of the Act.

**f) Compliance with approved scheme of arrangements**

The Corporation has not entered into any scheme of arrangement in terms of section 230 to 237 of the Act for the year ended 31 March 2022 and 31 March 2021.

**g) Utilisation of borrowed funds and share premium**

The Corporation has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entity ('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 Corporation ('Ultimate Beneficiaries') or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Corporation has not received any fund from any person or entity, including foreign entity ('Funding Party') with the understanding (whether recorded in writing or otherwise) that the Corporation shall:

**SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION  
AS AT AND FOR THE YEAR ENDED 31 MARCH 2022**

₹ in Lakhs, unless otherwise stated

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or
- b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**h) Undisclosed income**

No income has been surrendered or disclosed as income during the current and previous year.

**i) Details of crypto currency or virtual currency**

The Company has not traded or invested in crypto currency or virtual currency during the current and previous year.

**j) Registration of charges or satisfaction with Registrar of Companies ('ROC')**

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

**54** As per the transfer pricing rules, the Corporation has examined international transactions and documentation in respect thereof to ensure compliance with the said rules. The management does not anticipate any material adjustments with regard to the transactions involved.

**55** Exceptional item pertains to profit on sale of PPE (residential flat) during the year ended 31 March 2022.

**56 Authorisation of standalone financial statements**

The standalone financial statements as at and for the year ended 31 March 2022 were approved by the Board of Directors on 30 May 2022.

**57 Other matters**

Comparative figures have been regrouped, reclassified and rearranged wherever necessary, to conform to current year's presentation.

These are the significant accounting policies and other explanatory information referred to in our report of even date

For **Walker Chandiok & Co LLP**  
*Chartered Accountants*  
Firm's Registration No: 001076N/N500013

For and on behalf of the Board of Directors  
**The Bombay Burmah Trading Corporation, Limited**  
CIN : L99999MH1863PLC000002

**Adi P. Sethna**  
*Partner*  
Membership No: 108840

**Ness Wadia**  
*Managing Director*  
DIN : 00036049

**Nusli N. Wadia**  
*Chairman*  
DIN : 00015731

**Dr. Yashwant Thorat**  
*Director*  
DIN : 00135258

**Gauri Kirloskar**  
*Director*  
DIN : 03366274

**Rajesh Batra**  
*Director*  
DIN : 00020764

**Dr. Minnie Bodhanwala**  
*Director*  
DIN : 00422067

**Vinesh Kumar Jairath**  
*Director*  
DIN : 00391684

**Sanjay Chowdhary**  
*Company Secretary*

**N H Datanwala**  
*Chief Financial Officer*

Place : Mumbai  
Dated : 30 May, 2022

## INDEPENDENT AUDITORS' REPORT

**To the Members of**

**The Bombay Burmah Trading Corporation, Limited**

**Report on the Audit of Consolidated Financial Statements**

### **Opinion**

1. We have audited the accompanying consolidated financial statements of **The Bombay Burmah Trading Corporation, Limited** (the 'Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as the 'Group') and its associates, as listed in Appendix 1, which comprise the Consolidated Balance Sheet as at 31 March 2022, the Consolidated Statement of Profit and Loss (including Other Comprehensive Loss), the Consolidated Statement of Cash Flow and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries and associates, the aforesaid consolidated financial statements (the 'financial statements') give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group and its associates as at 31 March 2022, and their consolidated profit (including other comprehensive loss), consolidated cash flows and the consolidated changes in equity for the year ended on that date.

### **Basis for Opinion**

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associates in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated 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 together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 16 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.

### **Emphasis of Matters – Impact of COVID-19**

4. The following Emphasis of Matter included in the audit report of the financial statements of Go (Airlines) India Limited, an associate of the Group, audited by an independent firm of Chartered Accountants vide their audit report dated 15 June 2022, is reproduced by us as under

We draw attention to note 63 to the accompanying consolidated financial statements which describes that, the extent to which COVID-19 pandemic will continue to impact the Company's financial statements will depend on on-going and future developments which are uncertain.

Our opinion is not modified in respect of this matter given in paragraph 4 above.

### **Key Audit Matters**

5. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries and associates, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

6. We have determined the matters described below to be the key audit matters to be communicated in our report.

The key audit matter	How the matter was addressed in our audit
<p><b>Deferred tax assets ("DTA") on unabsorbed depreciation and brought forward losses – The Bombay Dyeing and Manufacturing Company Limited and its subsidiaries ("BDMC Group")</b></p> <p>The BDMC Group has recognised DTA for the carry forward of unused tax losses in the form of unabsorbed depreciation and carried forward business losses to the extent it is probable that the future taxable profits will be available against which such unused tax losses can be utilised (before the expiry period thereof for its utilisation). The recognition is based on the projected profitability. The BDMC Group has recognised DTA based on the reduced rate of tax as per the provisions of section 115BAA of the Income-tax Act, 1961 since such deferred tax assets/liabilities are expected to be realised or settled at reduced rate.</p> <p>Such recognition of DTA is a key audit matter as the recoverability of tax losses within the time frame allowed, involved significant estimates of the financial projections, availability of sufficient taxable income in the future and significant judgements in the interpretation of tax regulations and tax positions adopted by the BDMC Group.</p>	<p><b>Audit procedures performed by other auditors, included, but were not limited, to the following:</b></p> <ul style="list-style-type: none"> <li>Considered the BDMC Group's accounting policies with respect to recognition of tax credits in accordance with Ind AS 12, "Income Taxes".</li> <li>Evaluated the BDMC Group's tax positions by comparing it with prior years and past precedents.</li> <li>Obtained the projected profitability statements along with expected tax rate that would apply as to the recoverability of tax losses.</li> <li>Evaluated the estimates of profitability made by the management on the basis of which it is considered probable that the BDMC Group will have sufficient taxable income against which the unused tax losses will be utilised and also within the expected timing of utilisation.</li> <li>Discussed with the management the future business plans and financial projections and underlying assumptions used based on which the estimate of profitability is made.</li> <li>Assessed the disclosure by the BDMC Group in accordance with the requirements of Ind AS 12, "Income Taxes".</li> </ul> <p><b>As the principal auditors:</b></p> <p>We have evaluated the adequacy and appropriateness of the accounting policy and disclosures made in the consolidated financial statements.</p>
<p><b>Litigations, provisions and contingencies – Britannia Group</b></p> <p>Refer note 45 and of the consolidated financial statements.</p> <p>The Britannia Group is involved in various direct tax, indirect tax and other litigations ("litigations") that are pending with different statutory authorities.</p> <p>Provisions are recognised when the Britannia Group has a present obligation (legal/constructive) as a result of a past event for which it is probable that a cash outflow will be required, and a reliable estimate can be made of the amount of the obligation. 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.</p>	<p><b>Our audit procedures included, but were not limited, to the following:</b></p> <ul style="list-style-type: none"> <li>Assessed the appropriateness of the Group's and Britannia Group's accounting policies relating to provisions and contingent liability by comparing with the applicable Ind AS.</li> <li>Evaluated the design and tested the operating effectiveness of the relevant internal financial controls around the recording and assessment of litigations, provisions and contingent liabilities.</li> <li>Engaged subject matter specialists to gain an understanding of the current status of litigations and monitored changes in the dispute, if any, through discussion with the management and by reading external advice received by the Britannia Group from legal counsel, where relevant, to validate management's conclusions.</li> </ul>

The key audit matter	How the matter was addressed in our audit
<p>The aforesaid assessment requires the management to make judgements and estimates in relation to the matters and exposure arising from a range of matters relating to direct tax, indirect tax, claims, general legal proceedings and other claims against the Britannia Group arising in the regular course of business.</p> <p>The level of management judgement associated with determining the need for, and the quantum of, provisions for any liabilities and disclosures of any contingent liabilities arising from these litigations is considered to be high.</p> <p>The judgement is dependent on a number of significant assumptions and assessments which involves interpreting the various applicable rules, regulations, practices and considering precedents in various jurisdictions, for which the management uses various subject matter experts.</p> <p>In view of the uncertainty relating to the outcome of these litigations, the significance of the amounts involved and the subjectivity involved in management's judgement, this matter has been considered as a key audit matter for the current year audit.</p>	<ul style="list-style-type: none"> <li>• Obtained and assessed the management's assumptions and estimates in respect of litigations, including the liabilities or provisions recognised or contingent liabilities disclosed in the consolidated financial statements. This involved comparing the same to the assessment of our subject matter specialists and assessing the probability of an unfavourable outcome of a given proceeding and the reliability of estimates of related amounts.</li> <li>• On a test basis, performed substantive procedures on the underlying calculations supporting the provisions recorded.</li> <li>• Assessed the appropriateness and adequacy of the disclosures made in relation to related provisions and contingencies in the consolidated financial statements.</li> </ul>
<p><b>Related party transactions – Britannia Group</b></p> <p>Refer note 55 of the consolidated financial statements.</p> <p>The Britannia Group entered into several transactions with related parties during the year ended 31 March 2022 and has outstanding balances as at year end.</p> <p>Related party transactions are identified as a key audit matter due to the risk with respect to completeness of disclosures made in the consolidated financial statements due to the volume of such transactions, recoverability of the balances outstanding, compliance with statutory regulations governing related party transactions such as the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulation") and the judgement involved in assessing whether transactions with related parties are undertaken at arms' length.</p>	<p><b>Our audit procedures included, but were not limited, to the following:</b></p> <ul style="list-style-type: none"> <li>• Evaluated the design and tested operating effectiveness of the relevant internal financial controls to identify and disclose related party relationships and transactions in accordance with the relevant Ind AS.</li> <li>• Assessed the compliance with the SEBI Listing Regulation and the Act, including authorisation and approvals as specified in sections 177 and 188 of the Act with respect to the related party transactions, as applicable. In case where the matter was subject to interpretation, we assessed reasonableness of management's judgement by considering the advice obtained by the management from legal practitioners.</li> <li>• On a sample basis, inspected relevant ledgers, agreements and other information that may indicate the existence of related party relationships or transactions. We also assessed the completeness of related parties with reference to the various statutory registers and declarations maintained by the management.</li> <li>• Verified the management's assessment of recoverability of dues from related parties by reference to underlying supporting documents such as valuation of underlying assets of such entities and settlement of such transactions subsequent to the balance sheet date.</li> <li>• On a sample basis, tested the management's assessment of related party transactions for arms' length pricing.</li> <li>• Considered the adequacy and appropriateness of disclosures made in the consolidated financial statements of related party relationships and transactions in accordance with the requirements of applicable Ind AS.</li> </ul>

The key audit matter	How the matter was addressed in our audit
<p><b>Revenue recognition – Britannia Industries Limited and its subsidiaries (“Britannia Group”)</b></p> <p>Refer note 1(E) and 52 of the consolidated financial statements.</p> <p>The revenue of the Britannia Group consists primarily of sale of food products that are sold through distributors, modern trade and direct sale channels amongst others.</p> <p>Revenue is recognised when the control of products is transferred to the customer and there is no unfulfilled obligation.</p> <p>Owing to the volume of sale transactions, size of the distribution network and varied terms of contracts with customers, revenue is determined to be an area involving significant risk in line with the requirements of the Standards on Auditing and hence, requiring significant auditor attention.</p> <p>The management is required to make certain key judgements around determination of transaction price in accordance with the requirements of Ind AS 115, “Revenue from Contracts with Customers” on account of consideration payable to customers in the form of various discount schemes, returns and rebates.</p> <p>The Britannia Group and its external stakeholders focus on revenue as a key performance indicator, and this could create an incentive for revenue to be overstated or recognised before control has been transferred.</p> <p>Considering the aforesaid significance to our audit and external stakeholders, revenue recognition has been considered as a key audit matter for the current year’s audit.</p>	<p><b>Our audit procedures included, but were not limited, to the following:</b></p> <ul style="list-style-type: none"> <li>Assessed the appropriateness of revenue recognition accounting policies of the Britannia Group including those related to rebates and trade discounts, by evaluating the compliance with the applicable Ind AS.</li> <li>Evaluated the design and tested the operating effectiveness of the relevant internal financial controls with respect to revenue recognition including general and specific information technology controls.</li> <li>Performed substantive testing on selected samples of revenue transactions recorded during the year by testing the underlying documents including contracts, invoices, goods dispatch notes, shipping documents and customer receipts, wherever applicable.</li> <li>Understood and evaluated the Britannia Group’s process for recording of the accruals for discounts and rebates and on-going incentive schemes on a test basis, verified the year end provisions made in respect of such schemes.</li> <li>Performed analytical review procedures on revenue recognised during the year to identify any unusual and/or material variances.</li> <li>Performed confirmation and alternative procedures on selected invoices outstanding as at the year end.</li> <li>Tested a select samples of revenue transactions recorded before the financial year end date to determine whether the revenue has been recognised in the appropriate financial period.</li> <li>Tested a sample of manual journal entries posted to revenue ledgers to identify any unusual items.</li> <li>Evaluated the appropriateness and adequacy of disclosures in the consolidated financial statements in respect to revenue recognition in accordance with the applicable requirements.</li> </ul>
<p><b>Related party transactions – Holding Company</b></p> <p>Refer note 55 of the consolidated financial statements.</p> <p>The Holding Company has entered into several transactions with related parties during the year ended 31 March 2022 and has outstanding balances from related parties as at the year end.</p> <p>We identified related party transactions as a key audit matter due to the risks identified with respect to related completeness of disclosures made in the consolidated financial statements due to the volume of such transactions, recoverability of the balances outstanding, compliance with statutory regulations governing related party transactions and the judgement involved in assessing whether transactions with related parties are undertaken at arms’ length.</p>	<p><b>Our audit procedures included, but were not limited, to the following:</b></p> <ul style="list-style-type: none"> <li>Obtained an understanding of management’s processes and controls to record and evaluate related party transactions.</li> <li>Evaluated the design and tested operating effectiveness of the relevant internal financial controls to identify and disclose related party relationships and transactions and ensuring compliance with statutory requirements, assessing recoverability of the amount due from the related parties.</li> <li>Carried out an assessment of compliance with the relevant provisions of SEBI Listing Regulation and the Act, including authorisation and approvals as specified in sections 177 and 188 of the Act with respect to the related party transactions, as applicable.</li> </ul>

The key audit matter	How the matter was addressed in our audit
	<ul style="list-style-type: none"> <li>On sample basis, inspected relevant ledgers, agreements and other information that may indicate the existence of related party relationships or transactions. We also assessed the completeness of related parties with reference to the various registers maintained in accordance with applicable statute and declarations maintained by the Holding Company's management.</li> <li>Verified the management's assessment of recoverability of dues from related parties by reference to underlying supporting documents, valuation of underlying assets of such entities and settlement of such transactions subsequent to the balance sheet date.</li> <li>On a sample basis, tested the Holding Company's assessment of related party transactions for arms' length pricing with the help of auditor's experts.</li> <li>Evaluated the adequacy and appropriateness of disclosures made in the consolidated financial statements of related party relationships and transactions in accordance with the requirements of applicable Ind AS.</li> </ul>
<p><b>Litigations and contingent liabilities - Singampatti tea estate – Holding Company</b></p> <p>Refer note 45 of the consolidated financial statements.</p> <p>The Holding Company has been carrying on its plantation activities at Singampatti tea estate, Tamil Nadu under a lease arrangement since 1929. During an earlier year, the Commissioner of Land Administration in Tamil Nadu passed an order cancelling the lease alleging violation of conditions with regard to clearing of certain areas.</p> <p>During the earlier years, the authorities raised demands for lease rentals of the leased land retrospectively from 1958 to 2019 amounting to Rs. 23,192.58 lakhs.</p> <p>The Holding Company had challenged the above orders by filing a writ petition before the Hon'ble Madras High Court which was admitted and an interim relief restraining the Government from taking any action was granted by the Court.</p> <p>We focused on this area as the eventual outcome of the litigations is uncertain and the positions taken by the management are based on the application of the significant judgement and reliance on legal opinions obtained. Accordingly, unexpected adverse outcomes may significantly impact the operations of the Holding Company and hence it has been considered as a key audit matter</p>	<p><b>Our audit procedures included, but were not limited, to the following:</b></p> <ul style="list-style-type: none"> <li>Obtained an understanding of the management's process for identification of legal matters, outcome of the litigations, assessment of accounting treatment for each of such litigated matter identified under Ind AS 37 and for measurement of amounts involved.</li> <li>We evaluated the design and tested the operating effectiveness of relevant internal financial controls with respect to the litigations.</li> <li>We obtained an understanding of the aforesaid litigation matter and discussed the key developments during the year with the management.</li> <li>Obtained and reviewed the necessary evidence which includes correspondence with external legal counsel, and statutory authorities, inspected minutes of case proceedings available, to support the decision and rationale of the litigation matter and writ petition filed by the Holding Company in relation to this matter. We also tested the independence, objectivity and competence of management's expert involved.</li> <li>Obtained a direct confirmation from the management's expert to ensure that the accounting treatment of this litigation matter is in accordance with the applicable Ind AS.</li> <li>Evaluated the appropriateness of disclosures made in the consolidated financial statements with respect to the aforesaid litigation matter in accordance with the requirements of the applicable Ind AS.</li> </ul>

The key audit matter	How the matter was addressed in our audit
<p><b>Revenue recognition – Holding Company</b></p> <p>Refer note 1E and note 52 of the consolidated financial statements.</p> <p>The Holding Company is primarily involved in manufacturing and sale of Automotive Electric Components, Tea, Coffee and Dental Products.</p> <p>Owing to the multiplicity of the Holding Company's products of different nature and varied terms of contracts with customers, in line with the requirements of the Standards on Auditing, revenue is determined to be an area involving significant risk and hence, requiring significant auditor attention.</p> <p>The Holding Company and its external stakeholders focus on revenue as a key performance metric, and this could create an incentive for revenue to be overstated or recognised before the control has been transferred.</p> <p>Considering the amount involved, large number of transactions and diverse nature of the revenue streams, revenue recognition is considered as a key audit matter for the current year audit.</p>	<p><b>Our audit procedures included, but were not limited, to the following:</b></p> <ul style="list-style-type: none"> <li>Assessed the appropriateness of revenue recognition accounting policies of the Holding Company including those related to rebates and trade discounts, by evaluating the compliance with the applicable Ind AS.</li> <li>Evaluated the design and tested the operating effectiveness of the relevant internal financial controls with respect to recognition and measurement of revenue including general and specific information technology controls.</li> <li>Performed substantive testing on samples selected from revenue transactions recorded during the year by testing the underlying documents including contracts, invoices, goods dispatch notes, shipping documents and customer receipts, wherever applicable.</li> <li>Performed cut off procedures, on sample basis for the period before and after the year end by testing the underlying documents and ensured that the revenue is recognised in the correct period.</li> <li>Tested, on a sample basis, the appropriateness of journal entries impacting revenue, as well as other adjustments made in the preparation of the consolidated financial statements with respect to revenue recognition of Holding Company including specific journals posted manually directly to revenue.</li> <li>Performed analytical review procedures on revenue recognised during the year to identify any unusual and/or material variances.</li> <li>Performed confirmation procedures on selected balances outstanding as at the year end.</li> <li>Evaluated the appropriateness of disclosures made in the consolidated financial statements with respect to revenue recognised during the year as required by applicable Ind AS.</li> </ul>

**Information other than the Consolidated Financial Statements and Auditor's Report thereon**

7. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will 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 identified above when it becomes available 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.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.



## **Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

8. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive loss, consolidated changes in equity and consolidated statement of cash flows of the Group including its associates in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group and its associate companies covered under the Act, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates, and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.
9. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates, are responsible for assessing the ability of the respective entities within the Group and its associates, 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 intend to liquidate respective entities within the Group or to cease operations, or has no realistic alternative but to do so.
10. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group and of its associates.

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

11. 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 Standards on Auditing 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.
12. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates, to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern; and
  - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial statements / financial information of the entities or business activities within the Group and its associates, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
13. 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.
14. 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.
15. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

16. We did not audit the financial statements / financial information of eighteen subsidiaries, consolidated financial statements of eleven associates and financial information of one branch included in the consolidated financial statements. The financial statements / financial information of such subsidiaries and branches (before eliminating inter-company balances and transactions) reflects total assets of Rs. 917,848.66 lakhs and net assets of Rs. 439,217 lakhs as at 31 March 2022, total revenues of Rs. 72,446.71 lakhs and net cash outflows (net) amounting to Rs. 2,409.42 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (including other comprehensive income) of Rs. 61,515.63 lakhs for the year ended 31 March 2022, as considered in the consolidated financial statements, in respect of eleven associates, whose consolidated financial statements have not been audited by us. These consolidated financial statements have been audited by other auditors and branch auditor whose reports have been furnished to us by the management, and our opinion on the consolidated financial statements, in so far as it relates to the amounts

and disclosures included in respect of these subsidiaries, associates and branches, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries, associates and branches, are based solely on the reports of the other auditors. Further, for the purpose of reporting matters described in paragraph 6 as “Key audit matters”, our reporting is based on the reports and other information received from the other auditors including auditors of an unlisted associate entity for which their auditors have not identified any KAM since, in their opinion, the said requirement is mandatory only to listed companies.

Further, of these subsidiaries, associates and branches, fourteen subsidiaries and one branch are located outside India, whose financial statements / financial information have been prepared in accordance with accounting principles generally accepted in their respective countries, and which have been audited by other auditors and branch auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company’s management has converted the financial statements / financial information of such subsidiaries and branches located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company’s management. Our opinion on the consolidated financial statements, in so far as it relates to the balances and affairs of such subsidiaries and branches located outside India, is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

17. We did not audit the financial information of five subsidiaries, whose financial information reflects total assets of Rs. 868.20 lakhs and net assets of Rs. 388.93 lakhs as at 31 March 2022, total revenues of Rs. 79.54 lakhs and net cash outflows (net) amounting to Rs. 36.69 lakhs for the year ended on that date, as considered in the consolidated financial statements. This financial information is unaudited and have been furnished to us by the Holding Company’s management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid subsidiaries, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Holding Company’s management, this financial information is not material to the Group.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial information certified by the management.

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

18. As required by section 197(16) of the Act based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 17, on separate financial statements / financial information of the subsidiaries, associates and branches, we report that the Holding Company, one subsidiary company and one associate company, which are companies incorporated in India, whose financial statements have been audited under the Act have paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

Further, we report that sixteen subsidiary companies and five associate companies incorporated in India whose financial statements have been audited under the Act have not paid or provided for any managerial remuneration during the year. Further, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to one subsidiary company and six associate companies, which are companies incorporated in India, whose financial statements have been audited under the Act, since none of such companies is a public company as defined under section 2(71) of the Act. Accordingly, reporting under section 197(16) of the Act is not applicable in respect of such subsidiary companies and associate companies.

19. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued {by us and by the respective other auditors as mentioned in paragraph 16 above, of companies included in the consolidated financial statements and covered under the Act we report that there are no qualifications or adverse remarks reported in the respective Order reports of such companies. Further following are the companies included in the consolidated financial statements for the year ended 31 March 2022 audited other auditors, for which the reports under section 143(11) of such companies have not yet been issued by the respective other auditors, as per information and explanation given to us by the management in this respect:

S No	Name	CIN	Subsidiary / Associate /
1.	Nalanda Biscuit Company Limited	U15410BR1986PLC002262	Associate
2.	Sunandaram Foods Private Limited	U15412AS2006PTC008112	Associate

20. As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries and associates incorporated in India whose financial statements have been audited under the Act, we report, to the extent applicable, that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
  - 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 books and the reports of the other auditors;
  - the reports on the accounts of the branch office of the Holding Company, audited under section 143(8) of the Act by branch auditor has been sent to us, as applicable, and have been properly dealt with in preparing this report;
  - The consolidated financial statements 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;
  - in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
  - On the basis of the written representations received from the directors of the Holding Company and its one subsidiary company and taken on record by the Board of Directors of the Holding Company and its subsidiary company, respectively, and the reports of the statutory auditors of its subsidiary companies and associate companies, covered under the Act, none of the directors of the Group and associate companies, covered under the Act, are disqualified as on 31 March 2022 from being appointed as a director in terms of section 164(2) of the Act.
  - With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies and associates, which are companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II' wherein we have expressed a unmodified opinion; and
  - With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and other financial information of the subsidiaries and associates, incorporated in India whose financial statements have been audited under the Act:
    - the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates as detailed in Note 45 to the consolidated financial statements;
    - The Holding Company, its subsidiary companies and associate companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2022;

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiary companies and associate companies during the year ended 31 March 2022;
- iv. a. The respective managements of the Holding Company, its subsidiary companies and associate companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associates respectively that, to the best of their knowledge and belief, as disclosed in note 59 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies, its associate companies to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, or any such subsidiary companies, its associate companies ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
- b. The respective managements of the Holding Company and its subsidiary companies and associate companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, associates respectively that, to the best of their knowledge and belief, as disclosed in note 59 to the consolidated financial statements, no funds have been received by the Holding Company or its subsidiary companies, or its associate companies from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiary companies, its associate companies shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c. Based on such audit procedures performed by us and that performed by the auditors of the subsidiaries, associates, as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement
- V. The final dividend paid by the Holding Company and two subsidiary companies during the year ended 31 March 2022 in respect of such dividend declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

The interim dividend declared and paid by a subsidiary Company covered under the Act during the year and until the date of this audit report is in accordance with section 123 of the Companies Act 2013. The remaining subsidiary companies covered under the Act have not declared or paid any dividend during the year ended 31 March 2022.

As stated in note 46 to the standalone financial statements, the Board of Directors of the Holding Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

For **Walker Chandiok & Co LLP**

*Chartered Accountants*

Firm's Registration No.: 001076N/N500013

**Adi P. Sethna**

*Partner*

Place: Mumbai

Date: 14 July 2022

Membership No.: 108840

UDIN: 22108840AMWLSN8871

**Annexure 1**

**List of entities included in the Statement (in addition to the Holding Company)**

	<b>Subsidiary companies</b>
1	Afco Industrial & Chemicals Limited
2	DPI Products & Services Limited
3	Sea Wind Investment & Trading Company Limited
4	Leila Lands Senderian Berhad
5	Subham Viniyog Private Limited
6	Naira Holdings Limited
7	Island Horti-Tech Holdings Pte. Limited
8	Leila Lands Limited
9	Restpoint Investments Limited
10	Baymanco Investments Limited
11	Island Landscape & Nursery Pte. Limited
12	Innovative Organics Inc.
13	ABI Holdings Limited
14	Britannia Brands Limited
15	Associated Biscuits International Limited
16	Dowbiggin Enterprises Pte. Limited
17	Nacupa Enterprises Pte. Limited
18	Spargo Enterprises Pte. Limited
19	Valletort Enterprises Pte. Limited
20	Granum Inc.
21	Bannatyne Enterprises Pte. Limited
22	Britannia Industries Limited
23	Boribunder Finance & Investments Private Limited
24	Flora Investments Company Private Limited
25	Gilt Edge Finance & Investments Private Limited
26	Ganges Vally Foods Private Limited
27	International Bakery Products Limited
28	J. B. Mangharam Foods Private Limited
29	Manna Foods Private Limited
30	Sunrise Biscuit Company Private Limited
31	Britannia and Associates (Mauritius) Private Limited
32	Britannia and Associates (Dubai) Private Company Limited
33	Al Sallan Food Industries Company SAOC
34	Strategic Foods International Company LLC
35	Strategic Brands Holding Company Limited
36	Britannia Dairy Private Limited

	<b>Subsidiary companies</b>
37	Britannia Dairy Holdings Private Limited
38	Britchip Foods Limited
39	Britannia Nepal Private Limited
40	Britannia Bangladesh Private Limited
41	Britannia Egypt LLC
42	Strategic Foods Uganda Limited
43	Britannia Employees General Welfare Association Private Limited (#)
44	Britannia Employees Medical Welfare Association Private Limited (#)
45	Britannia Employees Educational Welfare Association Private Limited (#)

(#) Limited by guarantee

	<b>Associates</b>
1	Lotus Viniyog Private Limited
2	Lima Investment & Trading Company Private Limited
3	Cincinnati Investment & Trading Company Private Limited
4	Roshnara Investment & Trading Company Private Limited
5	Bombay Dyeing and Manufacturing Company Limited
6	Shadhak Investments & Trading Private Limited
7	MSIL Investments Private Limited
8	Medical Microtechnology Limited
9	Harvard Plantations Limited
10	Placid Plantations Limited
11	Go (Airlines) India Limited (with effect from 12 May 2021)
12	Nalanda Biscuit Company Limited
13	Sunandaram Foods Private Limited

**ANNEXURE II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF THE  
BOMBAY BURMAH TRADING CORPORATION, LIMITED ON  
THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2022**

**Annexure I**

**Independent Auditor's report on the internal financial controls with reference to the consolidated financial statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (the 'Act')**

1. In conjunction with our audit of the consolidated financial statements of The Bombay Burmah Trading Corporation, Limited (the 'Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as the 'Group') and its associates as at and for the year ended 31 March 2022, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company, its eighteen subsidiary companies and its thirteen associates companies, which are companies covered under the Act (the 'financial statements'), as at that date.

**Responsibilities of Management and Those Charged with Governance for Internal Financial Controls**

2. The respective Board of Directors of the Holding Company, its eighteen subsidiary companies and its thirteen associate companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to consolidated financial statements criteria ('IFC Criteria') established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the company's business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibilities for the Audit of the Internal Financial Controls with Reference to Consolidated Financial Statements**

3. The audit of internal financial controls with reference to financial statements of five associates, which are companies covered under the Act, and reporting under section 143(3)(i) is exempted vide MCA notification no. G.S.R. 583(E) dated 13 June 2017 read with corrigendum dated 14 July 2017 based on consideration of reports of other auditors. Consequently, our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the eighteen subsidiaries and its eight associates based on our audit and consideration of reports of other auditors. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI and prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements includes 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 consolidated financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained, and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Holding Company, its subsidiary companies and its associates, as aforesaid.

**Meaning of Internal Financial Controls with Reference to Consolidated Financial Statements**

6. 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 Consolidated Financial Statements**

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

#### **Opinion**

8. In our opinion and based on the consideration of the reports of the other auditors on internal financial controls with reference to consolidated financial statements, the Holding Company, its eighteen subsidiary companies and its eight associates, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to consolidated financial statements and such controls were operating effectively as at 31 March 2022, based on the IFC Criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

#### **Other Matters**

9. We did not audit the internal financial controls with reference to financial statements insofar as it relates to four subsidiary companies and one branch, which are companies covered under the Act, whose financial statements (before eliminating inter-company balances and transactions) reflects total assets of Rs. 12,278.67 lakhs and net assets of Rs. 439,217.10 lakhs as at 31 March 2022, total revenues of Rs. 770.94 lakhs and net cash outflows amounting to Rs. 24.23 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss after tax (including other comprehensive income) of Rs. 61,539.84 lakhs for the year ended 31 March 2022, as considered in the consolidated financial statements, in respect of six associates, which are companies covered under the Act, whose internal financial controls with reference to financial statements have not been audited by us. The internal financial controls with reference to financial statements in so far as it relates to such subsidiary companies and associates have been audited by other auditors whose reports have been furnished to us by the management of the Holding Company and our report on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements for the Holding Company, its five subsidiary companies and its six associates, as aforesaid, under section 143(3)(i) of the Act in so far as it relates to such subsidiary companies and associates is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.
10. We did not audit the internal financial controls with reference to financial statements insofar as it relates to two associate companies, which are companies covered under the Act, in respect of which, the Group's share of net loss (including other comprehensive income) of Rs. 20 lakhs for the year ended 31 March 2022, has been considered in the consolidated financial statements. The internal financial controls with reference to financial statements of these subsidiary companies, which are companies covered under the Act, are unaudited and our opinion under Section 143(3)(i) of the Act on adequacy and operating effectiveness of the internal financial controls with reference to financial statements of these associate companies, which are companies covered under the Act, is solely based on the corresponding internal financial controls with reference to financial statements reports certified by the management of such companies. In our opinion and according to the information and explanations given to us by the management, these financial statements are not material to the Group. Our opinion is not modified in respect of the above matter with respect to our reliance on the internal financial controls with reference to financial statements reports certified by the management.

For **Walker Chandio & Co LLP**

*Chartered Accountants*

Firm's Registration No.: 001076N/N500013

**Adi P. Sethna**

*Partner*

Membership No.: 108840

UDIN: 22108840AMWLSN8871

Place: Mumbai

Date: 14 July 2022

# The Bombay Burmah Trading Corporation, Limited

## CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2022

	Notes	(₹ in Lakhs, unless otherwise stated) As at 31 March 2022	As at 31 March 2021
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	2 (a)(i)	171,319.62	176,320.49
Capital work-in-progress	2 (a)(ii)	56,007.19	12,972.01
Investment property	2 (b)	1,403.80	1,430.24
Goodwill	2 (c)	101,906.83	101,535.83
Other intangible assets	2 (c)	1,651.06	945.94
Intangible assets under development	2 (d)	124.77	124.77
Equity accounted investees	3	198,716.18	165,130.26
<b>Financial assets</b>			
(i) Investments	4	96,923.69	154,052.65
(ii) Loans	5	10,154.50	5,896.31
(iii) Other financial assets	6	3,372.95	4,893.34
Deferred tax assets (net)	7	5,399.39	1,843.86
Income tax assets (net)	8	4,777.47	8,006.19
Other non current assets	9	10,124.68	10,993.55
<b>Total non-current assets</b>		<b>661,882.13</b>	<b>644,145.44</b>
<b>Current assets</b>			
Inventories	10	143,471.64	118,259.28
Biological assets other than bearer plants	11	78.30	181.03
<b>Financial assets</b>			
(i) Investments	12	86,121.53	144,581.65
(ii) Trade receivables	13	39,221.27	31,271.53
(iii) Cash and cash equivalents	14(a)	59,845.73	60,462.94
(iv) Bank balances other than (iii) above	14(b)	396,859.89	92,313.18
(v) Loans	15	78,723.13	94,876.10
(vi) Other financial assets	16	49,057.16	42,833.86
Other current assets	17	15,251.99	14,692.50
<b>Total current assets</b>		<b>868,630.64</b>	<b>599,472.07</b>
<b>TOTAL ASSETS</b>		<b>1,530,512.77</b>	<b>1,243,617.51</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	18	1,396.27	1,396.27
Other equity	19	548,260.71	546,240.84
Non-controlling interests		129,636.53	179,468.53
<b>Total Equity</b>		<b>679,293.51</b>	<b>727,105.64</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
(i) Borrowings	20	355,800.15	112,688.63
(ii) Lease liabilities	41	1,574.12	1,797.66
(iii) Other financial liabilities	21	5,264.60	4,496.99
Provisions	22	615.61	275.04
Deferred tax liabilities (net)	7	7,432.07	8,901.31
<b>Total non-current liabilities</b>		<b>370,686.55</b>	<b>128,159.63</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
(i) Borrowings	23	230,219.53	152,052.21
(ii) Lease liabilities	41	442.58	458.01
(ii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	24	6,646.36	3,076.06
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	24	125,545.92	131,727.86
(iii) Other financial liabilities	25	45,134.21	36,927.40
Other current liabilities	26	14,608.41	14,808.02
Provisions	27	50,431.80	41,646.13
Income tax liabilities (net)	28	7,503.90	7,656.55
<b>Total Current Liabilities</b>		<b>480,532.71</b>	<b>388,352.24</b>
<b>Total Liabilities</b>		<b>851,219.26</b>	<b>516,511.87</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,530,512.77</b>	<b>1,243,617.51</b>

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

This is the consolidated balance sheet referred to in our report of even date

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm's Registration No: 001076N/N500013

**Adi P. Sethna**

Partner

Membership No: 108840

For and on behalf of the Board of Directors

**The Bombay Burmah Trading Corporation, Limited**

CIN: L99999MH1863PLC000002

**Ness Wadia**

Managing Director

DIN : 00036049

**Rajesh Batra**

Director

DIN : 00020764

**Dr. Yashwant Thorat**

Director

DIN : 00135258

**Sanjay Kumar Chowdhary**

Company Secretary

**Nusli N Wadia**

Chairman

DIN : 00015731

**Dr. Minnie Bodhanwala**

Director

DIN : 00422067

**Vinesh Kumar Jairath**

Director

DIN : 00391684

**N H Datanwala**

Chief Financial Officer

Place : Mumbai

Dated : 14 July, 2022

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2022**

	Notes	(₹ in Lakhs, unless otherwise stated) For the year ended 31 March 2022	For the year ended 31 March 2021
<b>INCOME</b>			
Revenue from operations	29	1,454,429.22	1,339,617.51
Other income	30	36,669.27	33,876.70
<b>Total income</b>		<b>1,491,098.49</b>	<b>1,373,494.21</b>
<b>EXPENSES</b>			
Cost of materials consumed	31	760,347.51	659,330.32
Purchases of stock-in-trade		137,470.22	117,070.16
Changes in inventories of finished goods, work-in-progress and stock-in-trade	32	(4,702.01)	(3,597.92)
Employee benefits expense	33	65,205.88	62,877.45
Finance costs	34	25,163.59	15,026.62
Depreciation and amortisation expense	35	21,480.22	21,271.14
Other expenses	36	274,006.20	262,547.06
<b>Total expenses</b>		<b>1,278,971.61</b>	<b>1,134,524.83</b>
<b>Profit before share of associate and tax</b>		<b>212,126.87</b>	<b>238,969.38</b>
Share of (loss) of associates (net of income tax)		(61,634.57)	(26,480.16)
<b>Profit before exceptional items and tax</b>		<b>150,492.30</b>	<b>212,489.22</b>
Add / (Less) : Exceptional items		924.87	(61.00)
<b>Profit before tax</b>		<b>151,417.18</b>	<b>212,428.22</b>
<b>Income tax expense</b>			
Current Tax	38 (a)	75,514.76	80,540.03
In respect of earlier years		64.26	2.16
Deferred tax (credit) / charge	11	(5,026.64)	4,111.12
<b>Total tax expense for the year</b>		<b>70,552.38</b>	<b>84,653.31</b>
<b>Profit after tax for the year</b>		<b>80,864.80</b>	<b>127,774.91</b>
<b>Other comprehensive (loss) / income</b>			
<u>Items that will not be reclassified subsequently to profit or loss</u>			
Equity instruments through other comprehensive income - net change in fair value		(1,626.47)	5,915.17
Remeasurement of defined benefit liabilities / (assets)		(410.17)	540.55
Share of other comprehensive income of associates		(0.89)	(2.65)
Income tax relating to above items		34.76	(77.86)
		(2,002.77)	6,375.21
<u>Items that will be reclassified subsequently to profit or loss</u>			
Debt instruments through other comprehensive income - net change in fair value		(16.82)	647.00
Exchange difference in translating financial statements of foreign operations		(58.00)	(615.80)
		(74.82)	31.20
<b>Other comprehensive (loss) / income for the year</b>		<b>(2,077.59)</b>	<b>6,406.41</b>
<b>Total comprehensive income for the year</b>		<b>78,787.21</b>	<b>134,181.32</b>
<b>Profit attributable to:</b>			
Owners of the Company		6,340.54	36,952.91
Non-controlling interests		74,524.26	90,822.00
<b>Profit after tax for the year</b>		<b>80,864.80</b>	<b>127,774.91</b>
<b>Other comprehensive loss/ (income) attributable to:</b>			
Owners of the Company		(2,388.70)	6,480.60
Non-controlling interests		311.11	(74.19)
<b>Other comprehensive (loss) / income for the year</b>		<b>(2,077.59)</b>	<b>6,406.41</b>
<b>Total comprehensive income attributable to:</b>			
Owners of the Company		3,951.84	43,433.51
Non-controlling interests		74,835.37	90,747.81
<b>Total comprehensive income for the year</b>		<b>78,787.21</b>	<b>134,181.32</b>
<b>Earning per equity share for profit attributable to owners</b>			
Basic earnings per share (Face value of ₹ 2 each)	37	9.09	52.96
Diluted earnings per share (Face value of ₹ 2 each)	37	9.09	52.96

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

This is the consolidated statement of profit and loss referred to in our report of even date

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No: 001076N/N500013

**Adi P. Sethna**

Partner

Membership No: 108840

For and on behalf of the Board of Directors

**The Bombay Burmah Trading Corporation, Limited**

CIN: L99999MH1863PLC000002

**Ness Wadia**

Managing Director

DIN : 00036049

**Rajesh Batra**

Director

DIN : 00020764

**Dr. Yashwant Thorat**

Director

DIN : 00135258

**Sanjay Kumar Chowdhary**

Company Secretary

**Nusli N Wadia**

Chairman

DIN : 00015731

**Dr. Minnie Bodhanwala**

Director

DIN : 00422067

**Vinesh Kumar Jairath**

Director

DIN : 00391684

**N H Datanwala**

Chief Financial Officer

Place : Mumbai

Dated : 14 July, 2022

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2022**

(₹ in Lakhs, unless otherwise stated)

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>(A) Cash flow from operating activities</b>		
Profit before share of net loss of investments accounted for using equity method and tax	213,051.74	238,908.38
<b>Adjustments for non cash transactions and items considered separately:</b>		
Depreciation and amortisation expense	21,480.22	21,271.14
Assets written off	27.81	-
Share based payment expense	478.00	1,894.00
Net gain on financial assets measured at fair value through profit and loss	(2,891.00)	(6,547.00)
Net gain on sale of property, plant and equipment	(1,154.50)	(180.55)
Loss / (gain) on sale of investments (net)	80.30	(91.65)
Net (gain) / loss on foreign currency translations	(1,044.55)	5,970.32
Changes in fair value of biological assets other than bearer plants	103.12	(94.49)
Interest income	(22,627.97)	(23,899.43)
Dividend income	(55.99)	(24.14)
Finance costs	25,163.59	15,462.48
Bad debts, trade and other receivables, loans and advances written off	71.22	123.39
Allowance for doubtful advances	49.95	102.54
Liabilities / provisions no longer required written back / reversed	(1,702.80)	(154.99)
<b>Operating profit before working capital changes</b>	<b>231,029.14</b>	<b>252,740.00</b>
<b>Changes in working capital:</b>		
Inventories	(25,088.71)	(34,829.02)
Trade and other receivables	(18,198.09)	(11,155.44)
Trade and other payables	29,474.90	40,612.21
<b>Cash generated from operating activities before taxes</b>	<b>217,217.24</b>	<b>247,367.75</b>
Income taxes paid (net of refunds)	(72,480.37)	(78,162.60)
<b>Net cash generated from operating activities</b>	<b>144,736.87</b>	<b>169,205.15</b>
<b>(B) Cash flow from investing activities</b>		
Purchase of property, plant and equipment, other intangible assets and investment property	(57,514.46)	(26,003.07)
Proceeds from sale of property, plant and equipment	1,403.18	867.00
Proceeds from sale of investments (net)	22,191.22	12,698.01
Inter-corporate deposits placed	(191,306.81)	(132,543.00)
Inter-corporate deposits received back	203,277.20	169,295.00
Investment made during the year		
Investment in bank deposits (net)	(304,547.21)	(87,575.37)
Interest received	26,760.94	23,983.01
Dividend received	55.99	185.04
<b>Net cash used in investing activities</b>	<b>(299,679.95)</b>	<b>(39,093.38)</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from share allotted by subsidiary	-	10,315.00
Payment of lease liabilities (including interest)	(478.58)	(586.64)
Payment of interest	(23,315.16)	(14,593.57)
Proceeds from borrowings (net)	231,713.90	61,242.69

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2022**

Particulars	(₹ in Lakhs, unless otherwise stated)	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Issue of bonus debentures	69,852.00	-
Contribution from non controlling interest	-	1,261.63
Inter-corporate deposits placed	(600.00)	(72,420.00)
Inter-corporate deposits taken	600.00	72,420.00
Payment of dividend (including dividend transferred to Investor Education Protection Fund)	(128,356.75)	(144,242.47)
<b>Net cash generated from / (used in) financing activities</b>	<b>149,415.41</b>	<b>(86,603.36)</b>
<b>Net (decrease) / increase in cash and cash equivalents (A+B+C)</b>	<b>(5,527.67)</b>	<b>43,508.41</b>
Cash and cash equivalents at the beginning of the year (net of bank overdraft)	60,333.94	17,069.12
Unrealised gain / (loss) on foreign currency cash and cash equivalents	330.55	(243.59)
<b>Cash and cash equivalents at end of the year (net of bank overdraft)</b>	<b>55,136.82</b>	<b>60,333.94</b>
<b>Cash and cash equivalents</b>	<b>59,845.73</b>	<b>60,462.94</b>
Bank overdraft	(4,708.91)	(129.00)
<b>Cash and cash equivalents at end of the year</b>	<b>55,136.82</b>	<b>60,333.94</b>
	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
<b>Components of cash and cash equivalents (refer note 14(a))</b>		
Cash on hand	27.37	32.01
Cheques on hand	64.00	64.00
Balance with banks		
In current accounts	51,211.52	58,221.36
In exchange earners' foreign currency accounts	433.03	159.31
In deposit accounts	7,664.67	1,515.89
In foreign bank accounts held by foreign branches	445.14	470.37
	<b>59,845.73</b>	<b>60,462.94</b>

The consolidated statement of cash flows has been prepared under indirect method as set out in Ind AS 7 'Statement of Cash Flows' notified under section 133 of the Companies Act, 2013.

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

This is the consolidated statement of cash flows referred to in our report of even date

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm's Registration No: 001076N/N500013

**Adi P. Sethna**

Partner

Membership No: 108840

For and on behalf of the Board of Directors

**The Bombay Burmah Trading Corporation, Limited**

CIN: L99999MH1863PLC000002

**Ness Wadia**

Managing Director

DIN : 00036049

**Rajesh Batra**

Director

DIN : 00020764

**Dr. Yashwant Thorat**

Director

DIN : 00135258

**Sanjay Kumar Chowdhary**

Company Secretary

**Nusli N Wadia**

Chairman

DIN : 00015731

**Dr. Minnie Bodhanwala**

Director

DIN : 00422067

**Vinesh Kumar Jairath**

Director

DIN : 00391684

**N H Datanwala**

Chief Financial Officer

Place : Mumbai

Dated : 14 July, 2022

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (SOCIE) FOR THE YEAR ENDED 31 MARCH, 2022**

**(a) Equity share capital (refer note 18)**

(₹ in Lakhs, unless otherwise stated)

	<b>As at 31 March 2022</b>		<i>As at 31 March 2021</i>	
	<b>No. of Shares</b>	<b>Amount</b>	<i>No. of Shares</i>	<i>Amount</i>
Balance at the beginning of the year	<b>69,771,900</b>	<b>1,395.44</b>	<i>69,771,900</i>	<i>1,395.44</i>
Issued during the year	-	-	-	-
Forfeited equity shares amount originally paid up	-	<b>0.83</b>	-	<i>0.83</i>
<b>Balance at the end of the year</b>	<b>69,771,900</b>	<b>1,396.27</b>	<i>69,771,900</i>	<i>1,396.27</i>

## (b) Other equity

(₹ in Lakhs, unless otherwise stated)

Particulars	Reserves and surplus								Other comprehensive income			Non Controlling Interest	
	Capital Reserve	Securities Premium	Capital Redemption Reserve	Debenture Redemption Reserve	Employee Stock Options Outstanding	General Reserve	Statutory Reserve Fund	Others	Retained earnings	Equity Instruments through Other Comprehensive Income	Foreign Currency Translation Reserve		Total
Balance at 1 April 2020	127,585.39	9,542.43	201.64	9,123.75	1,742.74	66,255.35	150.15	696.21	262,663.76	9,030.50	21,038.41	508,030.33	221,168.44
Exercise of Share options	-	-	-	-	-	-	-	-	-	-	-	-	767.09
Profit for the year	-	-	-	-	-	-	-	-	36,952.91	-	-	36,952.91	90,822.00
Other comprehensive income for the year	-	-	-	-	-	-	-	-	335.08*	6,562.17	(416.81)	6,480.44	(74.03)
Total comprehensive income for the year	-	-	-	-	-	-	-	-	37,287.99	6,562.17	(416.81)	43,433.35	90,747.97
Other adjustments including acquisitions	-	-	-	-	-	-	-	-	37.47	-	-	37.47	238.34
Transfer to non-controlling interest	-	-	-	-	-	-	-	-	(336.11)	-	-	(336.11)	199.07
Transfers from employee stock options outstanding to securities premium	-	-	-	-	(1,276.11)	-	-	-	1,276.11	-	-	-	-
Share based payments	-	-	-	-	957.18	-	-	-	-	-	-	957.18	936.79
Issue of share capital	-	-	-	-	-	-	-	-	-	-	-	-	1,400.00
Exercise of Share options	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer from other comprehensive income (gain on sale of shares)	-	-	-	-	-	-	-	-	4,527.22	(5,099.76)	-	(572.54)	-
Reversal of margin recorded on PCM (BDMC)	-	-	-	-	-	-	-	-	(9,682.65)	-	-	(9,682.65)	-
Transfer to securities premium on issue of equity shares	-	-	-	-	-	-	-	-	5,211.07	-	-	5,211.07	5,099.93
Balance at 31 March 2021	127,585.39	9,542.43	201.64	9,123.75	1,423.81	66,255.35	150.15	696.21	300,984.86	10,492.91	20,621.60	547,078.10	319,790.54
Dividends	-	-	-	-	-	-	-	-	(837.26)	-	-	(837.26)	(140,322.01)
Dividend distribution tax	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at 31 March 2021	127,585.39	9,542.43	201.64	9,123.75	1,423.81	66,255.35	150.15	696.21	300,147.60	10,492.91	20,621.60	546,240.84	179,468.53
Profit for the year	-	-	-	-	-	-	-	-	6,340.54	-	-	6,340.54	74,524.26
Other comprehensive income for the year	-	-	-	-	-	-	-	-	(381.35)	(1,643.29)	(364.06)	(2,388.70)	311.11
Total comprehensive income for the year	-	-	-	-	-	-	-	-	5,959.19	(1,643.29)	(364.06)	3,951.84	74,835.37

# The Bombay Burmah Trading Corporation, Limited

₹ in Lakhs, unless otherwise stated													
Particulars	Reserves and surplus								Other comprehensive income			Total	Non Controlling Interest
	Capital Reserve	Securities Premium	Capital Redemption Reserve	Debenture Redemption Reserve	Employee Stock Options Outstanding	General Reserve	Statutory Reserve Fund	Others	Retained earnings	Equity Instruments through Other Comprehensive Income	Foreign Currency Translation Reserve		
Other adjustments including acquisitions	-	-	-	-	-	-	-	-	2.53	-	-	2.53	7.75
Transfers from employee stock options outstanding to securities premium	-	-	-	-	-	-	-	-	21.21	-	-	21.21	20.77
Share based payments	-	-	-	-	241.58	-	-	-	-	-	-	241.58	236.42
Remeasurement of employees benefit	-	-	-	-	-	-	-	-	-	-	-	-	-
Issue of bonus debenture	-	-	-	-	-	(35,302.43)	-	-	-	-	-	(35,302.43)	(34,549.57)
Transfer from general reserve	-	-	-	-	-	(8,757.33)	-	-	-	-	-	(8,757.33)	(8,570.57)
Transfer to retained earning	-	-	-	-	(21.23)	-	-	-	8,757.33	-	-	8,736.10	8,549.80
Effect of foreign exchange	-	-	-	-	-	-	-	-	(17.91)	(0.89)	-	(18.80)	-
Transfer to Britannia India Limited phantom option scheme	-	-	-	-	(1,641.94)	-	-	-	-	-	-	(1,641.94)	(1,605.51)
Transfer to debenture redemption reserve	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer from other comprehensive income (gain on sale of shares)	-	-	-	-	-	-	-	-	322.10	-	-	322.10	-
Reversal of margin recorded on PCM (BDMC)	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to securities premium on issue of equity shares	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at 31 March 2022	127,585.39	9,542.43	201.64	9,123.75	2.22	22,195.59	150.15	696.21	315,192.05	8,848.73	20,257.54	513,795.70	218,392.99
Dividends	-	-	-	-	-	-	-	-	34,465.01	-	-	34,465.01	(88,756.46)
Balance at 31 March 2022	127,585.39	9,542.43	201.64	9,123.75	2.22	22,195.59	150.15	696.21	349,657.06	8,848.73	20,257.54	548,260.71	129,636.53
This amount refers to remeasurement of defined benefit liability / (asset)													

\* This amount refers to remeasurement of defined benefit liability / (asset)

## Nature and purpose of reserves:

### Securities premium

Amount received (on issue of shares) in excess of the par value has been classified as securities premium. The reserve is utilised in accordance with the provisions of the Act.

### Capital reserve

Any profit or loss on purchase, sale, issue or cancellation of the Group's own equity instrument is transferred to capital reserve.

### General reserve

This represents appropriation of profit by the Group.

### Retained earnings

Retained earnings comprises of current year and prior years undistributed earnings / (loss) after taxes.



**Remeasurement of defined benefit plan**

Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans.

**Equity instruments through Other Comprehensive Income ('OCI')**

The Group has elected to recognise changes in the fair value of certain investments in equity securities in OCI. These changes are accumulated within the fair value through other comprehensive incomereserve within equity. The Group transfers amount from this reserve to retained earnings when the relevant equity securities are derecognised.

**Foreign currency translation reserve**

Exchange differences arising on translation of the foreign operations are recognised in OCI as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit.

**Employee stock options outstanding**

The share options outstanding account is used to recognise the grant date fair value of options issued under one of the subsidiaries' Employee Stock Option Scheme.

**Debtore redemption reserve**

One of the debentures has issued bonus debentures and as per the provisions of the applicable laws, a sum equal to 25% of the issue size of bonus debentures was required to be transferred to debenture redemption reserve.

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

This is the consolidated statement of changes in equity referred to in our report of even date

**For Walker Chandiok & Co LLP**

*Chartered Accountants*

Firm's Registration No: 001076N/N500013

**Adi P. Sethna**

*Partner*

Membership No: 108840

**For and on behalf of the Board of Directors  
The Bombay Burmah Trading Corporation, Limited**

CIN: L99999MH1863PLC000002

**Ness Wadia**

*Managing Director*

*DIN : 00036049*

**Rajesh Batra**

*Director*

*DIN : 00020764*

**Dr. Yashwant Thorat**

*Director*

*DIN : 00135258*

**Sanjay Kumar Chowdhary**

*Company Secretary*

**Nusli N Wadia**

*Chairman*

*DIN : 00015731*

**Dr. Minnie Bodhanwala**

*Director*

*DIN : 00422067*

**Vinesh Kumar Jairath**

*Director*

*DIN : 00391684*

**N H Datanwala**

*Chief Financial Officer*

Place : Mumbai

Dated : 14 July, 2022

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

### 1 Significant accounting policies, key accounting estimates and judgements

#### Corporate information

The Bombay Burmah Trading Corporation, Limited (the 'Parent/Holding Company') or 'BBTCL' is a public Corporation domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on two stock exchanges in India, BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). The Corporation's registered office is located at 9, Wallace Street, Fort, Mumbai - 400001. The Corporation was incorporated on 04 September 1863 vide certificate of incorporation number L99999MH1863PLC000002 issued by the Registrar of Companies, Mumbai, Maharashtra. These consolidated financial statements comprise the Holding Company and its subsidiaries (referred to collectively as the 'Group') and the Group's interest in associates. The Group is a multi-product and multi-divisional organisation with diverse business interests viz. dairy, plantations (tea and coffee), auto electric components, healthcare and real estate.

#### 1(A) Statement of Compliance

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') prescribed under section 133 of the Companies Act, 2013 (the 'Act') read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and relevant amendment rules thereafter, including the presentation and disclosure requirements of Division II of Schedule III to the Act and the guidelines issued by the Securities and Exchange Board of India ('SEBI') to the extent applicable.

The revision to consolidated financial statements is permitted by Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per the provisions of the Act.

All amounts included in the consolidated financial statements are reported in Indian Rupees ('₹') in Lakhs unless otherwise stated and "0" denotes amounts less than one thousands rupees.

#### 1(B) Basis of preparation and presentation

##### Basis of preparation

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

- 1 Biological assets- measured at fair value less costs to sell
- 2 Derivative financial instruments - measured at fair value
- 3 Certain financial assets and liabilities measured at fair value (Refer accounting policy regarding financial instruments).
- 4 Employees defined benefit plan assets / (liabilities) - measured at fair value
- 5 Share based payments - measured at fair value

##### Principles of consolidation

The consolidated financial statements relate to The Bombay Burmah Trading Corporation, Limited ('the Parent/Holding Company', 'BBTCL') and its subsidiaries which together constitute the Group and the Group's interest in associates. The consolidated financial statements have been prepared on the following basis:

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**I) Subsidiaries:**

Subsidiaries entities are controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

**II) Non-controlling interests (NCI):**

- i) NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition
- ii) NCI's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Group.
- iii) NCI's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Group's shareholders
- iv) Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

**III) Equity accounted investees**

- i) The Group's interests in equity accounted investees comprise interests in associates.
- ii) An associate is an entity in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group has joint control and has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.
- iii) Interests in associates are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and OCI of equity- accounted investees until the date on which significant influence or joint control ceases.

**IV) Equity method**

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

### V) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investees. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

### VI) Business combinations

As a part of transition to Ind AS, the Group has elected to apply the relevant Ind AS, viz Ind AS 103, business combinations, to only those business combinations that occurred on or after 1<sup>st</sup> April 2015. In accordance with Ind AS 103, the Group's accounts for these business combinations using the acquisition method when control is transferred to the Group. The consideration transferred for the business combination is generally measured at fair value as at the date when the control is acquired (acquisition date), as are the net identifiable assets acquired.

Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve.

Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships with the acquiree. Such amounts are generally recognised in the statement of profit and loss. Any contingent consideration, if any, is measured at fair value as on the date of acquisition.

#### Current / non-current classification:

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

#### a. An asset is considered as current when it is:

- i) Expected to be realised or intended to be sold or consumed in the normal operating cycle, or
- ii) Held primarily for the purpose of trading, or
- iii) Expected to be realised within twelve months after the reporting period, or
- iv) Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All assets other than current assets shall be classified as non-current.

#### b. A liability shall be classified as current when it is

- i) expected to be settled in the group's normal operating cycle;
- ii) held primarily for the purpose of being trading;
- iii) due to be settled within twelve months after the reporting date; or
- iv) the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities are classified as non-current.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

- c. Deferred tax assets and liabilities (net) are classified as non-current assets and liabilities.
- d. All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in Schedule III to the Act. Based on the nature of products and services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current and noncurrent classification of assets and liabilities.

**Functional and presentation currency**

Items included in the consolidated financial statements of the Group are measured using the currency of the primary economic environment in which the Parent Company operates (i.e. the "functional currency"). The consolidated financial statements are presented in Indian Rupees ('INR'), which is the functional and presentation currency of the Group.

**1(C) Key estimates and judgements**

The preparation of consolidated financial statements in conformity with Ind AS requires management to make judgments, 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 a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements is included in the following notes:

**i. Property, plant and equipment :**

Property, plant and equipment ('PPE') represent a significant proportion of the asset base of the Group. For entities incorporated in India, useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases, where the useful lives are different from that prescribed in Schedule II, they are based on technical advice, 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, manufacturers' warranties and maintenance support. Assumptions also need to be made, when the Group assesses, whether an asset may be capitalised and which components of the cost of the asset may be capitalised.

**ii. Defined benefit obligations :**

The cost of the defined benefit plans and the present value of the defined benefit obligations 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.

**iii. Deferred tax :**

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry forwards become deductible. The Group considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

### iv. Provisions :

Provisions are recognised when the Group has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions (excluding defined benefit plans) are not discounted to their present value and are determined based on best estimate of the amount required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

### v. Discounting of long-term financial instruments :

All financial instruments are required to be measured at fair value on initial recognition. In case of financial instruments which are required to be subsequently measured at amortised cost, interest is accrued using the effective interest method.

### vi. Fair value of financial instruments :

Derivatives are carried at fair value. Derivatives includes foreign currency forward contracts, fair value of which, is determined using the fair value reports provided by respective merchant bankers.

### vii. (a) Investment in Bombay Dyeing & Manufacturing Company Limited ('BDMC')

The Company along with its subsidiaries holds 44.35% of the paid up Equity Share Capital of BDMC, a Company listed on the Bombay Stock Exchange. Based on legal opinion and further based on internal evaluation made by the Company, there is no de facto control of the Company over BDMC.

### (b) Investment in Go Airlines (India) Limited ('Go Airlines')

The Company along with its subsidiaries holds 32.61% of the paid up Equity Share Capital of Go Airlines (India) Limited, an unlisted company. Based on legal opinion and further based on internal evaluation made by the Company, there is no de facto control of the Company over BDMC.

### viii. Biological assets

Management uses inputs relating to production and market prices of tea and coffee in determining the fair value of biological assets.

### ix. Evaluation of indicators for impairment of assets:

The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

### x. Income tax

Significant judgments are involved in determining the provision for income tax, including the amount expected to be paid or recovered in connection with uncertain tax positions.

### xi. Expected credit loss on financial assets:

On application of Ind AS 109 "Financial Instruments" the impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Group uses judgments in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history of collections, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**xii. Leases**

Ind AS 116 "Leases" requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Group makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Group's operations taking into account the location of the underlying asset and the availability of suitable alternatives. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

**x. Contingent liabilities:**

At each balance sheet date basis the management judgement, changes in facts and legal aspects, the Group assess the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

**1(D) Fair value measurement**

Management applies valuation techniques to determine fair value of financial assets and liabilities (where active market quotes are not available). This involves developing estimates and assumptions around volatility and dividend yield etc. which may affect the value of financial assets and liabilities.

Estimates and judgements are continuously evaluated. These are based on historical experience and other factors including expectation of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

**1(E) Statement of significant accounting policies****a. Property, plant and equipment**

PPE are stated at historical cost, less accumulated depreciation and impairment losses, if any. Historical costs include expenditure directly attributable to acquisition which are capitalised until the PPE are ready for use, as intended by management. Any trade discount and rebates are deducted in arriving at the purchase price.

The cost of a self-constructed item of PPE comprises the cost of materials, direct labour and any other costs directly attributable to bringing the asset to its intended working condition and estimated costs of dismantling, removing and restoring the site on which it is located, wherever applicable.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in consolidated statement of profit and loss.

An item of PPE initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use.

Gains or losses arising from disposals of assets are measured as the difference between the net disposal proceeds and the carrying value of the asset on the date of disposal and are recognised in the consolidated statement of profit and loss, in the period of disposal."

Items such as spare parts are recognised as PPE when they meet the definition of PPE. Otherwise, such items are classified as inventory.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit or loss.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Depreciation on addition to PPE or on disposal of PPE is calculated pro-rata from the month of such addition or up to the month of such disposal as the case may be.

### Development plantattions

Cost incurred for acquiring new plantations and their upkeep are capitalised until they attain maturity to yield biological produce. Such cost is included under capital work-in-progress and thereafter the same is capitalised as "Development plantations" and depreciated over their estimated useful life.

### b. Capital work-in-progress and intangible assets under development

Costs incurred during construction or acquisition of qualifying PPE is included under capital work-in-progress and the same gets capitalised in the respective block of PPE on the completion of their construction. No depreciation is charged till the asset is ready to use.

Advances made toward the acquisition or construction of any qualifying PPE outstanding at each reporting date are disclosed as capital advances under "Other non-current assets".

Intangible assets under development include computer software which is build / developed inhouse by the Group and are initially measured at cost. Such intangible assets are subsequently measured

### c. Reclassification to investment property

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of classification.

### d. Goodwill and other intangible assets

Goodwill arising on consolidation represents the excess of cost to the Group of its investment in a subsidiary company over the Group's portion of net worth of the subsidiary, and is net of capital reserve.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed. After initial recognition, goodwill is measured at cost less any accumulated impairment losses. In respect of business combinations that occurred prior to 1 April 2015, goodwill is included on the basis of deemed cost, which represents the amount recorded under the previous GAAP.

### Internally generated : Research and development

Expenditure on research activities is recognised in the consolidated statement of profit and loss as incurred.

Development expenditure is capitalised as part of the cost of the resulting intangible asset only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete the development and to use or sell the asset. Otherwise, it is recognised in the consolidated statement of profit or loss as incurred. Subsequent to initial recognition, the asset is measured at cost less accumulated amortisation and accumulated impairment losses, if any.



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**Intangible assets :**

Intangible assets acquired separately are measured at cost of acquisition. Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Group and the cost of the asset can be reliably measured. Computer software is amortised on a straight line basis over the estimated useful economic life. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The amortisation of an intangible asset with a finite useful life reflects the manner in which the economic benefit is expected to be generated. The estimated useful life of amortisable intangibles are reviewed and where appropriate are adjusted, annually.

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 on the date of disposal and are recognised in the consolidated statement of profit and loss when the asset is derecognised. Amortisation on addition to intangible assets or on disposal of intangible assets is calculated pro-rata from the month of such addition or up to the month of such disposal as the case may be.

**e. Depreciation and amortization****Depreciation:**

The Group depreciates PPE over their estimated useful lives using the straight-line method. The estimated useful lives of PPE are as follows:

Plant and machinery #	:	10 - 15 years
Furniture and fixtures #	:	10 - 16 years
Motor vehicles (scooters)	:	10 years
Motor vehicles (cars)	:	8 years
Computer hardware	:	3 years
Office equipment	:	5 years
Buildings	:	30 years
Leasehold lands	:	Lease period
Roads other than RCC	:	5 years
Development plantations	:	60 years
Mould and dies #	:	5 years

# The Group believes the useful lives as given above best represent the useful life of these assets based on internal assessment where necessary, which is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013. Assets costing less than INR 0.05 are fully depreciated in the year of purchase.

**Freehold land is not depreciated.**

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

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

### Amortisation:

The Group amortise intangible asset over their estimated useful lives using the straight-line method. The estimated useful lives of intangible asset is as follows:

Computer software	:	3 years
-------------------	---	---------

### f Impairment of non financial assets

Intangible assets, right of use ('ROU') assets, investment property and PPE are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ('CGU') to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognised in the consolidated statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the consolidated statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

The Group's non-financial assets, other than biological assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

Goodwill arising from business combination is allocated to these CGUs that are expected to benefit from the synergies of the combination. The recoverable amount of a CGU is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Group's corporate assets do not generate independent cash inflows. To determine the impairment of corporate assets, the recoverable amount is determined for the CGUs to which the corporate assets belong.

An impairment loss is recognised if the carrying value of the asset of CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment losses in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU on a pro-rata basis.

An impairment loss in respect of goodwill is not subsequently reversed. In respect of other assets for which impairment loss has been recognised in the prior periods, the Group reports at each reporting date whether there is any indication that the loss has decreased or it no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made 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 amortization, if no impairment loss had been recognised.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**g Borrowing costs**

Borrowing costs includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective asset. All other borrowing costs are expensed in the period in which they occur.

**h Inventories**

Inventories are valued at lower of cost and estimated net realisable value, after providing for obsolescence, wherever appropriate. The cost is determined on weighted average basis, and includes all cost included in bringing inventories to their present location and condition. In case of work in progress, cost also includes cost of conversion. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

- i) Stores and spare parts are valued at lower of cost or net realisable value. Cost is calculated on weighted average basis.
- ii) Raw materials are valued at lower of cost or net realisable value. The cost includes purchase price as well as incidental expenses and is calculated on weighted average basis.
- iii) Tea stock is valued at cost or net realizable value whichever is lower. Timber, coffee, pepper and cardamom in stock are designated as agricultural produce as per Ind AS 41 and are measured at their fair value less cost to sell at the point of harvest. The fair valuation so arrived at becomes the cost of Inventory under Ind AS-2.
- iv) Work-in-progress is valued at cost or net realisable value whichever is lower. Cost is arrived on the basis of absorption costing.
- vi) Traded Finished goods of all divisions are valued at cost or net realisable value whichever is lower.
- vi) Real estate under development comprises of freehold / leasehold land and buildings at cost, converted from fixed assets into stock-in-trade and expenses related / attributable to the development of the said properties. The same is valued at lower of cost or net realizable value.
- vii) In respect of following subsidiaries, inventories are valued at cost, computed under first-in-first-out basis. The value of these inventories are as given below:

<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Britannia Dairy Private Limited	<b>1,631.00</b>	<b>1,515.00</b>

**i Investment Properties**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The Group depreciates investment properties on a straight-line basis over the useful life of the asset as specified in point e above.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

The fair values of investment property is disclosed in the notes accompanying these consolidated financial statements. Fair values are determined by an independent valuer who holds recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in statement of profit and loss in the period of derecognition.

### **j Income taxes**

Tax expense for the year comprises of current tax and deferred tax. Current tax is measured by the amount of tax expected to be paid to the taxation authorities on the taxable profits after considering tax allowances and exemptions and using applicable tax rates and laws. Deferred tax is recognised on temporary differences between the accounting base and the tax base for the year and quantified using the tax rates and tax laws enacted or substantively enacted as on the balance sheet date.

Deferred tax is recognised using the balance sheet approach. Deferred tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in consolidated financial statements, except when the deferred tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction. Deferred tax asset is recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax liabilities are recognised for all taxable temporary differences.

Current tax and deferred tax assets and liabilities are offset where there is a legally enforceable right to set off the recognised amount and there is an intent to settle the asset and liability on a net basis.

The measurement of deferred tax 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.

Minimum Alternate Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the respective Group Company will pay normal income tax during the specified period. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the company will pay normal income tax during the specified period.

### **k Earnings per share**

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

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

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**I Income recognition****i. Revenue recognition**

Revenue is recognised to depict the transfer of promised products to customers in an amount that reflects the consideration to which the Group expects to be entitled in exchange for those products. The following specific recognition criteria must also be met before revenue is recognised:

**Sale of products**

Revenue is recognised when a customer obtains control of the goods which is ordinarily upon delivery at the customer premises. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax, etc. For certain contracts that permit the customer to return an item, revenue is recognised to the extent that it is probable that a significant reversal in the amount of cumulative revenue recognised will not occur. As a consequence, for those contracts for which the Group is unable to make a reasonable estimate of return, revenue is recognised when the return period lapses or a reasonable estimate can be made. A refund liability and an asset for recovery is recognised for these contracts and presented separately in the balance sheet.

**ii. Other operating revenue**

It includes revenue arising from the duty drawbacks, export incentives or revenue arising from Group's ancillary revenue-generating activities. Revenue from these activities are recorded only when Group is reasonably certain of such income.

**iii. Deferred revenue**

The Group's significant subsidiary has a customer loyalty programme for selected customers. The Company grants credit points to those customers as part of a sales transaction which allows them to accumulate and redeem those credit points. The consideration is allocated between the loyalty programme and the goods based on their relative stand-alone selling prices. The credit points have been deferred and will be recognised as revenue when the reward points are redeemed or lapsed.

**iv. Income from royalties is recognised based on contractual agreements.****v. Dividend income is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.****vi. 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 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 consolidated statement of profit and loss.****m Foreign currency transactions and translations**

Foreign currency transactions of the Group are accounted at the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities are translated at the rate prevailing on the balance sheet date whereas non-monetary assets and liabilities are translated at the rate prevailing on the date of the transaction. Gains and losses resulting from the settlement of foreign currency monetary items and from the translation of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit and loss.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

The assets and liabilities of foreign operations including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Group, at the exchange rates on the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average approximates the actual rate at the date of transaction.

### **n Foreign operations**

The assets and liabilities of foreign operations including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average approximates the actual rate at the date of the transaction.

When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognised in OCI is reclassified to profit or loss as part of the gain or loss on disposal. If the Group disposes off part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is re-allocated to OCI. When the Group disposes off only a part of its interest in an associate while retaining significant influence, the relevant proportion of the cumulative amount is reclassified to profit or loss.

### **o Employee benefits**

Retirement benefits to employees comprise payments to government provident funds, gratuity fund, leave encashment and superannuation fund.

#### **(i) Short-term employee benefits**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognised in the year during which the employee rendered the services. These benefits include performance incentives. These benefits include compensated absences such as paid annual leaves and sickness leaves.

#### **(ii) Post-employment benefits**

Contributions to defined contribution schemes such as provident fund and superannuation fund are recognised as expenses in the period in which the employee renders the related service. In respect of certain employees, provident fund contributions are made to a Trust administered by the Group. The interest rate payable to the members of the trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the Group. In respect of contributions made to Government administered provident fund, the Group has no further obligations beyond its monthly contributions.

The Britannia Industries Limited Covenanted Staff Pension Fund Trust ('BILCSPF') and Britannia Industries Limited Officers' Pension Fund Trust ('BILOPF') were established by the Group to administer pension schemes for its employees. These trusts are managed by the Trustees. The Pension Scheme is applicable to all the managers and officers of the Group who have been employed up to the date of 15 September 2005 and any manager or officer employed after that date, if he has opted for the membership of the Scheme. The Group makes a contribution of 15% of basic salary in respect of the members, each month to the trusts. On retirement, subject to the vesting conditions as per the rules of the trust, the member becomes eligible for pension, which is paid from annuity purchased in the name of the member by the trusts.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

Superannuation fund - The eligible employees of the Group are entitled to receive post employment benefits in respect of superannuation fund in which the Group makes annual contribution at a specified percentage of the employee's eligible salary. The contributions are made to the ICICI Prudential Life Insurance Group Limited. Superannuation is classified as defined contribution plan as the Group has no further obligations beyond making the contribution. The Group's contribution to defined contribution plan is charged to the consolidated statement of profit and loss as incurred.

The Group also provides gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation performed by an independent actuary based on projected unit credit method, at the end of each financial year.

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. Net interest expense / (income) on the net defined liability / (assets) is computed by applying the discount rate, used to measure the net defined liability / (asset), to the net defined liability / (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

**(iii) Other long-term employee benefits**

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary as at 1 January / 31 March every year as applicable using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised in the period in which the absences occur.

**(iv) Voluntary retirement scheme benefits**

Voluntary retirement scheme benefits are recognised as an expense in the year they are incurred.

**(v) Share based payments**

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. That cost is recognised in employee benefits expense together with a corresponding increase in share-based payment (Share options outstanding account) reserves in equity, over the period in which the performance and or service conditions are fulfilled. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

### **p Provisions and contingencies**

Provisions are recognised when the Group has a present obligation as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. A disclosure for a contingent liability is made where there is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from the past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Provisions are reviewed regularly and are adjusted where necessary to reflect the current best estimates of the obligation. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset, only when such reimbursement is virtually certain. Contingent asset is not recognised in the consolidated financial statements. However, it is recognised only when an inflow of economic benefits is probable.

#### **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.

### **q Leases**

The determination of whether an arrangement is (or contains) a lease is 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 a lessee**

The Group's lease asset class consists of leases for buildings and vehicles. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right of use asset ('ROU') and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. 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 term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any.



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit ('CGU') to which the asset belongs.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Group changes its assessment on whether it will exercise an extension or a termination option. Lease liabilities and ROU assets have been separately presented in the consolidated balance sheet and lease payments have been classified as financing cash flows.

**As a lessor**

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the ROU asset arising from the head lease. For operating leases, rental income is recognised on a straight-line basis over the term of the relevant lease.

**r Financial Instruments**

- (i) Initial recognition and measurement - The Group recognises financial assets and liabilities when it becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are recognised at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issue of financial assets and liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are recognised on the trade date.

**i. Financial assets****Classification**

On initial recognition, a financial asset is classified as, measured at:

- Amortised cost
- Fair value through Other Comprehensive Income (FVTOCI) equity investment
- Fair value through Profit and Loss (FVTPL)

**Initial recognition and measurement :**

The Group 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.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

### 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.

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 amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss. This category generally applies to trade and other receivables.

### 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 decides to classify the same either as at FVTOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

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

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

### Derecognition of financial assets :

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset 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 Group 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 guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of the debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the fair value initially recognised less cumulative amortisation.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**Impairment of financial assets**

Financial assets of the Group comprise of trade receivable and other receivables consisting of loans, deposits, and bank balance. Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. An impairment loss for trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Impairment losses if any, are recognised in statement of profit and loss for the period.

**ii. Financial liabilities****Classification**

Financial liabilities are classified as, measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition.

**Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable and incremental transaction cost. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

**Derecognition**

The Group derecognises a financial asset when the contractual right to receive the cash flows from the financial asset expire or it transfers the financial asset. A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

**iii. Offsetting of financial instruments**

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

**s Biological assets**

The Group has biological assets in the form of tea leaves and coffee fruits. Biological assets are measured at fair value less costs to sell, with any change therein recognised in the consolidated statement of profit and loss under 'other income' or 'other expenses', as the case may be.

**t Dividend distribution to equity holders of the Company**

The Group recognises a liability to make cash or non-cash distributions to equity holders of the Group when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders, unless it is interim dividend. A corresponding amount is recognised directly in equity (Net of tax).

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

### u Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, balance with banks in current account and demand deposits, together with other short-term, highly liquid investments (original maturity less than three months) that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

### v Segment reporting

Segments are identified based on the manner in which the Group's Chief Operating Decision Maker ('CODM') decides about resource allocation and reviews performance.

Segment results that are reported to the CODM include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Segment capital expenditure is the total cost incurred during the period to acquire PPE and intangible assets.

### w Events after reporting date

Where events occurring after the balance sheet date provide evidence of conditions that existed at the end of the reporting period, the impact of such events is adjusted within the consolidated financial statements. Where the events are indicative of conditions that arose after the reporting period, the amounts are not adjusted, but are disclosed if those non-adjusting events are material.

### x Government grants / Incentives

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grants that relate to revenue it is recognised in the consolidated statement of profit and loss on a systematic basis over the periods to which it relate. When the grants that relate to an asset it is treated as deferred income and recognised in the consolidated statement of profit and loss on a systematic basis over the useful life of the asset.

### y Exceptional items

When items of income and expense within profit or loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to assist users in understanding the financial performance achieved and in making projections of future financial performance, the nature and amount of such material items are disclosed separately as exceptional items.

### z Recent accounting pronouncements

The 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. On 23 March 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below. These amendments are applicable for reporting period on or after 01 April 2022. As the amendments are not yet effective as at reporting date, the Group is evaluating the requirement of the said amendments and its impact on these consolidated financial statements.

Ind AS 16 "Property, Plant and Equipment" – The amendment specifies that an entity shall deduct from the cost of an item of PPE any proceeds received from selling items produced while the entity is preparing the asset for its intended use (for example, the proceeds from selling samples produced when testing a machine to see if it is functioning properly).

Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets" – The amendment specifies that the cost of fulfilling a contract comprises the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

Ind AS 103 “Business Combinations” – The amendment has added a new exception for liabilities and contingent liabilities.

Ind AS 109 “Financial Instruments” – The amendment clarifies that the fees an entity should include when it applies the ‘10%’ test in assessing whether to derecognise a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other’s behalf.

**List of subsidiaries and associate companies considered in the consolidated financial statements:**

Name of Company	Country of Incorporation	Percentage holding	
		Current Year	Previous year
<b>Subsidiaries</b>			
Afco Industrial & Chemicals Limited.	India	100.00%	100.00%
DPI Products & Services of India Limited.	India	100.00%	100.00%
Sea Wind Investment & Trading Co. Limited	India	100.00%	100.00%
Leila Lands Senderian Berhad	Malaysia	100.00%	100.00%
<b>Sub-subsidiaries</b>			
Subsidiary of DPI Products & Services of India Limited.			
Subham Viniyog Private Limited	India	100.00%	100.00%
<b>Subsidiaries of Leila Lands Senderian Berhad</b>			
Naira Holdings Ltd.	The British Virgin Islands	100.00%	100.00%
Island Horti-Tech Holding Pte. Ltd.	Singapore	100.00%	100.00%
Leila Lands Ltd.	Mauritius	100.00%	100.00%
Restpoint Investments Ltd.	The British Virgin Islands	100.00%	100.00%
Baymanco Investments Limited	Mauritius	100.00%	100.00%
<b>Subsidiaries of Island Horti-Tech Holding Pte. Ltd.</b>			
Island Landscape & Nursery Pte. Ltd.	Singapore	100.00%	100.00%
Innovative Organics Inc.	USA	58.80%	58.80%
<b>Subsidiaries of Leila Lands Ltd.</b>			
Britannia Brands Limited	United Kingdom	100.00%	100.00%
ABI Holdings Limited	United Kingdom	100.00%	100.00%
Associated Biscuits International Ltd.	United Kingdom	100.00%	100.00%
Dowbiggin Enterprises Pte. Limited	Singapore	100.00%	100.00%
Nacupa Enterprises Pte. Limited	Singapore	100.00%	100.00%
Spargo Enterprises Pte. Limited	Singapore	100.00%	100.00%

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

Name of Company	Country of Incorporation	Percentage holding	
		Current Year	Previous year
Valletort Enterprises Pte. Limited	Singapore	100.00%	100.00%
Bannatyne Enterprises Pte. Limited	Singapore	100.00%	100.00%
Britannia Industries Limited	India	50.54%	50.62%
<b>Subsidiary of Innovative Organics Inc.</b>			
Granum Inc.*	USA	58.80%	58.80%
<b>Subsidiaries of Britannia Industries Limited</b>			
Boribunder Finance and Investments Private Limited	India	100.00%	100.00%
Flora Investments Company Private Limited	India	40.53%	40.53%
Gilt Edge Finance and Investments Private Limited	India	46.13%	46.13%
Ganges Vally Foods Private Limited	India	98.66%	98.66%
International Bakery Products Limited	India	100.00%	100.00%
J B Mangharam Foods Private Limited	India	100.00%	100.00%
Manna Foods Private Limited	India	100.00%	100.00%
Sunrise Biscuit Company Private Limited	India	99.16%	99.16%
Britannia Dairy Private Limited	India	100.00%	100.00%
Britannia Nepal Private Limited	Nepal	100.00%	100.00%
Britchip Foods Limited	India	60.00%	60.00%
Britannia and Associates (Mauritius) Private Limited	Mauritius	100.00%	100.00%
Britannia and Associates (Dubai) Private Co. Limited	Dubai, UAE	100.00%	100.00%
Al Sallan Food Industries Co. SAOC	Oman	65.46%	65.46%
Strategic Food International Co. LLC, Dubai	Dubai, UAE	100.00%	100.00%
Strategic Brands Holding Company Limited	Dubai, UAE	100.00%	100.00%
Britannia Bangladesh Private Limited	Bangladesh	100.00%	100.00%
Strategic Food Uganda limited	Uganda	100.00%	0.00%
Britannia Egypt LLC	Egypt	100.00%	0.00%
Britannia Dairy Holdings Private Limited	Mauritius	100.00%	100.00%
<b>Equity accounted investees (Associates)</b>			
Lotus Viniyog Private Limited	India	50.00%	50.00%
Roshnara Investment & Trading Company Private Limited	India	50.00%	50.00%
Cincinnati Investment & Trading Company Private Limited	India	50.00%	50.00%
Lima Investment & Trading Company Private Limited	India	50.00%	50.00%
Shadhak Investment & Trading Private Limited	India	50.00%	50.00%
MSIL Investments Private Limited	India	50.00%	50.00%
Medical Microtechnology Limited	India	50.00%	50.00%

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

Name of Company	Country of Incorporation	Percentage holding	
		Current Year	Previous year
Harvard Plantations Limited	India	50.00%	50.00%
Placid Plantations Limited	India	50.00%	50.00%
The Bombay Dyeing & Manufacturing Company Limited	India	44.36%	44.19%
Go Airlines (India) Limited	India	32.61%	3.37%
Nalanda Biscuits Company Limited *	India	35.00%	35.00%
Sunandaram Foods Private Limited *	India	26.00%	26.00%

\* Associates of Britannia Industries Limited

The following companies limited by guarantee, are also considered for consolidation:

Britannia Employees General Welfare Association Private Limited

Britannia Employees Medical Welfare Association Private Limited

Britannia Employees Educational Welfare Association Private Limited

**Principles of consolidation**

These consolidated financial statements have been prepared by consolidation of the financial statements of the Company and its subsidiaries on a line-by-line basis after fully eliminating the inter-company transactions.

The following subsidiary companies are excluded from consolidation as they are not significant:

Name of the entity	Relationship	Country of incorporation
Vasana Agrex and Herbs Private Limited	Subsidiary	India
Snacko Bisc Private Limited	Subsidiary	India

The financial statements of Nalanda Biscuits Company Limited and Sunandaram Foods Private Limited have been incorporated in the consolidated financial statements based on unaudited financial statements.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

2 (a) Property, plant and equipment and capital work-in-progress  
(i) Property, plant and equipment

Particulars	GROSS BLOCK (COST)				ACCUMULATED DEPRECIATION/AMORTISATION						NET BLOCK				
	As at 1 April 2021	Adjustments	Additions	Effect of foreign exchange differences	Disposals	As at 31 March 2022	As at 1 April 2021	Adjustments	Charge for the year	Effect of foreign exchange differences	Elimination on disposal of assets	As at 31 March 2022	Impairment as at 31 March 2022	As at 31 March 2022	As at 31 March 2021
Freehold land	13,880.35	-	771.00	6.00	-	14,657.35	-	-	-	-	-	14,657.35	-	13,880.35	
Leasehold land	1.32	-	-	0.01	-	1.33	0.49	-	0.01	-	-	0.50	-	0.83	
Buildings	77,427.51	11.24	1,006.38	1,407.56	37.50	79,815.19	14,653.11	11.43	2,724.80	1,399.42	28.34	18,760.42	(10.68)	61,044.09	62,763.72
Leasehold buildings	2,139.02	-	55.93	60.84	-	2,255.79	1,885.43	-	99.33	55.03	-	2,039.79	-	216.00	253.59
Plant and equipment	147,954.97	(78.01)	12,335.63	4,142.17	2,291.86	162,062.90	75,910.40	6.04	16,119.20	3,913.68	2,198.17	93,751.15	(320.24)	67,991.51	71,724.33
Furniture and fixtures	5,190.80	55.42	181.52	248.18	313.53	5,362.39	3,346.45	(5.26)	405.86	179.56	111.25	3,815.36	-	1,547.03	1,844.35
Roads	298.75	-	-	-	-	298.75	191.42	-	-	-	-	191.42	-	107.33	107.33
Office equipment	4,723.41	(52.75)	554.76	21.00	62.56	5,183.86	3,147.26	(50.62)	472.02	16.00	58.42	3,526.24	-	1,657.62	1,576.15
Development plantations	3,985.02	-	548.40	5.96	-	4,539.38	746.93	-	99.85	5.88	-	852.36	-	3,687.02	3,238.09
Moulds and dies	863.76	-	122.37	-	-	986.13	544.21	-	120.91	-	-	665.12	-	321.01	319.55
Motor vehicles	626.04	(4.57)	185.31	31.25	177.54	660.49	392.52	(3.13)	48.24	27.03	182.76	281.90	-	378.59	233.52
Computer hardware	115.93	68.67	7.63	-	0.17	192.06	94.83	41.54	25.74	-	0.17	161.94	-	30.12	21.10
Right-of-use assets (refer note 41)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Leasehold property	22,248.77	-	207.30	34.67	-	22,490.74	1,996.52	-	789.23	24.27	-	2,810.02	-	19,680.72	20,252.25
Motor vehicles	330.94	-	12.58	-	62.00	281.52	225.61	-	113.50	-	58.00	281.11	-	0.41	105.33
<b>TOTAL</b>	<b>279,786.59</b>	<b>-</b>	<b>15,988.81</b>	<b>5,957.64</b>	<b>2,945.16</b>	<b>298,787.88</b>	<b>103,135.18</b>	<b>-</b>	<b>21,018.69</b>	<b>5,620.57</b>	<b>2,637.11</b>	<b>127,137.33</b>	<b>(330.92)</b>	<b>171,319.62</b>	<b>176,320.49</b>

Particulars	Gross carrying amount				Accumulated Depreciation				Net carrying amount						
	As at 1 April 2020	Adjustments	Additions	Effect of foreign exchange differences	Disposals	As at 31 March 2021	As at 1 April 2020	Adjustments	Charge for the year	Effect of foreign exchange differences	Elimination on disposal of assets	As at 31 March 2021	Impairment charge for the year *	As at 31 March 2020	As at 31 March 2021
Freehold land	13,879.24	-	-	6.00	4.89	13,880.35	-	-	-	-	-	13,880.35	-	13,879.24	
Leasehold land	0.81	-	-	0.51	-	1.32	0.34	-	0.07	0.16	0.08	0.49	-	0.83	0.47
Buildings	74,949.76	-	1,723.83	1,082.76	328.84	77,427.51	10,997.69	-	2,703.75	1,170.01	218.34	14,653.11	(10.68)	62,763.72	63,952.07
Leasehold buildings	2,090.80	-	-	78.22	-	2,139.02	1,733.85	-	84.24	67.34	-	1,885.43	-	253.59	326.95
Plant and equipment	137,172.62	-	8,661.21	3,706.68	1,585.54	147,954.97	58,422.86	-	15,770.28	3,264.03	1,547.77	75,910.40	(320.24)	71,724.33	78,748.76
Furniture and fixtures	5,053.13	-	162.91	221.92	247.16	5,190.80	2,979.07	-	396.94	208.05	237.61	3,346.45	-	1,844.35	2,074.06
Roads	298.75	-	-	-	-	298.75	191.42	-	-	-	-	191.42	-	107.33	107.33
Office equipment	4,103.14	-	624.29	16.00	20.02	4,723.41	2,476.99	-	675.14	12.00	16.87	3,147.26	-	1,576.15	1,626.15
Development plantations	3,772.51	-	205.23	7.28	-	3,985.02	650.97	-	88.96	7.00	-	746.93	-	3,238.09	3,121.54
Moulds and dies	745.07	-	118.69	-	-	863.76	424.71	-	119.50	-	-	544.21	-	319.55	320.36
Motor vehicles	559.19	-	66.96	21.52	21.63	626.04	337.68	-	56.95	18.62	20.73	392.52	-	233.52	221.51
Computer hardware	113.26	-	4.86	-	2.19	115.93	81.76	-	14.11	-	1.04	94.83	-	21.10	31.50
Right of use assets (Refer Note no 41)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Leasehold property	21,136.08	-	1,314.58	(53.89)	148.00	22,248.77	1,096.47	-	892.23	12.82	5.00	1,996.52	-	20,252.25	20,039.61
Motor vehicles	306.94	-	39.00	-	15.00	330.94	98.17	-	142.44	-	15.00	225.61	-	105.33	208.77
<b>TOTAL</b>	<b>264,151.30</b>	<b>-</b>	<b>12,921.56</b>	<b>5,087.00</b>	<b>2,373.27</b>	<b>279,786.59</b>	<b>79,492.98</b>	<b>-</b>	<b>20,944.61</b>	<b>4,760.03</b>	<b>2,062.44</b>	<b>103,135.18</b>	<b>(330.92)</b>	<b>176,320.49</b>	<b>184,659.32</b>



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**Notes:****(a) Building includes :**

- i) Building includes ₹ 4.00 (31 March 2021: ₹ 4.00) in respect of which documents evidencing title are held in the name of the Group's nominee, which includes cost of 160 shares of ₹ 50 each fully paid-up of the New Cosmopolitan Housing Society Limited.
  - ii) Fully paid unquoted shares and bonds in respect of ownership of flats in 1 Co-operative Housing Society (31 March 2021: 1 Co-operative Housing Society); 10 shares (31 March 2021: 10 shares) of ₹ 50 each.
  - iii) Net carrying value ₹ 24.00 (31 March 2021: ₹ 27.00) constructed on a land leased from the government (UAE) which is renewable each year in relation to Strategic Food International Co. LLC., Dubai (SFIC).
  - iv) Net carrying value ₹ 861.00 (31 March 2021: ₹ 953.00) in relation to Al Sallan Food Industries Co. SAOC (ASFI) constructed on a land leased from the Public Establishment for Industrial Estates (Sohar Industrial Estate) for a period of 30 years from 1 January 2020.
- (b) Vehicles includes vehicles with a carrying amount of ₹ 21.62 (31 March 2021: ₹ 21.62) on which the lender has a lien.
- (c) Information regarding property, plant and equipment maintained as security with banks or financial institutions is given under note 20 and 23.
- (d) Immovable properties (land and building) having gross block of ₹ 1,937.26 and net block of ₹ 1,694.15 is yet to be transferred in the name of the Group.
- (e) Development plantations represent costs incurred for planting bearer plants pertaining to tea and coffee. Such bearer plants are expected to bear produce (tea leaves and coffee crop) for more than one accounting period.
- (f) Refer note 41 for disclosure on leased assets and note 43 for capital commitments.

**(ii) Capital work-in-progress**

Particulars	As at 31 March 2022	As at 31 March 2021
Opening carrying amount	12,972.01	5,052.62
Additions	58,818.04	11,424.54
Assets capitalized	(15,782.86)	(3,346.15)
Adjustment	-	(159.00)
<b>Closing carrying amount</b>	<b>56,007.19</b>	<b>12,972.01</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**2 (b) Investment property**

Particulars	Gross carrying amount				Accumulated depreciation				Net carrying amount	
	As at 1 April 2021	Additions	Effect of foreign exchange differences	Disposals	As at 31 March 2022	Charge for the year	Effect of foreign exchange differences	As at 31 March 2022	As at 31 March 2022	As at 31 March 2021
Buildings	1,589.00	-	-	-	1,589.00	26.44	-	185.20	1,403.80	1,430.24
<b>Total</b>	1,589.00	-	-	-	1,589.00	26.44	-	185.20	1,403.80	1,430.24

Particulars	Gross carrying amount				Accumulated depreciation				Net carrying amount	
	As at 1 April 2020	Additions	Effect of foreign exchange differences	Disposals	As at 31 March 2021	Charge for the year	Effect of foreign exchange differences	As at 31 March 2021	As at 31 March 2021	As at 31 March 2020
Buildings	1,592.83	-	-	(3.83)	1,589.00	26.44	-	158.76	1,430.24	1,459.97
<b>Total</b>	1,592.83	-	-	(3.83)	1,589.00	26.44	-	158.76	1,430.24	1,459.97

**2 (c) Other intangible assets and goodwill**

Particulars	Gross carrying amount				Accumulated amortisation				Net carrying amount	
	As at 1 April 2021	Additions	Effect of foreign exchange differences	Disposals	As at 31 March 2022	Charge for the year	Effect of foreign exchange differences	As at 31 March 2022	As at 31 March 2022	As at 31 March 2021
<b>Other Intangible assets</b>										
Brands/ trademarks	4.00	-	-	-	4.00	-	-	-	4.00	4.00
Computer softwares	3,303.46	1,138.67	5.62	4.00	4,443.75	434.51	4.47	2,821.82	1,621.93	916.62
Tenancy rights	28.92				28.92	0.60		4.20	24.72	25.32
<b>Total</b>	3,336.38	1,138.67	5.62	4.00	4,476.67	435.11	4.47	2,826.02	1,651.06	945.94
<b>Goodwill</b>	101,888.83	-	371.00		102,259.83	-	-	353.00	101,906.83	101,535.83

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

Particulars	Gross carrying amount				Accumulated amortisation					Net carrying amount		
	As at 1 April 2020	Additions	Effect of foreign exchange differences	Disposals	As at 31 March 2021	As at 1 April 2020	Charge for the year	Effect of foreign exchange differences	Elimination on disposal of assets	As at 31 March 2021	Impairment charge for the year	As at 31 March 2020
Other Intangible assets												
Brands/trademarks	4.00	-	-	-	4.00	-	-	-	-	-	-	4.00
Computer softwares	2,982.02	315.55	5.89	-	3,303.46	2,082.54	299.49	4.81	-	2,386.84	-	899.48
Tenancy rights	28.92	-	-	-	28.92	3.00	0.60	-	-	3.60	-	25.92
Total	3,014.94	315.55	5.89	-	3,336.38	2,085.54	300.09	4.81	-	2,390.44	-	929.40
Goodwill	102,558.70	-	(299.93)	-	102,258.77	353.00	-	-	-	353.00	369.94	102,205.70

## 2. (d) Intangible asset under development

Particulars	As at 1 April 2021	Additions	Disposals / transfers	As at 31 March 2022
Intangible asset under development	124.77	-	-	124.77

Particulars	As at 1 April 2020	Additions	Disposals	As at 31 March 2021
Intangible asset under development	124.77	-	-	124.77

Intangible asset under development includes implementation of ERP software to be installed by the Group.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

Particulars	As at 31 March, 2022	As at 31 March, 2021
<b>3. Equity accounted investees*</b>		
Investment in equity accounted investees	198,693.63	165,107.76
Investments in preference shares of equity accounted investees	23.55	23.50
Less: Provision for diminution in value of investments	(1.00)	(1.00)
<b>Total</b>	<b>198,716.18</b>	<b>165,130.26</b>
*Refer note 39		
<b>4. Investments - Non-current</b>	<b>As at 31 March, 2022</b>	<b>As at 31 March, 2021</b>
<b>Measured at amortized cost</b>		
Investments in debentures and bonds	87,724.00	112,510.00
Investments in tax free bonds	1,411.00	1,411.00
Investments in government securities / trust securities / others	1,586.97	960.33
<b>Measured at FVTPL</b>		
Investments in mutual funds	-	22,112.00
Investments in insurance companies	1,601.00	1,540.00
Investments in equity instruments	346.46	51.00
Investments in co-operative societies	0.05	0.06
<b>Measured at FVOCI</b>		
Investments in equity instruments (Quoted)	3,605.87	4,949.31
Investments in equity instruments (Unquoted)	648.34	10,518.95
	<b>96,923.69</b>	<b>154,052.65</b>
Aggregate amount of quoted investments	3,605.87	4,949.31
Aggregate market value of quoted investments	3,605.87	4,949.31
Aggregate amount of unquoted investments	93,317.82	149,103.34
Aggregate amount of impairment in value of investments	-	-
The Group's exposure to market risk related to investments is disclosed under note 42.		
<b>5. Loans - Non-current</b>	<b>As at 31 March, 2022</b>	<b>As at 31 March, 2021</b>
<b>Unsecured, considered good</b>		
Loans to related parties (referred note 52)	10,012.00	5,812.00
Loans to employees	142.50	84.31
<b>Total</b>	<b>10,154.50</b>	<b>5,896.31</b>
The Group's exposure to credit risk related to loans is disclosed under note 42.		
<b>6. Other financial assets - Non-current</b>	<b>As at 31 March, 2022</b>	<b>As at 31 March, 2021</b>
Bank deposits with original maturity of more than 12 months	1,282.57	3,032.13
Margin deposits with original maturity of more than 12 months	-	1.64
Security deposits	2,071.54	1,817.63
Other receivables	255.28	293.11
Less: Allowance for impairment of other receivables	(236.44)	(251.17)
<b>Total</b>	<b>3,372.95</b>	<b>4,893.34</b>
The Group's exposure to credit risk and market risk related to other financial assets is disclosed under note 42.		
There are no repatriation restrictions with regard to bank and margin deposits, as at the end of the reporting years.		

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

## 7 Movement in deferred tax balances

## (a) Movement in deferred tax balances from 1 April 2021 to 31 March 2022

Particulars	1 April 2021	Recognised in profit or loss	Recognised in OCI	Recognised directly in equity	31 March 2022
<b>Deferred tax assets / (liability)</b>					
Timing difference between book depreciation and depreciation as per the Income Tax Act, 1961	(5,049.06)	187.24	-	(1.87)	(4,863.69)
Proposed dividend	(7,979.01)	707.82	-	-	(7,271.19)
Indexation benefit on land	861.33	(639.96)	-	-	221.37
Investments at FVTPL	(974.00)	197.00	-	-	(777.00)
Allowance for expected credit loss on trade and other receivables	189.04	(39.70)	-	-	149.34
Provision for employee benefits	476.95	249.75	-	-	726.70
Statutory dues	4,822.00	4,306.00	-	-	9,128.00
Unabsorbed business loss and depreciation	54.50	-	-	-	54.50
Other items	407.80	99.49	-	-	507.29
MAT credit	133.00	(41.00)	-	-	92.00
<b>Deferred tax assets / (liabilities) (net)</b>	<b>(7,057.45)</b>	<b>5,026.64</b>	<b>-</b>	<b>(1.87)</b>	<b>(2,032.68)</b>

## (b) Movement in deferred tax balances from 1 April 2020 to 31 March 2021

Particulars	1 April 2020	Recognised in profit or loss	Recognised in OCI	Recognised directly in equity	31 March 2021
<b>Deferred tax assets / (liability)</b>					
Timing difference between book depreciation and depreciation as per the Income Tax Act, 1961	(5,206.91)	159.80	-	(1.95)	(5,049.06)
Proposed dividend	(4,539.05)	(3,439.96)	-	-	(7,979.01)
Indexation benefit on land	923.82	(62.49)	-	-	861.33
Investments at FVTPL	(1,285.00)	311.00	-	-	(974.00)
Allowance for expected credit loss on trade and other receivables	230.27	(41.23)	-	-	189.04
Employee benefits, net	478.52	(1.57)	-	-	476.95
Statutory dues	4,706.00	116.00	-	-	4,822.00

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

Particulars	1 April 2020	Recognised in profit or loss	Recognised in OCI	Recognised directly in equity	31 March 2021
Unabsorbed business loss and depreciation (refer note below)	54.50	-	-	-	54.50
Other items	1,543.78	(1,135.67)	-	(0.31)	407.80
MAT credit	150.00	(17.00)	-	-	133.00
<b>Deferred tax assets / (liabilities) (net)</b>	<b>(2,944.06)</b>	<b>(4,111.12)</b>	<b>-</b>	<b>(2.26)</b>	<b>(7,057.45)</b>

Deferred tax assets have been recognised to the extent of deferred tax liability as there is no reasonable certainty of future taxable income against which such deferred tax assets can be realised.

The Group has not recognized deferred tax liability on undistributed profits of certain subsidiaries amounting to ₹ 471,979.51 (31 March 2021: ₹4,10,599.58) because it is able to control the timing of the reversal of temporary differences associated with such undistributed profits and it is probable that such differences will not reverse in the foreseeable future. Further, these reserves will be deployed based on factors like strategic, long-term plans of the subsidiaries and its diversification opportunities.

(c) Tax losses carried forward

The Group has the following unused tax losses which arose on incurrance of business loss under the Income-tax Act, 1961, for which deferred tax asset has been recognised in the balance sheet only to the extent of the deferred tax liability.

Nature of loss		Expiry Date	As at 31 March 2022	Expiry Date	As at 31 March 2021
1) Business loss					
		FY 2021-22	12.96	FY 2021-22	12.96
		FY 2022-23	22.85	FY 2022-23	22.85
		FY 2023-24	348.02	FY 2023-24	348.02
		FY 2024-25	702.69	FY 2024-25	702.69
		FY 2025-26	1,401.94	FY 2025-26	1,401.94
		FY 2026-27	3,148.56	FY 2026-27	3,148.56
		FY 2027-28	2,897.07	FY 2027-28	2,897.07
		FY 2028-29	1,666.94	FY 2028-29	1,666.94
2) Long term capital loss		FY 2022-23	13.53	FY 2022-23	13.53
		FY 2026-27	65.42	FY 2026-27	65.42
3) Short Term Capital Loss		FY 2026-27	0.65	FY 2026-27	0.65
4) Unabsorbed depreciation		No Expiry	3,174.57	No Expiry	3,174.57
			13,455.20		13,455.20

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

	<b>As at 31 March, 2022</b>	<b>As at 31 March, 2021</b>
<b>8 Income tax assets (net)</b>		
Advance income tax (net of provision for tax)	<b>4,777.47</b>	<b>8,006.19</b>
<b>Total</b>	<b>4,777.47</b>	<b>8,006.19</b>
<b>9 Other non-current assets</b>		
Capital advances	<b>8,110.51</b>	<b>8,454.97</b>
<b>Advances other than capital advances</b>		
Dividend receivable	<b>0.43</b>	<b>0.16</b>
Prepaid expenses	<b>7.15</b>	<b>125.39</b>
Balances with government authorities	<b>1,447.30</b>	<b>1,758.73</b>
Less: Allowance for impairment of balances with government authorities	<b>(28.70)</b>	<b>(28.70)</b>
Advances to others	<b>1,481.00</b>	<b>1,576.00</b>
Less: Allowance for impairment of advances to others	<b>(893.00)</b>	<b>(893.00)</b>
<b>Total</b>	<b>10,124.68</b>	<b>10,993.55</b>
<b>10 Inventories</b>		
Raw materials	<b>95,861.21</b>	<b>67,345.62</b>
Work-in-progress	<b>667.23</b>	<b>586.85</b>
Finished goods	<b>31,889.08</b>	<b>28,223.69</b>
Stock-in-trade	<b>7,871.38</b>	<b>5,214.73</b>
Stores and spares	<b>6,251.31</b>	<b>14,256.54</b>
Real estate inventory	<b>931.43</b>	<b>2,631.85</b>
	<b>143,471.64</b>	<b>118,259.28</b>

The write down of inventories to net realisable value amounted to ₹ 500.00 (31 March 2021 : ₹ 30.39). The write down is included in cost of materials consumed or changes in inventories of finished goods, work-in-progress and stock-in-trade.

Inventories include goods in transit of ₹ 2156.51 (31 March 2021: ₹ 608.99)

Refer note 20 and note 23 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Group.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

### 11 Biological assets

#### A Reconciliation of carrying amount

Particulars	31 March 2022		31 March 2021	
	Tea leaves	Coffee fruits	Tea leaves	Coffee fruits
<b>Opening carrying value of biological assets</b>	<b>181.03</b>	-	<i>86.88</i>	-
<b>Add :</b>				
(i) Increase due to harvesting done	<b>2,987.60</b>	<b>843.59</b>	<i>4,339.85</i>	<i>778.89</i>
<b>Less :</b>				
(i) Production during the year changes due to biological transformation	<b>(3,090.72)</b>	<b>(843.59)</b>	<i>(4,245.36)</i>	<i>(778.89)</i>
(ii) Due to increase in production of leaves/ fruits on the bushes due to favourable weather conditions	-	-	-	-
(iii) Due to increase in number of plantations	-	-	-	-
(iv) Increase due to seasonal produce	-	-	-	-
(v) Changes due to biological transformation for harvest	-	-	-	-
(vi) Changes due to currency fluctuations	<b>0.39</b>	-	<i>(0.34)</i>	-
<b>Closing carrying value of biological assets</b>	<b>78.30</b>	-	<i>181.03</i>	-

**The reconciliation of fair value changes is analysed below:**

<b>Opening carrying value of biological assets</b>	<b>181.03</b>	-	<i>86.88</i>	-
Variance due to price/rate movements	<b>(14.72)</b>	-	<i>43.43</i>	-
Variance due to currency fluctuations	<b>0.39</b>	-	<i>(0.34)</i>	-
Variance due to volume fluctuations:	-	-	-	-
Due to increase/(decrease) in production of leaves/fruits on the bushes due to favourable / unfavourable weather conditions.	<b>(88.40)</b>	-	<i>51.06</i>	-
<b>Closing carrying value of biological assets</b>	<b>78.30</b>	-	<i>181.03</i>	-
<b>Current portion</b>	<b>78.30</b>	-	<i>181.03</i>	-
<b>Non-current portion</b>	-	-	-	-

#### B Measurement of fair value

##### i) Fair Value hierarchy

The fair value measurements for tea leaves and coffee fruits has been categorised as Level 3 fair values based on the inputs to valuation technique used.



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**ii) Level 3 fair values**

The following table shows a break down of the total gains / (losses) recognised in respect of Level 3 fair values

Particulars	31 March 2022	31 March 2021
Gain/(loss) included in the consolidated statement of profit and loss	(103.12)	94.49
Change in fair value (realised)	-	-
Change in fair value (unrealised)	(103.12)	94.49

**iii) Valuation techniques and significant unobservable inputs**

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Tea leaves	Based on actual production of 11 days immediately succeeding the reporting date	Estimated trading price of tea leaves as at the reporting date is ₹19.92 per kg (31 March 2021: ₹ 24.54 per kg)	The estimated fair valuation would increase/(decrease) if <ul style="list-style-type: none"> <li>- The production quantity for 11 days immediately after the reporting date changes</li> <li>- the trading prices of the tea leaves undergo a change</li> </ul>
Coffee fruits	Based on estimated amount of coffee fruits to be plucked during the months of January to March each year	Average of high and low prices determined by The Coffee Board of India as on the reporting dates	The estimated fair valuation would increase/(decrease) if <ul style="list-style-type: none"> <li>- The budgeted production and estimated quantity to be plucked changes</li> <li>- the prices determined by the Coffee Board of India changes</li> </ul>

**C Risk Management strategies related to agricultural activities**

The Group is exposed to the following risks relating to its plantation activity

**i) Regulatory and environmental risks**

The Group is subject to laws and regulations in the country in which it operates. It has established various environmental policies and procedures aimed at compliance with the local environmental and other laws.

**ii) Supply and demand risks**

The Group is exposed to risks arising from fluctuations in the price and sales volume of produce (tea and coffee). When possible, the Group manages this risk by aligning its produce to market supply and demand. Management regularly analyses industry trend, for projected produce and prices.

**iii) Climate and other risks**

The Group's plantations are exposed to the risk of damage from climatic changes, pests, forest fires and other natural forces. The Group has extensive processes in place aimed at monitoring and mitigating those risks, including regular estate health inspections and industrial pest surveys.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
<b>12 Investments (Current)</b>		
<b><i>Measured at amortized cost</i></b>		
Investment in debentures or bonds (Quoted)	<b>21,814.72</b>	3,001.36
Investment in debentures or bonds (Unquoted)	-	8,680.01
Investments in government securities	<b>66.00</b>	219.00
<b><i>Measured at FVTPL</i></b>		
Investment in mutual funds (Quoted)	<b>62,257.00</b>	-
Investment in mutual funds (Unquoted)	-	130,415.91
<b><i>Measured at FVOCI</i></b>		
Investment in equity instruments (Quoted)	<b>1,124.60</b>	1,387.86
Investment in equity instruments (Unquoted)	<b>859.21</b>	877.51
<b>Total</b>	<b>86,121.53</b>	<b>144,581.65</b>
Aggregate amount of quoted investments	<b>85,196.32</b>	4,389.22
Aggregate market value of quoted investments	<b>85,196.32</b>	4,389.22
Aggregate amount of unquoted investments	<b>925.21</b>	140,192.43
Aggregate amount of impairment in value of investments	-	-

The Group's Exposure to Market risk related to investments is disclosed under Note 43.

<b>13 Trade receivables</b>		
<b>Unsecured</b>		
Considered good	<b>39,221.27</b>	31,271.53
Credit Impaired	<b>1,315.70</b>	1,370.53
	<b>40,536.97</b>	32,642.06
Less: Allowance for expected credit loss	<b>(1,315.70)</b>	(1,370.53)
<b>Total</b>	<b>39,221.27</b>	<b>31,271.53</b>

Trade receivables are non-interest bearing and are generally on credit terms in line with applicable industry norms.

Refer note 23 for information on receivables provided as collateral or security for borrowings or financing facilities availed by the Group.

The Group's exposure to credit and currency risk, and impairment losses related to trade receivables is disclosed under note 42.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

The tables below provides details regarding trade receivables

**As at 31 March 2022**

Particulars	Outstanding for the following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables - considered good	-	30,771.30	5,638.61	2,182.64	440.00	188.72	39,221.27
Undisputed trade receivables - credit impaired	-	-	54.34	114.18	82.47	738.78	989.77
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	36.11	123.49	166.33	325.93
<b>Total</b>	-	<b>30,771.30</b>	<b>5,692.95</b>	<b>2,332.93</b>	<b>645.96</b>	<b>1,093.83</b>	<b>40,536.97</b>
Less: Allowance for expected credit loss	-	-	(54.34)	(150.29)	(205.96)	(905.11)	(1,315.70)
<b>Trade receivables (net)</b>	-	<b>30,771.30</b>	<b>5,638.61</b>	<b>2,182.64</b>	<b>440.00</b>	<b>188.72</b>	<b>39,221.27</b>

**As at 31 March 2021**

Particulars	Outstanding for the following periods from due date of payment						
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade receivables - considered good	-	28,540.47	1,006.29	1,221.32	363.50	139.94	31,271.53
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	220.96	132.71	779.02	1,132.69
Disputed trade receivables - credit impaired	-	-	-	160.16	33.00	44.68	237.84
<b>Total</b>	-	<b>28,540.47</b>	<b>1,006.29</b>	<b>1,602.45</b>	<b>529.21</b>	<b>963.64</b>	<b>32,642.06</b>
Less: Allowance for expected credit loss	-	-	-	(381.12)	(165.71)	(823.70)	(1,370.53)
<b>Trade receivables (net)</b>	-	<b>28,540.47</b>	<b>1,006.29</b>	<b>1,221.32</b>	<b>363.50</b>	<b>139.94</b>	<b>31,271.53</b>

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

	As at 31 March 2022	As at 31 March 2021
<b>14(a) Cash and cash equivalents</b>		
Cash on hand	27.37	32.01
Cheques on hand	64.00	64.00
<b>Balance with banks</b>		
In current accounts	51,211.52	58,221.36
In exchange earners' foreign currency accounts	433.03	159.31
In deposit accounts	7,664.67	1,515.89
In foreign bank accounts held by foreign branches	445.14	470.37
	<b>59,845.73</b>	<b>60,462.94</b>

The Group's exposure to credit and market risk related to cash and cash equivalents is disclosed under note 42.

<b>14(b) Bank balances other than cash and cash equivalents</b>		
Unpaid dividend accounts	3,820.33	3,018.03
Unclaimed debenture interest account	166.00	86.00
In deposit accounts	2,782.00	3,842.00
Balances held as margin money against guarantees and other commitments	390,091.56	85,367.15
	<b>396,859.89</b>	<b>92,313.18</b>

The Group's exposure to credit risk related to other bank balances is disclosed under note 42.

There are no repatriation restrictions with regard to cash and cash equivalents and bank balances other than cash and cash equivalents, as at the end of the reporting years.

<b>15 Loans - Current</b>		
<b>Unsecured, considered good</b>		
Loan to related parties (refer note 52)	43.26	3.58
Loan to employees	8.66	8.61
Inter-corporate deposits receivable from related parties (refer note 52)	78,670.91	94,863.91
Loans to others	0.30	-
	<b>78,723.13</b>	<b>94,876.10</b>

The Group's exposure to credit risk related to loans is disclosed under note 42.

<b>16 Other financial assets - Current</b>		
<b>Unsecured, considered good</b>		
Interest accrued but not due	8,599.76	10,102.20
Receivables from other than related parties	328.42	1,704.11
Receivables from related parties (refer note 52)	4,928.23	591.33
Dividend receivable	0.15	-
Security deposits	963.60	563.22
Incentives recoverable#	34,236.00	29,872.00
Bank deposits with maturity less than 12 months	1.00	1.00
	<b>49,057.16</b>	<b>42,833.86</b>

# Incentives recoverable in accordance with the state industrial policy of certain states.

The Group's exposure to credit risk related to other financial assets is disclosed under note 42.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
<b>17 Other current assets</b>		
Advances to suppliers	3,277.30	2,043.43
Advances to employees	539.21	536.56
Prepaid expenses	50.33	-
Balances with government authorities	3,202.91	2,505.50
Defined benefit assets (net) - gratuity	5,303.24	4,676.01
Other advances	338.00	454.00
Less: Allowance for impairment of other advances	2,831.00	4,767.00
	<u>(290.00)</u>	<u>(290.00)</u>
	<u><b>15,251.99</b></u>	<u><b>14,692.50</b></u>

Refer note 23 for information on assets provided as collateral or security for borrowings or financing facilities availed by the Group.

<b>18 Equity share capital</b>		
<b>a Authorised share capital</b>		
75,000,000 (31 March 2021 : 75,000,000) equity shares of ₹ 2 each	<u>1,500.00</u>	<u>1,500.00</u>
<b>TOTAL</b>	<u><b>1,500.00</b></u>	<u><b>1,500.00</b></u>
<b>b Issued, subscribed and paid-up share capital</b>		
69,771,900 (31 March 2021 : 69,771,900) equity shares of ₹ 2 each	1,395.44	1,395.44
Forfeited shares amount paid-up	<u>0.83</u>	<u>0.83</u>
	<u><b>1,396.27</b></u>	<u><b>1,396.27</b></u>
<b>c Reconciliation of the equity shares outstanding at the beginning and at the end of reporting year.</b>		
Outstanding at the beginning of the year	69,771,900	69,771,900
Shares issued during the year	-	-
Outstanding at the end of the year	<b>69,771,900</b>	<b>69,771,900</b>

**d Rights, preferences and restrictions attached to each class of equity shares\**

The Company has only one class of equity shares with voting rights having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees (₹) . The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders at the ensuing General Meeting.

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

**e Aggregate number of bonus shares issued or buy back of shares during the period of five years immediately preceding the reporting date**

The Company has neither issued bonus shares nor there has been any buy back of shares during five years immediately preceding 31 March 2022

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

**f Shares issued for consideration other than cash**

The Company has not issued any shares for consideration other than cash.

**g The details of Promoters' shareholding in the Company is set out below:**

Sr. No.	As at 31 March, 2022	No. of shares	% of total shares	% change during the year
1	Nowrosjee Wadia & Sons Limited	27,191,094	38.97%	-
2	The Bombay Dyeing and Manufacturing Company Limited	4,119,742	5.90%	-
3	Naperol Investments Limited	4,278,533	6.13%	-
4	National Peroxide Limited	2,306,584	3.31%	-
5	N N Wadia (Admin of Estate of Lt. E.F. Dinshaw)	239,990	0.34%	-
6	Macrofil Investments Limited	225,682	0.32%	-
7	Sahara Investments Private Limited	166,317	0.24%	-
8	Heera Holdings And Leasing Private Limited	149,213	0.21%	-
9	Nidhivan Investments And Trading Company Private Limited	146,609	0.21%	-
10	Go Investments And Trading Private Limited	112,625	0.16%	-
11	Varnilam Investments & Trading Company Limited	34,500	0.05%	-
12	Nessville Trading Pvt Ltd	17,500	0.03%	-
13	Mr. Nusli Neville Wadia	6,980,356	10.00%	-
14	Ness Nusli Wadia	21,600	0.03%	-
15	Maureen Nusli Wadia	8,500	0.01%	-
16	Jehangir Nusli Wadia	3,500	0.01%	-

Sr. No.	Promoter As at 31 March, 2021	No. of shares	% of total shares	% change during the year
1	Nowrosjee Wadia & Sons Limited*	27,191,094	38.97%	0.00%
2	The Bombay Dyeing and Manufacturing Company Limited	4,119,742	5.90%	-11.54%
3	Naperol Investments Limited	4,278,533	6.13%	0.00%
4	National Peroxide Limited	2,306,584	3.31%	0.00%
5	N N Wadia (Admin of Estate of Lt. E.F. Dinshaw)	239,990	0.34%	0.00%
6	Macrofil Investments Limited	225,682	0.32%	36.00%
7	Sahara Investments Private Limited	166,317	0.24%	272.77%
8	Heera Holdings And Leasing Private Limited	149,213	0.21%	345.90%
9	Nidhivan Investments And Trading Company Private Limited	146,609	0.21%	557.17%
10	Go Investments And Trading Private Limited	112,625	0.16%	0.00%
11	Varnilam Investments & Trading Company Limited	34,500	0.05%	0.00%
12	Nessville Trading Pvt Ltd	17,500	0.03%	0.00%
13	Mr. Nusli Neville Wadia	6,980,356	10.00%	0.00%
14	Ness Nusli Wadia	21,600	0.03%	0.00%
15	Maureen Nusli Wadia	8,500	0.01%	0.00%
16	Jehangir Nusli Wadia	3,500	0.01%	0.00%

\*Sunflower Investments and Textiles Private Limited was amalgamated with Nowrosjee Wadia and Sons Limited pursuant to the scheme of arrangement during the financial year ended 31 March 2018. Share transfer in the name of the amalgamated company in case of Sunflower Investments & Textiles Private Limited was completed during the year ended 31 March 2021.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

The shareholders holding more than 5% shares in the Company as at 31 March 2022 and 31 March 2021 are covered in (g) above.

- h As per records of the Company, 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.

	As at 31 March 2022	As at 31 March 2021
<b>19 Other equity</b>		
Capital reserve	127,585.39	127,585.39
Securities premium	9,542.43	9,542.43
General reserve	22,195.59	66,255.35
Retained earnings	349,657.06	300,148.33
Foreign currency translation reserve	20,257.54	20,621.60
Equity instruments through OCI	8,848.73	10,492.91
Capital redemption reserve	201.64	201.64
Employee stock option reserve	2.24	1,423.81
Statutory reserve fund	150.15	150.15
Debenture redemption reserve	9,123.75	9,123.75
Others consolidation adjustments	696.21	695.50
<b>Total</b>	<b>548,260.71</b>	<b>546,240.84</b>
<b>20 Borrowings - Non-current</b>		
<b>Secured</b>		
Non-convertible debentures (refer note a to c below)	9,816.15	94,073.06
Term loans from banks (refer note d to j below)	276,132.00	18,608.84
Vehicle loans from banks (refer note k below)	-	6.73
<b>Unsecured</b>		
Non-convertible debentures (refer note l below)	69,852.00	-
	<b>355,800.15</b>	<b>112,688.63</b>

(a) Non-convertible debentures ('NCD') aggregating ₹ 10,000.00 (current outstanding – ₹ 10,000.00) were issued on 30 April 2020 by way of private placement and listed on wholesale debt market segment of BSE. NCD worth ₹ 5,000.00 are repayable on 30 April 2022 and remaining NCD worth ₹ 5,000.00 are repayable on 30 April 2023. NCD are secured by first pari passu charge created by way of an equitable mortgage by deposit of title deeds of Elkhill estates in favour of IDBI Trusteeship Services Limited ('Debenture trustee'). The coupon rate of NCD is 8.80% p.a. payable quarterly. Part of NCD amounting ₹ 5,000.00 which is repayable within next one year is classified under 'Borrowings - Current' (refer note 23).

(b) Principal protected market linked Non-convertible debentures ('PP-NCD') aggregating ₹ 12,500.00 (current outstanding – ₹ 12,500.00) were issued on 30 March 2021 by way of private placement and listed on wholesale debt market segment of BSE. PP-NCD are repayable on 29 March 2023. PP-NCD are

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

secured by way of first pari passu charge by way of an equitable mortgage by deposit of title deeds of Mudis estates in favour of the Debenture trustee. The coupon rate of PP-NCD is 7.50% p.a. payable at maturity. The whole outstanding is repayable within next one year and it classified under 'Borrowings - Current' (refer note 23).

- (c) Principal protected market linked Non-convertible debentures ('PPML-NCD') aggregating ₹ 5,000.00 (current outstanding - ₹ 5,000.00) were issued on 25 October 2021 by way of private placement and listed on wholesale debt market segment of BSE. PPML-NCD are repayable on 25 January 2024. PPML-NCD are secured by way of first pari passu charge by way of an equitable mortgage by deposit of title deeds of Mudis estates in favour of the Debenture trustee. The coupon rate of PPML-NCD is 7.25% p.a. payable at maturity. No instalment is due within next one year.
- (d) Rupee term loans from The Shamrao Vithal Co-operative Bank Limited ('SVC Bank') ₹ 10,000.00 (current outstanding - ₹ 9,875.00), each repayable in 25 quarterly ballooning instalments starting from March 2022 and May 2022. The loan of ₹ 5,000.00 is secured by way of first pari passu charge by way of an equitable mortgage by deposit of title deeds of Elkhill estates in favour of SVC Bank and another loan of ₹ 5,000.00 is secured by way of first pari passu charge by way of an equitable mortgage by deposit of title deeds of Mudis estates in favour of SVC Bank. The rate of interest on the loans is ranging from 8.00% to 10.00% per annum ('p.a.'). Part of loans amounting ₹ 1,218.75 which is repayable within next one year is classified under 'Borrowings - Current' (refer note 23).
- (e) Rupee term loan from IDFC First Bank Limited ('IDFC Bank') of ₹ 5,000.00 (current outstanding - ₹ 5,000.00) which is repayable in 6 half-yearly ballooning instalments starting from September 2022. The loan is secured by way of first pari passu charge by way of an equitable mortgage by deposit of title deeds of Mudis estates in favour of IDFC Bank. The rate of interest on the loan is ranging from 8.00% to 10.00% p.a. Part of loan amounting ₹ 1,250.00 which is repayable within next one year is classified under 'Borrowings - Current' (refer note 23).
- (f) Rupee term loan from CSB Bank Limited ('CSB Bank') of ₹ 5,000.00 (current outstanding - ₹ 5,000.00) which is repayable in 8 quarterly instalments starting from June 2022. The loan is secured by way of first pari passu charge by way of an equitable mortgage by deposit of title deeds of Mudis estates in favour of CSB Bank. The rate of interest on the loan is ranging from 8.00% to 10.00% p.a. Part of loan amounting ₹ 2,500.00 which is repayable within next one year is classified under 'Borrowings - Current' (refer note 23).
- (g) Rupee term loan under the Emergency Credit Line Guarantee Scheme ('ECLGS') from Federal Bank Limited ('Federal Bank') of ₹ 1,358.00 (current outstanding - ₹ 1,358.00) which is repayable in 48 monthly instalments starting from April 2022. The loan was to be secured by way of first pari passu charge created by way of an equitable mortgage by deposit of title deeds of Mudis estates along with factory buildings in favour of Federal Bank. The loan has been repaid subsequently on 13 April 2022 before the process of creation of charge in favour of Federal Bank could complete. The rate of interest on the loan is ranging from 8.00% to 10.00% p.a. Part of loan amounting ₹ 296.23 which is repayable within next one year is classified under 'Borrowings - Current' (refer note 23).
- (h) Term loan taken from HSBC Bank by one of the subsidiaries, ₹ 563.00 which is repayable in 24 equal quarterly instalments starting April 2019. The rate of interest is one year MCLR/Six months T-Bill plus markup as applicable. The outstanding term loan is secured by an exclusive charge on existing and future moveable assets, current assets and negative lien on immovable property, plant and equipment of the subsidiary. Part of loan amounting ₹ 400 which is repayable within next one year and classified under 'Borrowings - Current' (refer note 23).



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

- (i) Term loan with current outstanding of ₹ 2,057.00 taken from Standard Chartered Bank by few subsidiaries, repayable in 24 equal quarterly instalments starting from December 2017. The loan is secured by an exclusive charge on property, plant and equipment of the subsidiaries. The rate of interest is 6% p.a. Part of loan amounting ₹ 1,373 which is repayable within next one year is classified under 'Borrowings - Current' (refer note 23).
- (j) The subsidiary of the Group entered into facilities agreements with Deutsche Bank AG, Singapore branch for USD 200,000,000, with maturity date 5 April 2024 at 3 months LIBOR+2% p.a.. USD 100,000,000 maturity date 8 June 2025 at O/N SOFR + 2.5% p.a. and USD 150,000,000 for various purposes. The loans are secured by corporate guarantees from its subsidiaries and letter of support from the ultimate Holding Company.
- (k) Vehicle loans are secured by lien on vehicle purchased by the Group. The rate of interest on vehicle loans is ranging from 8.00% to 10.00% p.a. and each vehicle loan is repayable in 60 equal instalments. The whole outstanding in respect of vehicle loans as at 31 March 2022 amounting ₹ 0.45 is repayable within next one year and is classified under 'Borrowings - Current' (refer note 23).
- l) Unsecured debentures carry an interest rate of 5.5% p.a and redeemable in full at the end of 3 years from 3 June 2021.

The Group has used the borrowings for the specific purpose for which it was availed during the year ended 31 March 2022 and 31 March 2021.

There is no default in repayment of borrowings and interest as at and during the year ended 31 March 2022 and 31 March 2021.

The Group's exposure to liquidity risk related to borrowings is disclosed under note 42.

	<b>As at 31 March 2022</b>	<i>As at 31 March 2021</i>
<b>21 Other financial liabilities - Non-current</b>		
Security deposits repayable	<b>122.60</b>	143.60
Deposits from customers	<b>4,113.00</b>	3,807.00
Expenses payable	-	9.39
Employee related liabilities	<b>1,029.00</b>	537.00
	<b>5,264.60</b>	4,496.99
<b>22 Provision - Non-current</b>		
Compensated absences (refer note 40)	<b>202.71</b>	47.31
Gratuity (refer note 40)	<b>412.90</b>	227.73
<b>Total</b>	<b>615.61</b>	275.04

The Group's exposure to liquidity risk related to other financial liabilities are disclosed under note 42.

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

	As at 31 March 2022	As at 31 March 2021
<b>23 Borrowings - Current</b>		
<b>Secured</b>		
Cash credit, working capital, short term loans and packing credit from banks (Refer note a to f below)	<b>1,650.35</b>	6,217.95
Current maturities of long term borrowings (refer note 20)	<b>119,107.54</b>	1,932.25
Non-convertible debentures (put/call option) (Refer note j below)	<b>7,474.64</b>	7,459.54
<b>Unsecured</b>		
Cash credit and working capital loans (refer note a to f below)	<b>81,063.00</b>	15,850.99
Liability under reverse factoring arrangement (refer note g below)	<b>20,057.00</b>	20,521.47
Bank overdraft (refer note h below)	<b>867.00</b>	129.00
Commercial papers (Refer note i below)	-	99,941.00
<b>Total</b>	<b>230,219.53</b>	152,052.21

- (a) Cash credit / WCDL from Axis Bank Limited ('Axis Bank') of ₹ 86.63 (31 March 2021: ₹ 1,371.72) is secured by hypothecation of present and future stocks, trade receivables (book debts) and other current assets on pari-passu basis and a collateral on Elkhill estates. The rate of interest is ranging from 9.00% to 11.00% p.a.
- (b) Cash credit / WCDL from HDFC Bank Limited ('HDFC Bank') of ₹ 74.84 (31 March 2021: ₹ 784.02) is secured by hypothecation of present and future stocks and book debts on pari-passu basis. The rate of interest is ranging from 9.00% to 11.00% p.a.
- (c) Packing credit / cash credit / WCDL / short term loan from The Hongkong and Shanghai Banking Corporation Limited ('HSBC Bank') of ₹ 1,000.00 (31 March 2021: ₹ 2,600.00) is secured by hypothecation of present and future stocks and book debts on pari-passu basis and a collateral on Mudis estates. The rate of interest on the loan is ranging from 9.00% to 11.00% p.a.
- (d) Packing credit/ WCDL/ short term loan from Federal Bank Limited of INR Nil (previous year INR 1,462.21) is secured by hypothecation of present and future stocks, book debts and other current assets on pari-passu basis. The rate of interest on the packing credit is 6 Months LIBOR + 1 - 3 % and other loan is 9% -11%.
- (e) Cash credit / overdraft from IDFC Bank of ₹ 488.88 (31 March 2021: ₹ Nil) is secured by way of first pari passu charge created by way of an equitable mortgage by deposit of title deeds of Mudis estates. The rate of interest is 12 Months MCLR (Marginal Cost of Lending Rate) + 0.50% to 2.00%.
- (f) Packing credit / WCDL / short term loan from Federal Bank of ₹ Nil (31 March 2021: ₹ 1,462.21) is secured by hypothecation of present and future stocks, book debts and other current assets on pari-passu basis. The rate of interest on the packing credit is 6 Months LIBOR (London Inter-bank Offered Rate) + 1.00% to 3.00% and on other loans and financing faculties is 9.00% to 11.00% p.a.
- (g) Represents dues towards a financial institution relating to bill discounting transactions. The discounting rate for these transactions is the prevailing 3 month T-Bill rate + markup as applicable.
- (h) Bank overdraft carrying interest at T-Bill + mark up (31 March 2021: T-Bill +Mark up) and repayable on demand.
- (i) Commercial papers carried interest of 3.90% - 4.19% p.a. during the year 31 March 2021.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

- (j) Non-convertible debentures ('NCD-II') aggregating to ₹ 7,500.00 (31 March 2021: ₹ 7,500.00) were issued on 28 September 2020 and listed on wholesale debt market segment of BSE. NCD-II are repayable on 28 September 2023. The NCD-II have a put and call option exercisable at the end of 2 years from the date of issue i.e., 28 September 2022. NCD-II are secured by way of first pari passu charge created by way of an equitable mortgage by deposit of title deeds of Elkhill estates in favour of the Debenture trustee. The coupon rate of NCD is 8.80% p.a. payable quarterly.

The Group has used the borrowings for the specific purpose for which it was availed during the year ended 31 March 2022 and 31 March 2021.

There is no default in repayment of borrowings and interest as at and during the year ended 31 March 2022 and 31 March 2021.

The Group's exposure to liquidity risk related to borrowings is disclosed under note 42.

	<b>As at 31 March 2022</b>	<i>As at 31 March 2021</i>
<b>24 Trade payables</b>		
Total outstanding dues of micro and small enterprises [ Refer note below]	<b>6,646.36</b>	<i>3,076.06</i>
Total outstanding dues of creditors other than micro enterprises and small enterprises	<b>125,545.92</b>	<i>131,727.86</i>
<b>Total</b>	<b>132,192.28</b>	<i>134,803.92</i>

**Note:**

There are no material dues owed by the Group to Micro and Small enterprises, which are outstanding for more than 45 days during the year and as at 31 March 2022. This information as required under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Group and has been relied upon by the auditors.

	<b>As at 31 March 2022</b>	<i>As at 31 March 2021</i>
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the year:		
- Principal	<b>6,276.00</b>	<i>2,640.00</i>
- Interest	<b>0.66</b>	<i>0.61</i>
The amount of interest paid by the Group 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.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
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 purposes of disallowance as a deductible expenditure under the MSMED Act, 2006	<b>0.66</b>	<i>0.61</i>

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

The ageing of trade payables is as 31 March 2022

Particulars	Outstanding for the following periods from due date of payment					Total
	Not due	Up to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables - micro enterprises and small enterprises	6,276.00	370.27	0.04	0.05	-	6,646.36
Undisputed trade payables - other than micro enterprises and small enterprises	77,590.31	46,260.07	472.59	368.21	852.72	125,543.90
Disputed trade payables - micro enterprises and small enterprises	-	-	-	-	-	-
Disputed trade payables - other than micro enterprises and small enterprises	-	-	-	-	2.02	2.02
Total	83,866.31	46,630.34	472.63	368.26	854.74	132,192.28

The ageing of trade payables is as 31 March 2022

Particulars	Outstanding for the following periods from due date of payment					Total
	Not due	Up to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade payables - micro enterprises and small enterprises	105.00	2,971.06	-	-	-	3,076.06
Undisputed trade payables - other than micro enterprises and small enterprises	89,385.60	37,062.82	1,459.67	2,409.07	1,408.69	131,725.84
Disputed trade payables - micro enterprises and small enterprises	-	-	-	-	-	-
Disputed trade payables - other than micro enterprises and small enterprises	-	-	-	-	2.02	2.02
Total	89,490.60	40,033.88	1,459.67	2,409.07	1,410.71	134,803.92

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
<b>25 Other financial liabilities - Current</b>		
Creditors for capital goods	<b>6,451.74</b>	4,216.97
Interest accrued	<b>8,082.82</b>	3,755.56
Unpaid dividends #	<b>3,820.33</b>	3,018.03
Unpaid debenture redemption balance	<b>166.00</b>	-
Unpaid debenture interest	-	86.00
Security deposits received		
Related parties	-	300.00
Other than related parties	<b>84.41</b>	83.41
Expenses payable to		
Related parties	<b>15.45</b>	42.48
Other than Related parties	<b>18,133.08</b>	17,796.42
Employee related payables	<b>8,380.37</b>	7,628.53
<b>Total</b>	<b>45,134.21</b>	36,927.40

#There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

The Group's exposure to liquidity risk related to other financial liabilities is disclosed under note 42.

<b>26 Other current liabilities</b>		
Advances received from customer	<b>4,293.70</b>	5,677.70
Deferred revenue #	<b>478.00</b>	351.00
Interest and other borrowing costs accrued	<b>1,229.36</b>	-
Statutory dues payable	<b>8,607.35</b>	8,779.32
<b>Total</b>	<b>14,608.41</b>	14,808.02

# Relates to loyalty credit points granted to the customers as part of sales transactions and has been estimated with reference to the relative standalone selling price of the products for which they could be redeemed. Closing balance represents the estimated liability towards unredeemed points.

Opening balance	<b>351.00</b>	426.00
Deferred during the year	<b>1,252.00</b>	846.00
Released to the statement of profit and loss	<b>(1,125.00)</b>	(921.00)
Closing balance	<b>478.00</b>	351.00

<b>27 Provisions - Current</b>		
Gratuity (refer note 40)	<b>1,704.08</b>	1,079.80
Compensated absences (refer note 40)	<b>4,017.55</b>	3,805.51
Pension and superannuation fund (refer note 40)	<b>4.65</b>	31.55
Provision for bonus	<b>217.71</b>	435.35
Provision for expenses	<b>897.81</b>	2,027.92
Trade and other issues (refer note 49)	<b>28,289.00</b>	19,908.00
Excise duty and service tax related issues (refer note 49)	<b>784.00</b>	761.00
Sales tax and other issues (refer note 49)	<b>14,517.00</b>	13,597.00
<b>Total</b>	<b>50,431.80</b>	41,646.13

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

	As at 31 March 2022	As at 31 March 2021
<b>28 Income tax liabilities (net)</b>		
Provision for tax (net of advance tax)	7,503.90	7,656.55
<b>Total</b>	<b>7,503.90</b>	<b>7,656.55</b>
	<b>For the period ended 31 March 2022</b>	<b>For the period ended 31 March 2021</b>
<b>29 Revenue from operations</b>		
<b>A. Revenue from contract with customers</b>		
Sale of products	1,431,073.67	1,310,693.74
Customer loyalty programme	(127.00)	75.00
Construction contracts	987.92	535.97
Rental income from horticulture business	2,906.73	2,645.37
	<b>1,434,841.32</b>	<b>1,313,950.08</b>
<b>B. Other operating revenue</b>		
Duty drawback and export incentives/subsidy *	15,027.24	21,786.75
Sale of scrap	4,481.31	3,682.60
Royalty	63.00	168.00
Income from sale of windmill units (electricity)	14.21	30.08
Others	2.14	-
	<b>19,587.90</b>	<b>25,667.43</b>
<b>Total</b>	<b>1,454,429.22</b>	<b>1,339,617.51</b>
* Includes incentives recognised in accordance with the state industrial policy of certain states.		
<b>30 Other income</b>		
Interest income from financial assets at amortised cost	22,627.98	23,899.43
Net gain on financial assets measured at fair value through profit and loss*	2,891.00	6,547.00
Net gain on foreign currency transactions and translations	4,880.99	-
Net gain on disposal of property, plant and equipment	131.63	180.55
Dividend on long-term investments	55.99	24.14
Liabilities/provisions no longer required written back	1,702.80	154.99
Net gain on sale of long-term investments/Current investments	(80.30)	91.65
Fair trade premium received	-	-
Gain on the fair valuation of biological assets (refer note 11)	-	94.49
Insurance claim	-	-
Other non-operating income	4,459.18	2,884.46
<b>Total</b>	<b>36,669.27</b>	<b>33,876.70</b>

\* Includes realised gain on sale of investments of ₹ 3,410.00 (31 March 2021: ₹ 7,973.00)

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

	<b>For the period ended 31 March 2022</b>	<i>For the period ended 31 March 2021</i>
<b>31 Cost of materials consumed and purchase of stock-in-trade</b>		
Opening inventory	<b>76,797.62</b>	45,431.14
Add : Purchases during the year	<b>779,411.10</b>	690,696.80
Less: Closing inventory	<b>95,861.21</b>	76,797.62
	<b><u>760,347.51</u></b>	<u>659,330.32</u>
<b>32 Changes in inventories of finished goods, work-in-progress and stock-in-trade</b>		
<b>Opening inventory</b>		
Finished goods (including stock-in-trade)	<b>33,438.42</b>	29,701.45
Work-in-progress	<b>586.85</b>	725.90
Real estate	<b>2,631.85</b>	2,631.85
	<b><u>36,657.12</u></b>	<u>33,059.20</u>
<b>Closing inventory</b>		
Finished goods (including stock-in-trade)	<b>39,760.45</b>	33,438.42
Work-in-progress	<b>667.23</b>	586.85
Real estate	<b>931.43</b>	2,631.85
	<b><u>41,359.11</u></b>	<u>36,657.12</u>
<b>Changes in inventories</b>		
Finished goods (including stock-in-trade)	<b>(6,322.04)</b>	(3,736.97)
Work-in-progress	<b>(80.38)</b>	139.05
Real estate	<b>1,700.41</b>	-
	<b><u>(4,702.01)</u></b>	<u>(3,597.92)</u>
<b>33 Employee benefits expense</b>		
Salaries and wages	<b>56,182.68</b>	53,740.22
Contributions to provident fund and other funds (refer note 41)	<b>3,595.57</b>	3,551.68
Staff welfare expenses	<b>3,905.63</b>	3,691.55
Share based payment expense	<b>1,522.00</b>	1,894.00
<b>Total</b>	<b><u>65,205.88</u></b>	<u>62,877.45</u>
<b>34 Finance costs</b>		
<b>Interest expense on financial liabilities at amortised cost</b>		
Interest on bank borrowings & others	<b>25,074.91</b>	14,886.68
Interest on lease liabilities (refer note 41)	<b>88.68</b>	139.93
<b>Total</b>	<b><u>25,163.59</u></b>	<u>15,026.62</u>
<b>35 Depreciation and amortisation expense</b>		
Depreciation and amortisation of property, plant and equipment and investment property	<b>20,142.40</b>	19,936.38
Depreciation of ROU assets	<b>902.73</b>	1,034.67
Amortisation of other intangible assets	<b>435.09</b>	300.09
<b>Total</b>	<b><u>21,480.22</u></b>	<u>21,271.14</u>

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

	For the period ended 31 March 2022	For the period ended 31 March 2021
<b>36 Other expenses</b>		
Consumption of stores and spares	4,831.33	4,531.66
Power and fuel	22,859.23	19,084.29
Rent including lease rentals (refer note 41)	4,258.67	3,869.89
Repairs and Maintenance		
Buildings	623.27	531.35
Plant and Machinery	4,120.99	3,101.81
Others	3,555.53	3,384.76
Insurance	1,105.14	1,063.53
Rates and taxes	1,222.85	1,532.86
Communication	46.48	51.08
Bank Charges	52.30	53.48
Travelling and conveyance	168.44	141.96
Printing and stationery	42.77	40.01
Freight and forwarding	71,946.95	66,151.30
Advertisement and business promotion expenses	42,014.96	45,507.55
Legal and professional	3,058.06	2,474.08
Security Charges	51.33	38.44
Brand equity and shared expenses	90.06	58.19
Auditor's remuneration (refer note 47)	210.89	205.03
Trade and other receivables, loans and advances written off	75.17	123.39
Director's sitting fees (refer note 52)	40.77	54.85
Allowance for impairment for trade and other receivables, loans and advances (net)	46.00	102.54
Processing / conversion charges	65,170.60	58,176.37
Corporate social responsibility ('CSR') expenditure (refer note 46)	4,012.96	3,347.20
Loss on fair valuation of biological assets (refer note 11)	103.12	-
Loss on impairment of property, plant and equipment	27.81	-
Loss on foreign exchange transactions and translations	22.13	5,964.47
Miscellaneous expenses	44,248.39	42,956.97
<b>Total</b>	<b>274,006.20</b>	<b>262,547.06</b>

## 37 Earnings per share (EPS)

Earnings per share has been computed as under:

Particulars	31 March 2022	31 March, 2022
Profit attributable to equity shareholders of the parent	6,340.54	36,952.91
Weighted average number of equity shares outstanding during the year	69,771,900	69,771,900
Basic earnings per share (in ₹)	9.09	52.96
Diluted earnings per share (in ₹)	9.09	52.96



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**38 Tax expense****(a) Amounts recognised in profit and loss**

Particulars	31 March 2022	31 March, 2022
<b>Current tax</b>		
Current year	75,514.76	80,542.19
Tax relating to earlier periods	64.26	-
	<u>75,579.02</u>	<u>80,542.19</u>
<b>Deferred tax (credit) / expense</b>		
In respect of current year origination and reversal of temporary differences	(5,026.64)	4,111.12
	<u>(5,026.64)</u>	<u>4,111.12</u>
<b>Total tax expense for the year</b>	<u>70,552.38</u>	<u>84,653.31</u>

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

Particulars	31 March 2022	31 March, 2022
<b>Profit before tax</b>	151,417.18	212,428.22
Tax computed at applicable Indian statutory tax rate @ 25.17% (31 March 2021 : 25.17%)	38,111.70	53,468.18
<b>Tax effect of:</b>		
Permanent differences / expenses not deductible for tax purposes	1,004.01	521.84
Share of profit of associates	15,513.42	6,665.06
Income exempt from income-tax or taxed at concessional rates	(622.28)	(1,661.00)
Portion of income chargeable to tax under Tamil Nadu and Karnataka state laws (laws abolished in the respective states)	416.88	232.83
Dividend distribution tax of subsidiaries charged to current tax and current year's losses for which no deferred tax asset is recognised	5,897.06	18,447.48
Difference in tax rates of subsidiaries and others (net)	433.95	2,006.80
Tax relating to earlier period	2,526.44	1,532.16
Deferred tax on proposed dividend	7,271.20	3,439.96
<b>Tax as per statement of profit and loss</b>	<u>70,552.38</u>	<u>84,653.31</u>

**39 Equity accounted Investees****Information of interest of the Group in its equity accounted investees:**

Particular	Accounting method	31 March 2022	31 March 2021
Interest in associates	Equity Method	198,716.18	165,130.26

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

### List of material associate of the Group

Sr. No.	Name of the Company	Country of Incorporation	Proportion of ownership interest	
			31 March 2022	31 March 2021
1	The Bombay Dyeing & Manufacturing Company Limited ('BDMC')	India	44.36%	44.19%
2	Go Airlines India (India) Limited ('Go Airlines')	India	32.61%	3.37%

The principal place of business is the same as the country of incorporation.

### Movement of investments using equity method

Particulars	31 March 2022	31 March 2021
<b>Opening value of interest in associates</b>	<b>165,130.26</b>	<b>189,800.84</b>
Amount of share purchased of BDMC during the year	327.78	7,208.68
Amount of share purchased of Go Airlines during the year	94,793.52	-
Group's share of total comprehensive income of BDMC	(22,252.19)	(31,985.87)
Group's share of total comprehensive income of Go Airlines	(39,287.00)	-
Group's share of total comprehensive income of other associate	3.81	106.60
<b>Closing value of interest in associates</b>	<b>198,716.18</b>	<b>165,130.26</b>

Quoted fair value of BDMC is ₹ 90,216.08 (31 March 2021 : ₹ 64,066.12).

Historical cost of Go Airlines is ₹ 94,793.52

The following table comprises the financial information of the Holding Company's material associate and its carrying amount. Carrying amount has been amended to reflect adjustments made by the entity using equity method, including fair value adjustments made at the time of acquisition and modification for the differences in accounting policies, if any.

### A) BDMC

Particulars	As at 31 March 2022	As at 31 March 2021
Percentage ownership interest	44.36%	44.19%
Summarised financial information		
Non-current assets	701,835.98	165,198.00
Current assets (excluding cash and cash equivalent)	220,420.00	284,315.00
Cash and cash equivalents	41,606.00	14,306.00
Non-current liabilities (non-current liabilities other than trade payables and provisions)	(394,963.66)	(250,839.00)
Current liabilities (current liabilities other than trade payables)	(147,974.00)	(192,270.00)
Trade payables	(33,529.00)	(40,190.00)
<b>Net assets</b>	<b>387,395.32</b>	<b>(19,480.00)</b>
<b>Group's share of net assets</b>	<b>171,809.82</b>	<b>(8,608.21)</b>
Consolidation adjustments	(28,914.59)	173,427.86
<b>Carrying amount of interest in associate</b>	<b>142,895.23</b>	<b>164,819.65</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

<b>Particulars</b>	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
Revenue	200,092.00	119,342.00
Loss before tax	(59,062.00)	(50,657.00)
Tax expense	(8,810.42)	3,744.00
Loss after tax	(50,248.93)	(46,913.00)
Other comprehensive loss	(10,208.00)	21,838.00
<b>Total comprehensive loss</b>	<b>(60,456.93)</b>	<b>(25,075.00)</b>
<b>Group's share of loss</b>	<b>(22,285.40)</b>	<b>(11,080.64)</b>
Consolidation adjustments	-	(15,477.63)
<b>Group's share of loss</b>	<b>(22,285.40)</b>	<b>(26,558.27)</b>
Group's share of Other comprehensive loss	(4,527.25)	9,650.21
Consolidation adjustments	4,560.46	(5,231.40)
<b>Group's share of other comprehensive loss</b>	<b>33.21</b>	<b>4,418.81</b>
<b>Group's share of total comprehensive loss</b>	<b>(22,252.19)</b>	<b>(22,139.46)</b>

**B) Go Airlines**

On acquisition of 42,000,000 equity shares of face value of ₹ 10 each of Go Airlines by way of preferential issue by Baymanco Investments Limited ('Baymanco'), an overseas step-down subsidiary of the Holding Company, Go Airlines has become an associate of the Group with a holding of 24.81% effective 12 May 2021. Subsequently, further investments were made in various tranches during the year, whereby the total holding increased to 32.61% as at 31 March 2022.

<b>Particulars</b>	<b>31 March 2022</b>
Percentage ownership interest	32.61%
<b>Summarised financial information</b>	
Non-current assets	1,453,117.00
Current assets (excluding cash and cash equivalent)	161,907.00
Cash and cash equivalents	37,174.00
Non current liabilities (non-current liabilities other than trade payables and provisions)	(1,172,453.00)
Current liabilities (current liabilities other than trade payables)	(728,821.00)
Trade payables	(82,502.00)
<b>Net assets</b>	<b>(331,578.00)</b>
<b>Group's share of net assets</b>	<b>(108,127.59)</b>
<b>Carrying amount of interest in associate</b>	<b>(108,127.59)</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

<b>Summarised financial information</b>	<b>Year ended 31 March 2022</b>
Revenue	418,377.00
Other income	16,791.00
Depreciation and amortisation	83,434.00
Finance cost	113,385.00
Other expense	418,790.00
Exceptional item/others	-
Loss before tax	(180,441.00)
Tax expense	33.00
Loss after tax	(180,408.00)
OCI	192.00
<b>Total comprehensive loss</b>	<b>(180,216.00)</b>
<b>Group's share of loss</b>	<b>(39,326.42)</b>
<b>Group's share of other comprehensive income</b>	<b>39.42</b>
<b>Group's share of total comprehensive loss</b>	<b>(39,287.00)</b>

**40 Employee benefits (Ind AS 19)**

**(a) Defined contribution plans**

Amounts recognised as an expense in the standalone statement of profit and loss are as follows:

<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Employer's contribution to provident fund	<b>1,169.02</b>	3,244.96
Employer's contribution to superannuation fund	<b>67.32</b>	62.85
<b>Total</b>	<b>1,236.34</b>	<b>3,307.81</b>

Above amounts, along with employer's contribution towards employees' state insurance and labour welfare fund, which is insignificant, have been included in the line item "Contribution to provident fund and other funds" in note 33. Also, the contribution of the Group is limited to the amount contributed and it has no further contractual or constructive obligation.

**(b) Defined benefit plans- Gratuity**

**The Bombay Burmah Trading Corporation, Limited**

The Bombay Burmah Trading Corporation Limited Covenanted Staff Gratuity Fund, The Bombay Burmah Trading Corporation Limited Employees' Gratuity Fund and fund maintained with LIC of India (Insurance company) for Dental Products of India - division which are funded defined benefit plans for qualifying employees.

- (i) In respect of covenanted staff covered under The Bombay Burmah Trading Corporation Limited Covenanted Staff Gratuity Fund: The gratuity scheme provides for lump sum payment to vested employees based on a combination of factors such as length of service and manner of cessation of service viz. retirement, death / disability, termination. In such case, lump sum payment will be made for an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of 6 months subject to the maximum amount payable as per the Payment of Gratuity Act, 1972.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

- (ii) In respect of non-covenanted staff covered under The Bombay Burmah Trading Corporation Limited Employees' Gratuity Fund and employees of the Dental Products of India - division for whom the Corporation has taken a gratuity policy from the LIC: The gratuity scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of 6 months subject to the maximum amount payable as per the Payment of Gratuity Act, 1972.

**Britannia Industries Limited**

The Company has two funds: Britannia Industries Limited Covenanted Staff Gratuity Fund and Britannia Industries Limited Non Covenanted Staff Gratuity Fund, which are funded defined benefit plans for qualifying employees.

- (i) In respect of covenanted staff covered under Britannia Industries Limited Covenanted Staff Gratuity Fund: The gratuity scheme provides for lump sum payment to vested employees based on a combination of factors such as length of service and manner of cessation of service viz. retirement, death / disability, termination. In such case, lump sum payment will be made for an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of 6 months subject to the maximum amount payable as per the Payment of Gratuity Act, 1972 and twenty months salary.
- (ii) In respect of covenanted staff covered under Britannia Industries Limited Covenanted Staff Gratuity Fund: The gratuity scheme provides for lump sum payment to vested employees based on a combination of factors such as length of service and manner of cessation of service viz. retirement, death / disability, termination. In such case, lump sum payment will be made for an amount equivalent to 15 days salary payable for each completed year of service or part thereof in excess of 6 months subject to the maximum amount payable as per the Payment of Gratuity Act, 1972.

Vesting under the above scheme occurs only upon completion of 5 years of service, except in case of death or disability. The present value of the defined benefit obligation and the related current service cost are measured using the projected unit credit method with actuarial valuation being carried out at each balance sheet date.

**Risks**

<b>Withdrawals</b>	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawals rates at subsequent valuations can impact the obligation.
<b>Discount rate</b>	Reduction in discount rate in subsequent valuations can increase the obligation.
<b>Mortality and disability</b>	Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the obligation.
<b>Salary increase</b>	Actual salary increases will increase the obligation. Increase in salary increase rate assumption in future valuations will also increase the obligation.

The following tables summarise the components of defined benefit expense recognised in the statement of profit and loss and amounts recognised in the balance sheet for gratuity plans for The Bombay Burmah Trading Corporation, Limited ('BBTCL') and Britannia Industries Limited ('BIL').

# NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

Particulars	31 March 2022		31 March 2021	
	BBTCL	BIL	BBTCL	BIL
<b>1 Reconciliation of net defined benefit obligation</b>				
<b>(a) Reconciliation of present value of defined benefit obligation ('DBO')</b>				
DBO at the beginning of the year	3,296.73	4,650.79	3,304	4,437.79
Service cost	303.03	546.00	197	526.00
Interest cost	211.09	292.00	210	256.00
Benefits settled	(418.29)	(457.00)	(537)	(313.00)
Actuarial gain due to demographic assumption changes	(16.46)	-	-	-
Actuarial loss / (gain) due to financial assumptions	557.49	(214.00)	(17)	(215.00)
Actuarial loss due to experience adjustments	66.50	231.00	141	(41.00)
<b>DBO at the end of the year</b>	<b>4,000.09</b>	<b>5,048.79</b>	<b>3,296.73</b>	<b>4,650.79</b>
<b>(b) Reconciliation of present value of plan asset</b>				
Plan assets at the beginning of the year	2,917.91	4,198.00	2,783.33	3,498.00
Expected return on plan assets	193.46	276.00	184.52	224.00
Return on assets excluding interest income	(4.08)	33.00	197.80	94.00
Contributions to funds	225.02	331.00	289.74	695.00
Benefit settled	(418.29)	(457.00)	(537.48)	(313.00)
<b>Plan assets at the end of the year</b>	<b>2,914.02</b>	<b>4,381.00</b>	<b>2,917.91</b>	<b>4,198.00</b>
<b>(c) Reconciliation of net DBO:</b>				
Present value of DBO at the end of the year	4,000.09	5,048.79	3,296.73	4,650.79
Plan assets at the end of the year	2,914.02	4,381.00	2,917.91	4,198.00
<b>Liability recognised in the balance sheet</b>	<b>(1,086.07)</b>	<b>(667.79)</b>	<b>(378.82)</b>	<b>(452.79)</b>
<b>Bifurcation of DBO:</b>				
Current	697.37	667.79	173.30	452.79
Non-current	388.64	-	205.52	-
<b>2 Amount recognised in profit or loss:</b>				
Current service cost	303.03	546.00	196.77	526.00
Interest cost	211.09	292.00	209.81	256.00
Interest income	-	(276.00)	-	(224.00)
Expected return on plan assets and contribution	(193.46)	-	(184.52)	-
<b>Amount charged to the statement of profit and loss</b>	<b>320.65</b>	<b>562.00</b>	<b>222.06</b>	<b>558.00</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

Particulars	31 March 2022		31 March 2021	
	BBTCL	BIL	BBTCL	BIL
<b>3 Amount recognised in OCI:</b>				
Actuarial loss / (gain) on DBO	607.53	16.50	123.46	(256.00)
Return on plan assets excluding interest income	4.08	(33.00)	(197.80)	(94.00)
<b>Loss / (gain) recognised in OCI</b>	<b>611.61</b>	<b>(16.50)</b>	<b>(74.34)</b>	<b>(350.00)</b>
<b>4 Maturity profile of DBO on an undiscounted basis:</b>				
1 year	615.20	641.00	433.40	398.00
2 to 5 years	1,745.04	2,083.00	1,349.21	2,079.00
6 years and above	3,828.50	3,462.00	3,162.86	3,052.00
<b>5 Investment details: (% Invested)</b>				
Central government securities	2.08	0.00	1.83	0.00
State government securities	0.00	44.23	0.00	41.57
Public sector bonds	0.00	32.90	0.00	37.24
Insurer managed funds	97.42	12.51	96.12	7.88
Others (including bank balances)	0.50	10.36	2.05	13.31
	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>	<b>100.00</b>
<b>6 Principal actuarial assumptions:</b>				
Discount rate (% p.a.)	7.10 - 7.49	7.20	6.82 - 7.17	6.60
Estimated rate of return on plan assets	6.82 - 7.17	7.20	6.82 - 7.17	6.60
Attrition rate (in %)	2.00 - 7.00	4.00 - 25.00	2.00 - 3.00	4.00 - 25.00
Salary escalation rate (% p.a.)	6.00 - 7.00	7.00	4.00 - 6.00	7.00
Retirement age (in years)	58.00	58.00	58.00	58.00
Average future service (in years)	12.04 - 15.86		12.66 - 20.72	
Mortality rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

These assumptions were developed by the management with the assistance of independent actuarial appraiser. Discount factors are determined close to each year end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience. The estimates of future salary growth rate considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

### 7 Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, salary growth rate, attrition rate and mortality rate. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of the sensitivity analysis is given below:

Particulars	31 March 2022		31 March 2021	
	BBTCL	BIL	BBTCL	BIL
<b>i) Discount rate</b>				
Discount rate +100 basis points	(189.92)	5,199.00	(170.10)	4,790.00
Discount rate -100 basis points	210.21	4,791.00	190.09	4,404.00
<b>ii) Salary escalation rate</b>				
Salary rate +100 basis points	204.87	4,801.00	192.30	4,416.00
Salary rate -100 basis points	(188.40)	5,188.00	(174.79)	4,778.00
<b>iii) Attrition rate</b>				
Attrition rate +100 basis points	(10.74)	4,986.00	20.99	4,573.00
Attrition rate -100 basis points	9.49	4,987.00	(22.97)	4,607.00
<b>iv) Mortality rate</b>				
Mortality rate increases by 10%	(0.58)	-	0.70	-
Mortality rate decreases by 10%	-	-	-	-

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

### (c) Other long term employee benefits - compensated absences:

The Group's liability on account of compensated absences is not funded.

### 41 Leases

The disclosures required in accordance with Ind AS 116 'Leases' are as follows:

The Group's leased assets primarily consists of leases for office premises and vehicles having different lease terms. There are several lease agreements with extension and termination options, for which management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised. Where it is reasonable certain to exercise extension option and not to exercise termination option, the Group opts to include such extended term in determination of lease term.



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**(a) Corporation as a lessee**

<b>Particulars</b>	<b>Year ended 31 March 2022</b>	<i>Year ended 31 March 2021</i>
Depreciation of ROU assets	<b>902.73</b>	<i>1,034.67</i>
Interest expense on lease liabilities	<b>88.69</b>	<i>139.93</i>
Expense relating to short term and low value leases	<b>4,258.67</b>	<i>3,869.89</i>
Total cash outflow for leases (including interest)	<b>478.58</b>	<i>586.64</i>
Additions to ROU assets	<b>219.88</b>	<i>1,353.58</i>

**Amounts recognised in consolidated balance sheet:**

<b>Particulars</b>	<b>As at 31 March 2022</b>	<i>As at 31 March 2021</i>
<b>Carrying amount of ROU assets</b>		
- Buildings	<b>19,680.72</b>	<i>20,252.25</i>
- Vehicles	<b>0.41</b>	<i>105.33</i>
<b>Lease liabilities</b>		
	<b>As at 31 March 2022</b>	<i>As at 31 March 2021</i>
Non-current	<b>1,574.12</b>	<i>1,797.66</i>
Current	<b>442.58</b>	<i>458.01</i>

The incremental borrowing rate applied to lease liabilities is 9.00% p.a. (31 March 2021: 9.00% p.a.)

The contractual maturities of lease liabilities are disclosed under note 43.

**(b) Group as a lessee**

Lease rental receipts recognised in the consolidated statement of profit and loss, being short term or low values in nature is ₹ 7.98 (31 March 2021: ₹ 8.81).

**(c) (i)** The Group has not earned gains or incurred losses from sale and lease back transactions.

**(ii)** There are no significant restrictions or covenants imposed on leases.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

42 Financial instruments – Fair values and risk management  
A. Categories of financial instruments

31 March 2022	Carrying amount			Fair value			
	FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>							
Cash and cash equivalents	-	-	59,845.73	-	-	-	-
Bank balances other than above	-	-	396,859.89	-	-	-	-
Investments	64,204.51	6,238.02	112,602.69	88,802.19	23,800.50	-	112,602.69
Loans	-	-	88,877.63	-	-	-	-
Trade receivables	-	-	39,221.27	-	-	-	-
Other financial assets	-	-	52,430.11	-	-	-	-
	<b>64,204.51</b>	<b>6,238.02</b>	<b>749,837.32</b>	<b>88,802.19</b>	<b>23,800.50</b>	<b>-</b>	<b>112,602.69</b>
<b>Financial liabilities</b>							
Borrowings	-	-	586,019.68	-	-	-	-
Trade payables	-	-	132,192.28	-	-	-	-
Lease liabilities	-	-	2,016.70	-	-	-	-
Other financial liabilities	-	-	50,398.81	-	-	-	-
	<b>-</b>	<b>-</b>	<b>770,627.47</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

31 March, 2021	Carrying amount			Fair value			
	FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>							
Cash and cash equivalents	-	-	60,462.94	-	-	-	-
Bank balances other than above	-	-	92,313.18	-	-	-	-
Investments	154,118.97	17,733.63	126,781.70	9,338.53	289,295.77	-	-
Loans	-	-	100,772.41	-	-	-	-
Trade receivables	-	-	31,271.53	-	-	-	-
Other financial assets	-	-	47,727.20	-	-	-	-
	<b>154,118.97</b>	<b>17,733.63</b>	<b>459,328.96</b>	<b>9,338.53</b>	<b>289,295.77</b>	<b>-</b>	<b>-</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

31 March, 2021	Carrying amount			Fair value		
	FVTPL	FVTOCI	Amortised Cost	Level 1	Level 2	Level 3
<b>Financial liabilities</b>						
Borrowings	-	-	264,740.84	-	-	-
Trade payables	-	-	134,803.92	-	-	-
Lease liabilities	-	-	2,255.67	-	-	-
Other financial liabilities	-	-	41,424.39	-	-	-
	-	-	<b>443,224.82</b>	-	-	-

There have been no transfers amongst the levels of fair value hierarchy during the year.

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.

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions are used to estimate the fair values:

1. Fair value of cash and cash equivalents, bank balances other than cash and cash equivalents, trade receivables, trade payables, other current financial assets / liabilities approximate their carrying amounts largely due to short term maturities of these instruments. These are classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.
2. Financial instruments with fixed and variable interest rates are evaluated by the Group based on parameters such as interest rates and individual credit worthiness of the counter-party. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly, fair value of such instruments is not materially different from their carrying amounts. These are classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.
3. The fair values for deposits were calculated based on cash flows discounted using lending rate on the date of initial recognition. The lease liability is initially measured at amortised cost at the present value of the future lease payments and are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Accordingly, all these are classified as Level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counter party credit risk.
4. Investment in quoted equity instruments are classified as Level 1 fair values in the fair value hierarchy. Investments in unquoted equity instruments of companies and co-operative societies and government securities are classified as Level 2 fair values in the fair value hierarchy as valuation of these instruments is based on the recent market transactions.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

### B) Fair value hierarchy and method of valuation

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices 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).

### C) Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- i) Credit risk
- ii) Liquidity risk
- iii) Market risk

#### Risk management framework

The Group's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the Board of Directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Holding Company's Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Audit Committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

#### i) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises from cash and cash equivalents, bank balances other than cash and cash equivalents, other financial assets as well as credit exposures to customers including outstanding receivables. The maximum exposure to credit risk is equal to the carrying value of the financial assets.

#### Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by the Group, and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and / or reports on customers and other counterparties are obtained and used. The Corporation's policy is to deal only with creditworthy counterparties.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

In respect of trade and other receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty or any company of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various geographical areas. The Group has very limited history of customer default, and considers the credit quality of trade receivables for evaluation of expected credit loss. Outstanding customer receivables are regularly monitored.

**Other financial assets**

The Group periodically monitors the recoverability and credit risks of its other financial assets. The Group evaluates 12 months expected credit losses for all the financial assets for which credit risk has not increased. In case credit risk has increased significantly, the Group considers life time expected credit losses for the purpose of impairment provisioning.

The credit risk for cash and cash equivalents and bank balances other than cash and cash equivalents is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings.

**Expected credit loss for trade receivables**

Particulars	As at 31 March 2022	As at 31 March 2021
Less than 6 months	30,771.30	28,540.47
6 months-1 year	5,692.95	1,006.29
1-2 years	2,332.93	1,602.45
2-3 years	645.96	529.21
More than 3 years	1,093.83	963.64
Less: Allowance for expected credit loss	(1,315.70)	(1,370.53)
	<u>39,221.27</u>	<u>31,271.53</u>

The following table summarises the change in the loss allowance on trade receivables measured using expected credit loss model:

As at 31 March 2021	1,370.53
Allowance written back during the year	(54.84)
<b>As at 31 March 2022</b>	<b>1,315.70</b>

The following table summarises the change in the loss allowance on other financial assets:

As at 31 March 2021	251.17
Allowance written back during the year	(14.73)
<b>As at 31 March 2022</b>	<b>236.44</b>

**ii) 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 manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. The Group's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by the senior management.

The following tables highlight the remaining contractual maturities of financial liabilities at the reporting dates. The amounts are gross and undiscounted, and include estimated interest payments.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

As at 31 March 2022	Carrying amount	Contractual cash flows				
		On demand	Less than 1 year	1-5 years	More than 5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Borrowings	586,019.68	82,713.35	147,506.18	357,384.58	-	-
Lease liabilities	2,016.70	-	507.51	557.66	1,981.96	-
Other current financial liabilities	45,134.21	-	45,134.21	-	-	-
Trade and other payables	132,192.28	-	132,192.28	-	-	-

As at 31 March 2021	Carrying amount	Contractual cash flows				
		On demand	Less than 1 year	1-5 years	More than 5 years	More than 5 years
<b>Non-derivative financial liabilities</b>						
Borrowings	264,740.84	22,068.94	129,983.27	111,704.28	1,750.00	-
Lease liabilities	2,255.67	-	610.09	759.79	1,987.14	-
Other current financial liabilities	36,927.40	-	36,927.40	-	-	-
Trade and other payables	134,803.92	-	134,803.92	-	-	-

### (iii) Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables, foreign currency payables and borrowings.

The Group is exposed to the following components of market risk:

- Foreign currency risk
- Interest rate risk
- Price risk

#### a) Foreign currency risk

Foreign currency risk is the risk that future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group primarily deals in United States Dollars ('USD'), Great Britain Pound ('GBP'), Singapore Dollars ('SGD') and Euros. The Corporation mainly has foreign currency trade payables and trade receivables which are unhedged and exposed to foreign currency risk.

The Corporation evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies. There are earnings from customers in foreign currency which act as a natural hedge against foreign currency risk.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**Exposure to currency risk**

The Company's exposure to foreign currency risk at the end of the reporting period are as under:

<b>31 March 2022</b>	<b>USD-₹ equivalent</b>	<b>SGD-₹ equivalent</b>	<b>RM-₹ equivalent</b>	<b>GBP-₹ equivalent</b>	<b>EURO-₹ equivalent</b>
<b>Financial assets</b>					
Cash and cash equivalents	1,343.87	325.47	-	0.23	11.72
Investments	-	-	-	-	-
Current investments	-	-	-	-	-
Trade and other receivables	569.85	-	-	189.20	189.20
Other financial assets	51,528.46	610.65	-	2,216.93	-
<b>(A)</b>	<b>53,442.18</b>	<b>936.12</b>	<b>-</b>	<b>2,406.36</b>	<b>200.92</b>
<b>Financial liabilities</b>					
Current borrowings	14.60	627.72	1,601.68	2,203.52	-
Trade and other payables	11.85	22.31	-	-	(6.00)
<b>(B)</b>	<b>26.45</b>	<b>650.03</b>	<b>1,601.68</b>	<b>2,203.52</b>	<b>(6.00)</b>
<b>Net exposure for financial instruments (A-B)</b>	<b>53,415.73</b>	<b>286.09</b>	<b>(1,601.68)</b>	<b>202.84</b>	<b>206.92</b>

<b>31 March 2021</b>	<b>USD-₹ equivalent</b>	<b>SGD-₹ equivalent</b>	<b>RM-₹ equivalent</b>	<b>GBP-₹ equivalent</b>	<b>EURO-₹ equivalent</b>
<b>Financial assets</b>					
Cash and cash equivalents	1,039.80	312.21	-	0.24	12.36
Investments	-	-	-	-	-
Trade receivables	467.47	-	-	352.75	130.11
Other financial assets	53,784.75	615.43	-	2,311.26	-
<b>(A)</b>	<b>55,292.02</b>	<b>927.63</b>	<b>-</b>	<b>2,664.25</b>	<b>142.47</b>
<b>Financial liabilities</b>					
Current borrowings	25.58	628.57	1,620.73	2,312.39	-
Trade and other payables	38.84	88.37	3.37	-	33.0
<b>(B)</b>	<b>64.42</b>	<b>716.94</b>	<b>1,624.10</b>	<b>2,312.39</b>	<b>33.00</b>
<b>Net exposure for financial instruments (A-B)</b>	<b>55,227.60</b>	<b>210.69</b>	<b>(1,624.10)</b>	<b>351.86</b>	<b>109.47</b>

The above currency risk exposure does not include PCFC loan availed amounting to ₹ Nil (31 March 2021: ₹ 704.89) [USD: Nil (31 March 2021: USD 9.59 million)] as there exists a natural hedge against the currency risk in respect of such loan.

The Group has used forward exchange contracts to hedge the currency exposure and therefore, not exposed to significant currency risk at the respective reporting dates.

**Sensitivity to foreign currency**

The following table demonstrates the sensitivity in USD, EURO, GBP, SGD and RM with all other variables held constant. The below impact on the Group's profit or loss before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities as at balance sheet date:

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

Particular	Effect in ₹ in Lakhs			
	31 March 2022		31 March 2021	
	Strengthening	Weakening	Strengthening	Weakening
<b>10% movement</b>				
RM	(160.17)	160.17	(162.41)	162.41
USD	5,341.57	(5,341.57)	5,522.76	(5,522.76)
EURO	20.69	(20.69)	10.95	(10.95)
GBP	20.28	(20.28)	35.19	(35.19)
SGD	28.61	(28.61)	21.07	(21.07)

### b) 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 policy is to minimize interest rate cash flow risk exposures on long-term financing. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's variable rate borrowings.

#### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on variable rate borrowings, as follows:

Particulars	Gain / (loss) on profit before tax		Gain / (loss) on profit before tax	
	31 March 2022		31 March, 2021	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
<b>Variable-rate instruments</b>				
Variable rate borrowings	(16.50)	16.50	(62.18)	62.18

### c) Price risk

Price risk is the risk that the fair value or future cash flow of a financial instrument will fluctuate because of changes in market prices not related to interest rate risk or currency exchange risk, whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market.

#### Exposure to price risk

The Group's exposure to price risk arise from investments in equity instruments classified in the balance sheet at FVTPL or FVOCI. To manage its price risk arising from investments, the Group diversifies its portfolio. Diversification of portfolio is done in accordance with the limits set by the Group.

#### Price risk sensitivity

The table below summarise the impact of increase/decrease of the index on the Corporation's equity and standalone statement of profit and loss. The analysis is based on the assumption that the price of the instrument has increase by 2% or decreased by 2% with all other variables held constant.



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

Particulars	Gain / (loss) on profit before tax	
	31 March 2022	31 March 2021
Equity instruments (5% Increase)	316.86	316.86
Equity instruments (5% decrease)	(316.86)	(316.86)

**43 Capital management**

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The Group monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings (including interest accrued), excluding intra-group borrowings, less cash and cash equivalents and other bank balance.

The Group's adjusted net debt to equity ratio as at reporting dates is as follows:

Particulars	31 March 2022	31 March, 2021
Total borrowings	595,835.84	264,740.84
Interest accrued on above borrowings	8,082.82	3,755.56
Less : Cash and cash equivalents	59,845.73	60,462.94
<b>Adjusted net debt</b>	<b>535,990.11</b>	<b>204,277.90</b>
Total equity	679,293.51	727,105.64
<b>Total capital</b>	<b>679,293.51</b>	<b>727,105.64</b>
Gearing ratio	0.79	0.28

**44 Contingent liabilities and commitments (to the extent not provided for)**

- Sundry claims against the Group by employees and others not admitted (amount indeterminate). In the opinion of the management, the outcome of these claims is likely to be immaterial.
- Damages and interest on alleged unauthorised occupation of residential premises determined by the Estate Officer of Life Insurance Corporation of India up to 31 March 2022 and disputed by the Group ₹192.10 (31 March 2021: ₹ 182.11).
- The Corporation had received 2 demand notices for differential lease rent in respect of Singampatti estate rent being arrears aggregating to ₹ 23,192.58 (31 March 2021: ₹ 23,192.58) for the period from 1958 to 2019. The Corporation has challenged the said demands by way of writ petition before Madras High Court and the said demands have been stayed by the Honorable High Court.
- Estimated amount of contracts remaining to be executed on capital account, not provided for (net of advances) ₹ 47,257.82 (31 March 2021 : ₹ 40,943.69)
- Matters under dispute in respect of the Electromags Automotive Products Private Limited (amalgamated with the holding company in past years) for earlier years are:
  - relating to income tax demand of ₹ 6.52
  - relating to custom and sales tax demand of ₹ 9.19

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

- f) The Supreme court of India in the month of February 2019 had passed a judgement relating to definition of wages under The Employees' Provident Funds and Miscellaneous Provisions Act, 1952. However, considering that there are numerous interpretative issues relating to this judgement and in the absence of reliable measurement of the provision for the earlier periods, the Group has made a provision for provident fund contribution pursuant to the judgement. The Group will evaluate its position and update its provision, if required, on receiving further clarity on the subject. The Group does not expect any material impact of the same.
- g) Claims / demands against the Group not acknowledged as debts including excise duty, income tax, sales tax and trade and other demands of ₹ 8,958 (31 March 2021: ₹ 9,389).
- h) Bank guarantee and letter of credit outstanding amounting ₹ 6,400 (31 March 2021: ₹ 8,462).
- i) During the year ended 31 March 2016, based on queries received from Securities Exchange Board of India ('SEBI'), Britannia India Limited ('BIL') conducted a preliminary internal investigation and discovered certain irregularities by Sharepro Services (India) Private Limited ('Sharepro'), BIL's erstwhile registrar and share transfer agent. Subsequently, BIL filed a criminal complaint against Sharepro and its employees. Pursuant to the directions issued by SEBI in its interim order dated 22 March 2016, BIL appointed an independent external agency to conduct an audit of the records and systems of Sharepro with respect to past transactions. The report of the external agency was submitted with SEBI by BIL vide its letter dated 12 July 2016. During the financial year ended 31 March 2020, following the receipt of a show cause notice dated 8 November 2019 from SEBI in a related matter, BIL filed a settlement application and SEBI passed the settlement order on 17 September, 2020. BIL continues to evaluate additional steps, if any, based on the directions of SEBI or any other regulatory authorities.

Based on the consultations with its legal counsel, BIL has been advised that the liability will not devolve on BIL and thus no provision is considered necessary.

- j) With respect to Al Sallan Food Industries Co. SAOC, the income tax assessments for the tax years 2012 to 2015 have not been finalised by the Secretariat General for Taxation at the Ministry of Finance, Oman. The Group believes that additional taxes, if any, that may become payable on finalisation of the assessments in respect of these these years would not be material to the Group's financial position.

### 45 Dividend

After the reporting dates, the following dividend was proposed by the Board of Directors, which is subject to the approval of the shareholders at ensuing Annual General Meeting.

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Dividend proposed to equity shareholders @ ₹1.2 per share (31 March 2021: Re. 1.2 per share)	837.26	837.26
<b>Total</b>	<b>837.26</b>	<b>837.26</b>

The following dividends were paid by the Holding Company during the year:

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Final dividend for the year ended 31 March 2022 @ ₹1.2 per equity share (31 March 2021 : ₹1.20 per equity share)	837.26	837.26
	<b>837.26</b>	<b>837.26</b>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**46 Corporate social responsibility (CSR)**

During the year, the amount required to be spent on corporate social responsibility activities amounted to ₹ 4,002 (31 March 2021 : ₹ 3,340.00) in accordance with Section 135 of the Companies Act, 2013. The following amounts were spent during the year:

Particulars	31 March 2022	31 March 2021
a) Gross amount required to be spent by the Group pursuant to section 135(5) of the Act	4,002.00	3,340.00
b) Amount of expenditure incurred	4,012.86	3,347.20
c) Shortfall at the end of the year	-	-
d) Total of previous years shortfall	-	-
e) Reason for shortfall	Not applicable	Not applicable
f) Nature of CSR activities	Maintenance of road, residential buildings and water supply to residential buildings	

The Group's spent towards CSR does not involve any long term projects and accordingly, disclosure requirements relating to ongoing projects is not applicable as at reporting dates.

**47 Remuneration to auditor's**

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Statutory audit fee*	182.29	182.12
Certification fees and other services	18.74	19.75
For reimbursement of expenses	9.86	3.16
	<u>210.89</u>	<u>205.03</u>

\*Including branch auditor's remuneration amounting ₹ 3.79 (31 March, 2021: ₹ 3.62)

**48 Research and development expenditure**

Research and development expenditure incurred by Britannia Industries Limited and its subsidiaries

Particulars	Year ended 31 March 2022	Year ended 31 March 2021
Capital expenditure	60.00	25.00
Revenue expenditure	3,652.00	3,190.00
	<u>3,712.00</u>	<u>3,215.00</u>

**49 Provisions**

In accordance with Ind AS 37 'Provisions, Contingent Liabilities and Contingent Assets', certain classes of liabilities have been identified as provisions which have been disclosed as under:

Particulars	As at 1 April 2021	Additions *	Utilisation*	Reversals / adjustments *	As at 31 March 2022
a) Excise duty and service tax related issues	761.00	23.00		-	784.00
b) Sales tax and other issues	13,597.00	1,032.00	(41.00)	(71.00)	14,517.00
c) Trade and other issues	19,908.00	8,381.00	-	-	28,289.00

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

Particulars	As at 1 April 2021	Additions *	Utilisation*	Reversals / adjustments *	As at 31 March 2022
a) Excise duty and service tax related issues	760.00	23.00	(12.00)	(10.00)	761.00
b) Sales tax and other issues	13,454.00	1,025.00	-	(882.00)	13,597.00
c) Trade and other issues	8,942.91	10,965.09	-	-	19,908.00

(a) and (b) represents estimates made for probable cash outflow arising out of pending disputes / litigations with various regulatory authorities.

(c) represents provisions made for probable liabilities / claims arising out of commercial transactions with vendors / others.

\* Included under various heads in the consolidated statement of profit and loss.

### 50 Issue of secured non-convertible debentures

The Board of Directors of the Britannia Industries Limited ('BIL') at their meeting held on 17 August 2020 approved the issue of unsecured, non-convertible, redeemable, fully paid-up debentures, along with an appropriate cash component, aggregating to ₹ 41.50 per equity share, subject to applicable taxes, by way of bonus to the Members of the Company, by utilising the general reserve/surplus in the profit and loss account of the BIL under a Scheme of Arrangement ('scheme'). Further, the Board of Directors of the BIL at their meeting held on 5 October 2020, approved the scheme between BIL and its Members under Sections 230 to 232 of the Act and other applicable provisions of the Act which, inter alia, provides for

- Issue of 1 unsecured, non-convertible, redeemable, fully paid up Debenture of face value ₹ 29 each for every 1 fully paid up equity share of face value ₹ 1 each ('Bonus Debenture') by utilising the general reserve of the BIL and the transfer of any balance available in the general reserve after utilising the same for the purpose of issue of bonus debentures to retained earnings; and
- Payment of dividend of ₹ 12.50 per every 1 fully paid up equity share of face value ₹ 1 each by utilizing its accumulated profits to all the members of BIL, subject to approval of the Scheme by members and statutory/regulatory authorities including the stock exchanges, SEBI and the Honorable National Company Law Tribunal, Kolkata Bench and subject to deduction/withholding of applicable taxes.

The Company received observation letters from Bombay Stock Exchange Limited and National Stock Exchange of India Limited for the scheme on 17 December 2020 and filed the BIL application before the Hon'ble National Company Law Tribunal, Kolkata Bench on 19 December 2020. The scheme was approved by shareholders and commercial paper holders by requisite majority at their meetings convened by video conference on 15 February 2021 and sanctioned by the Honorable Tribunal by its order dated 7 May 2021. Upon the scheme becoming effective, the Bonus Debenture Committee of the Board at its meeting held on 3 June 2021 approved the allotment of the Bonus Debentures and payment of dividend to the shareholders holding shares as on 27 May 2021 ('Record Date'). The effects of the aforesaid scheme have been accounted for in the books of account of BIL in accordance with the Scheme and accounting standards. The BIL has paid the dividend after deduction of applicable taxes and upon receipt of necessary approvals from SEBI and the stock exchanges, the bonus debentures have been listed on Bombay Stock Exchange Limited and National Stock Exchange of India Limited on 20 July 2021. These listed 3-year non-convertible bonus debentures carry a coupon rate of 5.50 % p.a. The interest is payable annually and the first due date for payment of interest is 3 June 2022.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**51 Disclosures as per Ind AS 115 'Revenue from Contracts with Customers'**

The outstanding balance of net trade receivables is presented in below table:

<b>Particulars</b>	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
Trade receivables (net)	<b>39,221.27</b>	<b>31,271.53</b>

**(a) Performance obligations:**

The performance obligation of the Group in relation to sale of products is satisfied at a point in time when the risks and control over the products are transferred to the customers.

**(b) Revenue from contracts with customers:**

	<b>For the year ended 31 March 2022</b>	<b>For the year ended 31 March 2021</b>
Sale of products, construction contracts and rental income from horticulture business	<b>1,434,841.32</b>	<b>1,313,950.08</b>

The Group does not have any contract assets and contract liabilities as at reporting dates.

**(c) Timing of revenue recognition:**

	<b>For the year ended 31 March 2022</b>	<b>For the year ended 31 March 2021</b>
Transferred at a point in time	<b>1,434,841.32</b>	<b>1,313,950.08</b>

**(d) Remaining performance obligation**

As at 31 March 2022, the aggregate amount of transaction price allocated to remaining performance obligations is ₹ Nil (31 March 2021: ₹ Nil).

**(e) Revenue streams**

The Group is primarily involved in manufacturing and sale of electric Components, tea, coffee, dental Products, biscuits, other agricultural products, revenue from construction contracts and rental income from horticulture . Other sources of revenue include scrap sales, income from sale of electricity and subsidies from government.

<b>Particulars</b>	<b>For the year ended 31 March 2022</b>	<b>For the year ended 31 March 2021</b>
Sale of manufactured goods	<b>1,428,596.50</b>	<b>1,309,183.54</b>
Sale of traded goods	<b>2,350.17</b>	<b>1,585.20</b>
Revenue from construction contracts	<b>987.92</b>	<b>535.97</b>
Rental income from horticulture	<b>2,906.73</b>	<b>2,645.37</b>
Others	<b>19,587.90</b>	<b>25,667.43</b>
<b>Total</b>	<b>1,454,429.22</b>	<b>1,339,617.51</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

### (f) Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical market

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
India	1,350,853.94	1,229,039.83
Others	83,989.52	84,910.25
<b>Revenue from contracts with customers</b>	<b>1,434,843.46</b>	<b>1,313,950.08</b>

### (g) Reconciliation between contract price and revenue from contracts with customer

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Contract price</b>	<b>1,497,915.99</b>	<b>1,376,203.46</b>
<b>Add : Customer loyalty programme</b>	<b>(127.00)</b>	<b>75.00</b>
Less : Sales returns	(12,593.12)	(12,111.13)
Less : Trade discounts, promotions & channel margins	(50,354.55)	(50,217.25)
<b>Revenue from contracts with customers</b>	<b>1,434,841.32</b>	<b>1,313,950.08</b>

## 52 Related party relationships, transactions and balances

### List of Related parties

#### a) Key management personnel:

##### For The Bombay Burmah Trading Corporation, Limited

1	Mr. Nusli N. Wadia	Chairman, Non-executive Director
2	Mr. Jehangir N. Wadia	Non-executive Director( up to 13 <sup>th</sup> September 2021)
3	Dr. (Mrs) Minnie Bodhanwala	Non-executive Director
4	Mr. Rajesh Batra	Non-executive Director
5	Mr Y. S. P. Thorat	Non-executive Director
6	Mr Vinesh Kumar Jairath	Non-executive Director
7	Mrs Gauri Atul Kirloskar	Non-executive Director
8	Mr. Ness Wadia	Managing Director
9	Mr. Nitin H Datanwala	Chief Financial Officer
10	Mr. Sanjay Kumar Chowdhary	Company Secretary

##### For Britannia Industries Limited

1	Mr. Nusli N. Wadia	Chairman, Non-executive Director
2	Mr. Varun Berry	Managing Director
3	Mr. T. V. Thulsidass	Company Secretary and Compliance Officer
4	Mr. N.Venkataraman	Chief Financial Officer
6	Mr. Keki Elavia	Non-executive Director
7	Mr. Avijit Deb	Non-executive Director
8	Mr. Jeh N Wadia	Non-executive Director

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

9	Mr. Keki Dadiseth	Non-executive Director
10	Dr. Ajai Puri	Non-executive Director
11	Mr. Ness N Wadia	Non-executive Director
12	Dr. Y.S.P.Thorat	Non-executive Director
13	Dr. Ajay Shah	Non-executive Director
14	Mrs. Tanya Dubash	Non-executive Director
15	Dr. Urjit Patel #	Non-executive Director

# Ceased to be a director effective 6 September 2021.

**For other foreign subsidiaries**

1	Mr. Jayant Gadgil	Director
2	Ms. Saridah Binti Ismail	Director
3	Ms. Marlina Budin	Director
4	Mr. Sevin Chendriah	Director
5	Ms. Teresa Chin	Director
6	Ms. Savilorna Payandi - Pillay Ramen	Director
7	Awalludin Bin Nasir	Director

**b) Associate companies:**

- 1 Lotus Viniyog Private Limited
- 2 Lima Investment and Trading Company Private Limited
- 3 Roshnara Investment and Trading Company Private Limited
- 4 Cincinnati Investment and Trading Company Private Limited
- 5 Shadhak Investments and Trading Private Limited
- 6 MSIL Investments Private Limited
- 7 Medical Microtechnology Limited
- 8 Harvard Plantations Limited
- 9 Placid Plantations Limited
- 10 The Bombay Dyeing & Manufacturing Company Limited
- 11 Nalanda Biscuits Company Limited
- 12 Sunandaram Foods Private Limited
- 13 Go Airlines (India) Limited

**c) Other related parties:**

- 1 Macrofil Investments Limited
- 2 Nowrosjee Wadia and Sons Limited
- 3 BRT Limited
- 4 Wadia Techno Engineering Services Limited

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

5 Panella Foods and Beverages Private Limited

6 National Peroxide Limited

### d) Post employment-benefit plan entities

1 The Bombay Burmah Trading Corporation Limited Covenanted Staff Gratuity Fund

2 The Bombay Burmah Trading Corporation Limited Employees' Gratuity Fund

3 The Bombay Burmah Trading Corporation Limited Employees' Superannuation Fund

4 The Bombay Burmah Trading Corporation Limited Employees' Exempt Provident Fund

5 Britannia Industries Limited Management Staff Provident Fund

6 Britannia Industries Limited Covenanted Staff Gratuity Fund

7 Britannia Industries Limited Non Covenanted Staff Gratuity Fund

8 Britannia Industries Limited Covenanted Staff Pension Fund

9 Britannia Industries Limited Officers Pension Fund

The following table provides the total amount of transactions that have been entered into with related parties.

### A Transactions during the year

Sr. No.	Name of the related party	Relationship	Year ended 31 March 2022	Year ended 31 March 2021
<b>1</b>	<b>Expenses charged by related party</b>			
	The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>15.88</b>	30.21
	Nowrosjee Wadia and Sons Limited	Other related party	<b>117.64</b>	78.08
	National Peroxide Limited	Other related party	<b>81.72</b>	22.00
<b>2</b>	<b>Expenses charged to related party</b>			
	The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>0.68</b>	2.96
	Medical Microtechnology Limited	Associate	<b>0.16</b>	0.13
	Nowrosjee Wadia and Sons Limited	Other related party	-	14.31
	Go Airlines (India) Limited	Other related party	-	-
<b>3</b>	<b>Professional fees paid</b>			
	Avijit Deb Partners, LLP	Other related party	-	16.00
	Udwadia & Co.	Other related party	-	-
<b>4</b>	<b>Interest income</b>			
	Go Airlines (India) Limited	Other related parties	<b>2,307.26</b>	2,566.99
	Macrofil Investments Limited	Other related party	<b>37.58</b>	543.35
	The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>1,132.95</b>	607.45



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

<b>Sr. No.</b>	<b>Name of the related party</b>	<b>Relationship</b>	<b>Year ended 31 March 2022</b>	<b>Year ended 31 March 2021</b>
	Mr. Amit Chhabra	Key Management Personnel	-	-
	Mr. Nitin H Datanwala	Key Management Personnel	<b>0.36</b>	<i>0.36</i>
	Mr. Varun Berry	Key Management Personnel	-	-
<b>5</b>	<b>Interest expense</b>	Others	<b>2.00</b>	
	NationalParoxide Limited	Other related party	<b>114.04</b>	
	BRT Limited	Other related party	-	<i>6.56</i>
	Nowrosjee Wadia and Sons Limited	Other related party	-	<i>17.68</i>
<b>6</b>	<b>Dividend income</b>			
	The Bombay Dyeing & Manufacturing Company Limited	Associate	-	<i>63.10</i>
<b>7</b>	<b>Dividend Paid *</b>			
	Mr. Ness Wadia	Key Management Personnel	<b>0.26</b>	<i>0.26</i>
	Mr. Nusli Wadia	Key Management Personnel	<b>83.76</b>	<i>83.76</i>
	Mr. Jehangir Wadia	Key Management Personnel	<b>0.04</b>	<i>0.04</i>
	Mr. Rajesh Batra	Key Management Personnel	-	<i>0.08</i>
<b>8</b>	<b>Advances given to</b>			
	BRT Limited	Other related party	<b>21.89</b>	<i>35.95</i>
	Macrofil Investments Limited	Other related party	<b>1.20</b>	<i>14.89</i>
	Mr. Varun Berry	Key Management Personnel	-	-
<b>9</b>	<b>Loan repaid by</b>			
	Mr. Amit Chhabra	Key Management Personnel	-	-
	Mr. Varun Berry	Key Management Personnel	-	-
<b>10</b>	<b>Inter-corporate deposits placed</b>			
	Go Airlines (India) Limited	Other related party	<b>31,500.00</b>	<i>41,500.00</i>
	Macrofil Investments Limited	Other related party	-	<i>3,048.00</i>
	The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>29,650.00</b>	<i>17,000.00</i>
<b>11</b>	<b>Inter-corporate deposits redeemed</b>			
	Go Airlines (India) Limited	Other related party	<b>41,500.00</b>	-
	Macrofil Investments Limited	Other related party	<b>3,048.00</b>	<i>3,150.00</i>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

Sr. No.	Name of the related party	Relationship	Year ended 31 March 2022	Year ended 31 March 2021
	The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>20,150.00</b>	17,500.00
<b>12</b>	<b>Inter-corporate deposits taken</b>			
	BRT Limited	Other related party	-	170.00
	Nowrosjee Wadia and Sons Limited	Other related party	-	1,500.00
<b>13</b>	<b>Inter-corporate deposits repaid</b>			
	BRT Limited	Other related party	-	170.00
	Nowrosjee Wadia and Sons Limited	Other related party	-	1,500.00
<b>14</b>	<b>Sale of products / services, Sale of goods / consumables and ingredients:</b>			
	Go Airlines (India) Limited	Other related party	<b>13.81</b>	5.24
	Panella Foods and Beverages Private Limited	Other related party	<b>11.66</b>	8.12
	The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>6.22</b>	6.67
	Wadia Techno Engineering Services Ltd	Other related party	-	0.02
	Nalanda Biscuits Company Limited	Associate	<b>135.00</b>	162.00
	Sunandaram Foods Private Limited	Associate	<b>109.00</b>	122.00
	National Peroxide Limited	Other related party	-	0.04
<b>15</b>	<b>Contributions during the year (includes Employees' share and contribution)</b>			
	Britannia Industries Limited Covenanted Staff Gratuity Fund	Post employment-benefit plan entities	<b>144.00</b>	236.00
	Britannia Industries Limited Covenanted Staff Pension Fund	Post employment-benefit plan entities	<b>22.00</b>	22.00
	Britannia Industries Limited Management Staff Provident Fund	Post employment-benefit plan entities	<b>2,349.00</b>	2,277.00
	Britannia Industries Limited Non Covenanted Staff Gratuity Fund	Post employment-benefit plan entities	<b>92.00</b>	468.00
	Britannia Industries Limited Officers Pension Fund	Post employment-benefit plan entities	<b>18.00</b>	21.00
	The Bombay Burmah Trading Corporation Limited Covenanted Staff Gratuity Fund	Post employment-benefit plan entities	<b>19.45</b>	92.25
	The Bombay Burmah Trading Corporation Limited Employees' Exempt Provident Fund	Post employment-benefit plan entities	<b>72.15</b>	69.10

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

<b>Sr. No.</b>	<b>Name of the related party</b>	<b>Relationship</b>	<b>Year ended 31 March 2022</b>	<b>Year ended 31 March 2021</b>
	The Bombay Burmah Trading Corporation Limited Employees' Gratuity Fund	Post employment-benefit plan entities	<b>203.20</b>	197.49
	The Bombay Burmah Trading Corporation Limited Employees' Superannuation Fund	Post employment-benefit plan entities	<b>67.32</b>	62.85
<b>16</b>	<b>Advance repaid</b>			
	BRT Limited	Other related party	<b>21.81</b>	22.05
	Macrofil Investments Limited	Other related party	<b>1.20</b>	15.17
<b>17</b>	<b>Reimbursement of Travelling &amp; other expenses</b>			
	The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>15.00</b>	14.00
<b>18</b>	<b>Recovery of Guest house expenses</b>			
	Go Airlines (India) Limited	Other related party	-	-
	The Bombay Dyeing & Manufacturing Company Limited	Associate	-	-
<b>19</b>	<b>Guarantee commission income</b>			
	Leila Lands Senderian Berhad	Subsidiary & step down subsidiaries	-	-
<b>20</b>	<b>Remuneration of Britannia Industries Limited - Key managerial personnel</b>			
	Commission	Key Management Personnel	<b>1,300.00</b>	1,800.00
	Other long term benefits	Key Management Personnel	<b>57.00</b>	51.00
	Post-employment defined benefit	Key Management Personnel	<b>52.00</b>	48.00
	Share-based payments	Key Management Personnel	<b>1,522.00</b>	1,894.00
	Short-term employee benefits	Key Management Personnel	<b>1,453.00</b>	1,309.00
	Sitting fees	Key Management Personnel	<b>69.00</b>	96.00
	Travelling expenses & others	Key Management Personnel	<b>17.00</b>	3.00
	Share option/Phantom option scheme expenses	Key Management Personnel	<b>3,313.00</b>	-

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

<b>Sr. No.</b>	<b>Name of the related party</b>	<b>Relationship</b>	<b>Year ended 31 March 2022</b>	<b>Year ended 31 March 2021</b>
<b>21</b>	<b>Shares allotted under employee stock option scheme for consideration received during the year (Britannia Industries Limited)</b>			
	Mr. Varun Berry	Key Management Personnel		
	Equity shares		-	4.00
	Securities premium		-	10,311.00
<b>22</b>	<b>Sitting fees of foreign subsidiaries - Key managerial personnel</b>			
	Mr. Sevin Chendriah	Key Management Personnel	1.27	1.27
	Ms. Marlina Budin	Key Management Personnel	0.52	0.52
	Ms. Saridah Binti Ismail	Key Management Personnel	0.52	0.52
	Ms. Savilorna Payandi - Pillay Ramen	Key Management Personnel	1.27	1.27
<b>23</b>	<b>Sitting fees</b>			
	Dr. (Mrs) Minnie Bodhanwala	Key Management Personnel	7.15	8.90
	Mr Vinesh Kumar Jairath	Key Management Personnel	6.60	9.00
	Mr Yashwant Shankarrao Patil Thorat	Key Management Personnel	9.60	11.80
	Mr. Jehangir N. Wadia	Key Management Personnel	-	2.40
	Mr. Nusli N. Wadia	Key Management Personnel	4.20	4.20
	Mr. Rajesh Batra	Key Management Personnel	5.95	8.10
	Mrs Gauri Atul Kirloskar	Key Management Personnel	6.20	9.40
<b>24</b>	<b>Retainer Fees</b>			
	Mr. Nitin H Datanwala	Key Management Personnel	94.39	85.31
<b>25</b>	<b>Purchase of finished goods:</b>			
	Nalanda Biscuits Company Limited	Associate	8,024.00	6,376.00
	Sunandaram Foods Private Limited	Associate	7,148.00	6,430.00

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

<b>Sr. No.</b>	<b>Name of the related party</b>	<b>Relationship</b>	<b>Year ended 31 March 2022</b>	<i>Year ended 31 March 2021</i>
<b>26</b>	<b>Investments made</b>			
	The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>327.78</b>	<i>2,175.68</i>
	National Peroxide Limited	Other related party	<b>-</b>	<i>4,914.99</i>

\* In the opinion of the management, payment of dividend is not construed as a transaction in accordance with Ind AS 24, Related Party Disclosures, hence dividend paid to other related parties is not disclosed. Dividend paid to KMPs is appropriately disclosed.

**B Outstanding balances**

<b>Sr. No.</b>	<b>Name of the related party</b>	<b>Relationship</b>	<b>As at 31 March 2022</b>	<i>As at 31 March 2021</i>
<b>1</b>	<b>Outstanding amount payable</b>			
	Nowrosjee Wadia and Sons Limited	Other related party	<b>1.52</b>	<i>1.90</i>
	National Peroxide Limited	Other related party	<b>13.93</b>	<i>20.31</i>
<b>2</b>	<b>Security deposit payable</b>			
	The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>-</b>	<i>300.00</i>
<b>3</b>	<b>Outstanding amount receivable</b>			
	BRT Limited	Other related party	<b>14.60</b>	<i>14.51</i>
	Go Airlines (India) Limited	Other related party	<b>31,750.55</b>	<i>42,542.39</i>
	Go Airlines Singapore	Other related party	<b>207.16</b>	<i>207.16</i>
	Klassik Foods Private Limited	Associate	<b>-</b>	<i>-</i>
	Macrofil Investments Limited	Other related party	<b>-</b>	<i>3,048.00</i>
	Medical Microtechnology Limited	Associate	<b>1.89</b>	<i>1.74</i>
	Mr. Nitin H Datanwala	Key Management Personnel	<b>12.00</b>	<i>12.00</i>
	Nalanda Biscuits Company Limited	Associate	<b>(167.00)</b>	<i>56.00</i>
	Nowrosjee Wadia and Sons Limited	Other related party	<b>-</b>	<i>6.55</i>
	Panella Foods and Beverages Private Limited	Other related party	<b>7.52</b>	<i>3.35</i>
	Sunandaram Foods Private Limited	Associate	<b>420.00</b>	<i>410.00</i>
	The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>14,505.38</b>	<i>5,008.59</i>
	Wadia Techno Engineering Services Ltd	Other related party	<b>1.18</b>	<i>1.18</i>
<b>4</b>	<b>Investments (including goodwill/ capital reserve)</b>			
	Cincinnati Investment & Trading Company Private Limited	Associate	<b>1.98</b>	<i>2.18</i>
	Harvard Plantations Limited	Associate	<b>3.05</b>	<i>3.10</i>

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

<b>Sr. No.</b>	<b>Name of the related party</b>	<b>Relationship</b>	<b>As at 31 March 2022</b>	<b>As at 31 March 2021</b>
	Lima Investment & Trading Company Private Limited	Associate	<b>2.89</b>	3.19
	Lotus Viniyog Private Limited	Associate	<b>36.36</b>	36.54
	Medical Microtechnology Limited	Associate	<b>3.01</b>	3.63
	MSIL Investments Private Limited	Associate	<b>1.83</b>	2.17
	Placid Plantations Limited	Associate	<b>2.55</b>	3.08
	Roshnara Investment & Trading Company Private Limited	Associate	<b>1.82</b>	2.05
	Shadhak Investment & Trading Private Limited	Associate	<b>2.87</b>	3.17
	Nalanda Biscuits Company Limited	Associate	<b>142.00</b>	123.00
	Sunandaram Foods Private Limited	Associate	<b>67.00</b>	106.00
	Go Airlines (India) Limited	Associate	<b>45,754.38</b>	-
	The Bombay Dyeing & Manufacturing Company Limited	Associate	<b>142,895.23</b>	164,819.65

**C Compensation paid to Key Managerial Personnel**
**For the year ended**
**For the year  
ended  
31 March 2022**
**For the year  
ended  
31 March 2021**
**Mr. Ness Wadia**

Salary	<b>335.03</b>	311.11
Contribution to provident fund and other funds	<b>71.15</b>	66.11
Perquisites in cash or in kind	<b>7.00</b>	7.15
	<b>413.18</b>	384.37

**Mr. Nitin Datanwala**

Retainership fees	<b>94.39</b>	85.31
Contribution to provident fund and other funds	-	-
Perquisites in cash or in kind	-	-
	<b>94.39</b>	85.31

**Mr. Sanjaykumar Choudhary**

Salary	<b>42.84</b>	40.11
Contribution to provident fund and other funds	<b>4.90</b>	4.18
Perquisites in cash or in kind	<b>6.29</b>	-
	<b>54.03</b>	44.29

**Ms. Teresa Chin**

Salary	<b>87.26</b>	80.98
Contribution to provident fund and other funds	<b>3.43</b>	3.65
Perquisites in cash or in kind	<b>8.89</b>	8.07
	<b>99.58</b>	92.70

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

Some of the key management personnel of the Holding Company are also covered under the Company's Gratuity plan along with the other employees of the Company. Proportionate amounts of gratuity accrued under the Company's gratuity plan have not been separately computed or included in the above disclosures.

- D During the year, LLL Mauritius, a step down overseas subsidiary provided cash collateral of USD 191,667,521 (2021: USD 59,999,970) equivalent to ₹ 145,276.23 lakhs (2021: ₹ 43,941.64 lakhs) as security by way of a fixed deposit for a banking facility offered by Deutsche Bank to Go Airlines (India) Limited, a related party. The Company charges arranger's fees to Go Airlines (India) Limited at USD 6M LIBOR + 1% p.a. on the amount of security provided.
- E ABIL UK, a step down overseas subsidiary issued guarantee to a bank for providing banking facilities to Go Airlines (Singapore) Pte. Ltd. The banking facilities are renewed annually.

Terms and conditions of transactions with related parties

All the transactions with the related parties were made on normal commercial terms and conditions and at market rates.

All the outstanding balances are unsecured and repayable in cash.

- 53 The following table includes loans and advances in the nature of loans granted to promoters, directors, KMPs and other related parties, either severally or jointly with other person, which are either repayable on demand or without specifying any terms or period of repayment

Type of borrower	As at 31 March 2022		As at 31 March 2021	
	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	Percentage to the total loans and advances in the nature of loans
Promoter	-	0.00%	-	0.00%
Director	-	0.00%	-	0.00%
KMP	12.00	0.01%	12.00	0.01%
Other related parties	88,714.17	99.82%	100,667.49	99.90%

**54 Managerial remuneration**

The amended provisions to notification no. S.O. 4823(E) dated 12 September 2018 require companies to obtain the approval of the members by way of special resolution in case payment of managerial remuneration is in excess of the limits specified in Schedule V of the Act.

The Group, during the year ended 31 March 2022, has paid remuneration of ₹ 342.03 (excluding contribution to defined contribution plans of ₹ 71.15) to the Managing Director, Mr. Ness Wadia which is within the limits approved by the members of the Holding Company, by way of a special resolution at the Annual General Meeting held on 13 September 2021.

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

### 55 Non Controlling Interests ('NCI')

Below is the list of partly owned subsidiary of the Holding Company and the share of the NCI.

Name	Country of Incorporation	31 March 2022	31 March, 2021
Britannia Industries Limited	India	49.46%	49.46%

The principal place of business of the entity listed above is the same as its country of incorporation.

The following table comprises the information relating to each of the Group's subsidiary that has material NCI, before any intra group eliminations.

Particulars	31 March 2022	31 March, 2021
<b>NCI percentage</b>	<b>49.46%</b>	<b>49.46%</b>
Non-current assets	354,511.00	358,931.50
Current assets	397,042.00	441,946.00
Non-current liabilities	77,420.00	81,588.00
Current liabilities	415,573.00	360,889.50
Net assets	258,560.00	358,400.00
<b>Net assets attributable to NCI</b>	<b>127,883.78</b>	<b>177,264.64</b>
Revenue	1,435,909.00	1,344,901.00
Profit after tax	151,598.00	185,059.00
OCI	629.00	(150.00)
Total comprehensive income	152,227.00	184,909.00
<b>Profit allocated to NCI</b>	<b>74,980.37</b>	<b>91,530.18</b>
<b>OCI allocated to NCI</b>	<b>311.10</b>	<b>(74.19)</b>
<b>Total comprehensive income allocated to NCI</b>	<b>75,291.47</b>	<b>91,455.99</b>
Cash flow from operating activities	129,952.00	187,552.00
Cash flow from investing activities	91,089.00	43,562.00
Cash flow from financing activities	(224,584.00)	(224,250.00)
<b>Net Increase / (decrease) in cash and cash equivalents</b>	<b>(3,543.00)</b>	<b>6,864.00</b>
<b>Dividends paid to Non-controlling interest</b>	<b>(88,756.46)</b>	<b>(140,322.01)</b>



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**56 Segment information****A] General Information**

For management purposes, the Group is organised into business units based on its products and services and has six reportable segments, as follows:

1	Plantation - Tea	Segment produces/trades in Tea business
2	Plantation - Coffee	Segment produces/trades in Coffee business
3	Health Care	Segment manufactures/trades in Dental products.
4	Auto Electric Components (AEC)	Segment manufactures, solenoids, switches, valves, slip rings etc. for automobile and other industries.
5	Investments	Segment invests in various securities listed as well as unlisted mainly on a long term basis.
6	Horticulture	Segment deals with decorative plants and landscaping services
7	Food - Bakery & dairy products	Segment represents bakery and dairy products
8	Others	Segment manufactures/trades in analytical, precision balances and weighing scales and property development
9	Unallocated	

**Based on above, following are reportable segments as per Ind AS 108 (Operating Segments)**

<b>Primary Segment (Operating Segment): Based on product lines of Group</b>	<b>Secondary Segment (Geographical Segment ) Based on geographical area of operation</b>
Plantation - Tea	India and outside India
Plantation - Coffee	
Auto Electrical Components (AEC)	
Investments	
Horticulture	
Healthcare	
Food - Bakery & dairy products	
Others	
Unallocated	

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

B] i) Information about reportable segments

Particulars	Year	Reportable Segments						Total	
		Plantation- Tea	Plantation- Coffee	Health Care	AEC	Investments	Horticulture	Food Bakery & Dairy Products	Others
External sales	2021-22	6,921.77	3,704.33	1,862.51	13,350.78	-	6,859.14	1,417,449.00	-
	2020-21	6,907.50	1,959.02	965.68	10,308.33	-	5,234.96	1,313,614.00	-
Other income	2021-22	83.67	65.09	2.88	0.37	32,296.84	-	-	35.35
	2020-21	526.87	1.57	51.25	37.26	24,211.32	580.17	7,821.00	0.44
Total segment revenue	2021-22	7,005.44	3,769.42	1,865.39	13,351.15	32,296.83	6,859.14	1,417,449.00	35.35
	2020-21	7,434.37	1,960.59	1,016.93	10,345.59	24,211.32	5,815.13	1,321,435.00	0.44
Segment results	2021-22	-3,392.66	754.51	188.07	971.81	29,933.53	526.53	203,822.00	-8.53
	2020-21	-1,325.63	-193.37	49.45	494.59	20,653.33	363.75	238,904.00	-3,630.58
Segment assets	2021-22	9,918.74	4,975.95	889.86	10,720.86	988,212.58	16,718.88	478,167.00	125.16
	2020-21	10,209.17	5,933.21	927.74	9,514.94	777,128.97	15,381.11	404,804.21	125.06
Segment liabilities	2021-22	1,982.60	196.65	234.21	2,002.52	279,118.13	2,361.50	485,457.00	174.41
	2020-21	1,956.80	235.78	209.77	2,577.61	4,289.89	1,971.49	434,000.50	165.45
Capital expenditure (included in segment assets)	2021-22	256.72	244.32	29.86	335.48	845.61	1,490.53	72,741.00	-
	2020-21	756.72	315.61	89.38	474.21	1,108.57	75.21	21,922.00	-
Depreciation/ Amortisation	2021-22	341.80	221.61	40.88	293.43	-	263.38	20,054.00	-
	2020-21	311.82	214.08	36.37	279.20	-	377.30	19,784.66	-

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**ii) Reconciliation of reportable segments with the financial statements**

Particulars	Year	Revenues	Results / Net Profit	Assets	Liabilities	Capital Expenditure	Depreciation/ Amortisation
Total of reportable segments	2021-22	1,491,098.49	238,215.33	1,530,512.76	851,219.23	75,945.52	21,480.22
	2020-21	1,373,494.21	254,370.86	1,243,617.51	516,511.87	24,741.70	21,271.14
Finance cost	2021-22	-	(25,163.59)	-	-	-	-
	2020-21	-	(15,462.48)	-	-	-	-
Share of (loss)/ profit of associates	2021-22	-	(61,634.57)	-	-	-	-
	2020-21	-	(26,480.16)	-	-	-	-
Taxes	2021-22	-	(70,552.38)	-	-	-	-
	2020-21	-	(84,653.31)	-	-	-	-
As per financial statements	2021-22	1,491,098.49	80,864.79	1,530,512.76	851,219.23	75,945.52	21,480.22
	2020-21	1,373,494.21	127,774.91	1,243,617.51	516,511.87	24,741.70	21,271.14

**C] Secondary segment reporting - Geographic information**

The geographic information analyses the Group's revenue and total assets by the Group's country of domicile and other countries. In presenting the geographical information, segment revenue has been based on geographic location of customers and segment assets were based on the geographic location of the respective non-current assets.

Particulars	Year	Geographical segment		Total
		India	Outside India #	
Revenue	2021-22	1,281,096.27	92,397.94	1,491,098.49
	2020-21	1,395,698.14	88,332.00	1,373,494.21
Total assets	2021-22	922,442.61	608,070.15	1,530,512.76
	2020-21	848,913.79	394,703.72	1,243,617.51
Capital expenditure	2021-22	75,485.49	75.21	75,945.52
	2020-21	23,710.50	1,701.02	24,741.70

# It includes revenues and assets of foreign branches

**D]** There is no transaction with single external customer which amounts to 10% or more of the Group's revenue.

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

57 Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements given under Schedule III to the Act

Name of the Entity	Net Assets		Share in Profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of Consoli- dated Net Assets	Amount (INR)	As a % of consolidated profit or loss	Amount (INR)	As a % of consolidated other comprehensive income	Amount (INR)	As a % of total comprehen- sive income	Amount (INR)
<b>Parent</b>								
The Bombay Burmah Trading Corporation, Limited	1.35%	21,121.47	0.15%	989.03	2.72%	(1,977.12)	-0.17%	(988.09)
<b>Indian subsidiaries</b>								
Afco Industrial & Chemicals Limited	0.00%	16.93	-0.01%	(38.16)	-0.01%	8.31	-0.01%	(29.85)
DPI Products & Services of India Limited.	0.02%	264.88	0.00%	29.35	0.00%	1.49	0.01%	30.84
Sea Wind Investment & Trading Co. Limited	0.63%	9,928.50	0.00%	(7.25)	0.04%	(30.55)	-0.01%	(37.80)
Subham Vinivog Private Limited	0.00%	19.23	0.00%	(1.51)	0.00%	1.69	0.00%	0.18
Britannia Industries Limited	15.33%	240,254.00	24.06%	160,319.00	-0.07%	49.00	27.02%	160,368.00
Boribunder Finance and Investments Private Limited	0.01%	122.00	0.00%	(0.44)	0.00%	-	0.00%	(0.44)
Flora Investments Company Private Limited	0.02%	260.00	0.00%	8.67	0.00%	-	0.00%	8.67
Gilt Edge Finance and Investments Private Limited	0.02%	267.00	0.00%	9.08	0.00%	-	0.00%	9.08
Ganges Vally Foods Private Limited	0.05%	794.00	0.00%	(25.00)	0.00%	-	0.00%	(25.00)
International Bakery Products Limited	0.14%	2,216.00	0.04%	243.00	0.01%	(4.60)	0.04%	238.40
J B Mangharam Foods Private Limited	0.07%	1,128.00	0.06%	373.88	0.05%	(38.72)	0.06%	335.16
Mamma Foods Private Limited	0.21%	3,275.00	0.14%	900.95	0.00%	1.00	0.15%	901.95
Sunrise Biscuit Company Private Limited	0.17%	2,708.00	0.02%	160.00	-0.01%	6.61	0.03%	166.61
Britannia Dairy Private Limited	0.83%	12,989.00	0.75%	4,971.00	0.00%	(2.00)	0.84%	4,969.00
Britchip Foods Limited	0.40%	6,209.00	-0.34%	(2,259.00)	0.00%	1.00	-0.38%	(2,258.00)
Britannia Employees General Welfare Association Private Limited	0.01%	84.00	0.00%	2.00	0.00%	-	0.00%	2.00

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

Name of the Entity	Net Assets		Share in Profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of Consol- dated Net Assets	Amount (INR)	As a % of consolidated profit or loss	Amount (INR)	As a % of consolidated other comprehensive income	Amount (INR)	As a % of total comprehensive income	Amount (INR)
Britannia Employees Medical Welfare Association Private Limited	0.01%	82.00	0.00%	4.00	0.00%	-	0.00%	4.00
Britannia Employees Educational Welfare Association Private Limited	0.01%	83.00	0.00%	2.00	0.00%	-	0.00%	2.00
<b>Foreign Subsidiaries</b>								
Leila Lands Senderian Bernhad	0.04%	570.44	0.09%	570.44	0.00%	-	0.10%	570.44
Island Horti-Tech Holding Pte. Ltd.	0.56%	8,704.38	0.03%	198.83	0.00%	-	0.03%	198.83
Leila Lands Ltd.	37.17%	582,535.80	22.43%	149,504.51	0.00%	-	25.19%	149,504.51
Naira Holdings Ltd.	0.50%	7,864.64	-0.19%	(1,245.61)	0.00%	-	-0.21%	(1,245.61)
Island Landscape & Nursery Pte. Ltd.	0.58%	9,041.28	0.05%	352.43	0.00%	-	0.06%	352.43
Restpoint Investments Ltd.	0.31%	4,925.35	0.00%	(6.90)	0.00%	-	0.00%	(6.90)
Innovative Organics Inc.	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Granum Inc.*	0.02%	388.93	0.00%	(26.39)	0.00%	-	0.00%	(26.39)
ABI Holdings Limited	1.71%	26,780.81	22.66%	150,980.79	0.00%	-	25.43%	150,980.79
Associated Biscuits International Limited	0.39%	6,103.37	16.70%	111,297.35	0.00%	-	18.75%	111,297.35
Britannia Brands Limited	0.49%	7,681.85	11.36%	75,694.04	0.00%	-	12.75%	75,694.04
Dowbiggin Enterprises Pte. Limited	5.52%	86,577.41	0.35%	2,365.24	19.63%	(14,285.44)	-2.01%	(11,920.20)
Nacupa Enterprises Pte. Limited	5.52%	86,573.09	0.35%	2,365.33	19.63%	(14,285.44)	-2.01%	(11,920.11)
Spargo Enterprises Pte. Limited	5.52%	86,594.09	0.35%	2,363.76	19.63%	(14,285.44)	-2.01%	(11,921.68)
Valletort Enterprises Pte. Limited	5.52%	86,576.85	0.35%	2,365.25	19.63%	(14,285.44)	-2.01%	(11,920.19)
Bannatyne Enterprises Pte. Limited	5.52%	86,507.54	0.35%	2,362.14	19.61%	(14,275.65)	-2.01%	(11,913.51)
Baymanco Investments Limited	8.45%	132,410.15	-0.01%	(34.60)	0.00%	-	-0.01%	(34.60)
Britannia and Associates (Mauritius) Private Limited	1.21%	19,003.00	0.00%	(8.70)	0.00%	-	0.00%	(8.70)

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

Name of the Entity	Net Assets		Share in Profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of Consoli- dated Net Assets	Amount (INR)	As a % of consolidated profit or loss	Amount (INR)	As a % of consolidated other comprehensive income	Amount (INR)	As a % of total comprehensive income	Amount (INR)
Britannia and Associates (Dubai) Private Co. Limited	1.08%	16,947.00	0.01%	74.00	0.00%	-	0.01%	74.00
Al Sallan Food Industries Co. SAOC	-0.17%	(2,624.00)	0.05%	353.00	0.00%	-	0.06%	353.00
Strategic Food International Co. LLC, Dubai	0.39%	6,054.00	0.05%	344.00	0.00%	-	0.06%	344.00
Strategic Brands Holding Company Limited	0.00%	1.00	0.00%	-	0.00%	-	0.00%	-
Britannia Dairy Holdings Private Limited	0.00%	(51.00)	0.00%	(4.00)	0.00%	-	0.00%	(4.00)
Britannia Nepal Private Limited	0.39%	6,039.00	0.13%	835.00	0.00%	-	0.14%	835.00
Britannia Bangladesh Private Limited	0.00%	35.00	0.00%	-	0.00%	-	0.00%	-
Britannia Egypt LLC.	0.01%	179.00	0.00%	20.00	0.00%	-	0.00%	20.00
Strategic Food Uganda Limited	0.01%	180.00	0.00%	7.16	0.00%	-	0.00%	7.16
Foreign currency translation reserve					-0.85%	617.00	0.10%	617.00
	<b>100%</b>	<b>1,567,420.99</b>	<b>100%</b>	<b>666,407.67</b>	<b>100%</b>	<b>(72,784.30)</b>	<b>100%</b>	<b>593,623.37</b>
Adjustment arising out of consolidation	-	(757,289.52)	-	(359,625.50)	-	76,325.14	-	(283,300.36)
Non-controlling interests in all subsidiaries	-	(179,468.53)	-	(90,822.00)	-	74.19	-	(90,747.81)
<b>Equity accounted investees</b>								
Cincinnati Investment & Trading Company Private Limited		7.16		(0.20)		0.85		0.65
Harvard Plantations Limited		1.61		(0.05)		-		(0.05)
Lima Investment & Trading Company Private Limited		7.01		(0.30)		0.85		0.55
Lotus Vinnyog Private Limited		98.76		(0.18)		22.88		22.70
Medical Microtechnology Limited		2.56		(0.62)		-		(0.62)
MSIL Investments Private Limited		6.08		(0.34)		0.03		(0.31)

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

Name of the Entity	Net Assets		Share in Profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of Consol- dated Net Assets	Amount (INR)	As a % of consolidated profit or loss	Amount (INR)	As a % of consolidated other comprehensive income	Amount (INR)	As a % of total comprehensive income	Amount (INR)
Nalanda Biscuits Company Limited		142.20		19.27		-		19.27
Placid Plantations Limited		1.56		(0.53)		-		(0.53)
Roshnara Investment & Trading Company Private Limited		6.84		(0.23)		0.85		0.62
"Shadhak Investment & Trading Private Limited"		6.94		(0.30)		0.85		0.55
Sunandaram Foods Private Limited		66.92		(38.82)		-		(38.82)
Go (Airlines) India Limited		(108,127.59)		(39,326.42)		39.42		
The Bombay Dyeing & Manufacturing Company Limited		142,895.23		(22,285.40)		33.21		(22,252.19)
<b>Total</b>		<b>665,778.22</b>		<b>154,326.05</b>		<b>3,713.95</b>		<b>197,327.02</b>

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

### 58 Impact of COVID-19

Go Airlines (India) Limited ('Go Airlines') has assessed the possible impact Of COVID-19 ('Covid') in the preparation of the financial statements.

Go Airlines witnessed impact of second wave of COVID and third wave of COVID during the year ended 31 March 2022, however the level of operations and revenues have substantially improved as compared to comparative year. With more aircrafts now being deployed, capacity utilisation has gone up from 15% approximately in May 2021 to approximately 40% in July 2021 to 85% approximately in March 2022 and to almost 95% of pre-COVID level till the date of signing these financial statements."

The number of flights all through the period from November 2020 to August 2021 were in the range of 133 flights per day, and somewhat lesser during the second wave of COVID during April 2021 and May 2021.

During November and December 2021, the number of flights are averaging at 275 to 295 per day with 300+ flights from 13 November 2021, thereby crossing the pre-COVID level of 288 flights per day. While the third wave of COVID led by Omicron variant impacted the operations in January 2022 and February 2022 with departures declining to 180 per day, the subsiding third wave has led to increase in operations in March 2022 with operations of 230 departures per day and currently operating with near to the pre COVID levels.

Further, scheduled operations have resumed from 27 March 2022, this is expected to improve further. The operations in April and May 2022 have since seen a substantial improvement and Go Airlines is operating daily around 285 flights.

During the COVID period the passenger demand and revenues got adversely impacted but Go Airlines seized the opportunity of ancillary revenue including cargo. The decision to self-handle cargo business has paid off as the monthly revenues have grown by more than 100% as compared to pre COVID level. Go Airlines has adopted a strategy of flying those routes that generate a positive contribution. It has taken several initiatives to enhance its presence in the industry such as being the first operator to have night flying in Jammu, being the first operator to fly international from Srinagar (Srinagar to Sharjah flight) and continues to expand at stations that are financially viable. During the financial year Go Airlines further enhanced its network by adding 3 new stations viz., Surat, Amritsar and Dehradun. This is also in line with the Ultra Low Cost Carriers (ULCC) plan to have higher focus on the leisure and non-metro stations.

The focus on costs optimisation continues to be even stronger as Go Airlines has re-negotiated contracts with all major lessors, suppliers and vendors. Deferral arrangements are either agreed or in advance stages of discussion with the lessors for payment of deferred lease rentals amounting to ₹ 167,719.00 lakhs, implemented automation tools to monitor fuel consumption, implemented new payment gateways thereby reducing collection costs by 50%, and substantially rationalised employee costs through variable pay structures. With several cost savings and cost optimisation initiatives Go Airlines has been able to record the lowest operating cost per available seat kilometer.

The average age of the fleet is 3.4 years. Go Airlines as at 31 March 2022 has 90% of its operating fleet as NEO (New Engine Option) which is 20% more fuel efficient than the erstwhile CEO fleet (Classic Engine Option). A single homogeneous fleet gives significant advantage on the pilot, engineering, training and other operational costs.

With COVID impact on a decline and vaccinations count increasing and relaxation of earlier mandatory COVID norms, the load factor has improved from 65% in November 2020 to 78% in November 2021 to 80% in March 2022.

During the financial year ended 31 March 2022, Go Airlines has taken delivery of 6 new A320 NEOs. Furthermore, these aircraft have been on improved SLB lease rent factor terms. The benefit of these have already been captured in the improvement in the cost of ownership. This cost is expected to further improve for the deliveries of Aircraft in the year ending 31 March 2023, based on the SLB terms already finalised and signed off for the 9 aircrafts, expected to be delivered by March 2023.



**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**59 Additional regulatory information required by Division II Schedule III of the Act****a) Details of benami property**

The Group does not hold any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Further, no proceedings have been initiated or pending against the Corporation for holding any benami property under the act and rules mentioned above.

**b) Borrowing secured against current assets**

The Group has sanctioned borrowings and financing facilities from banks on the basis of security of current assets. The quarterly returns or statements of current assets are duly filed by the Corporation with banks on regular basis and the required reconciliation is presented below.

Details pertaining to Holding Company are given below

Quarter ended	Particulars	Amount as per books of account of the Corporation	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material discrepancies
31 March 2022	Trade receivables *	4,687.78	4,670.70	17.08	1. In case of trade receivables, outstanding trade receivables for more than 180 days are not considered for the purpose of DP statement.
	Inventory	5,240.50	5,177.08	63.42	
31 December 2021	Trade receivables *	4,054.95	4,381.73	(326.78)	
	Inventory	5,506.84	5,402.19	104.65	
30 September 2021	Trade receivables *	4,927.35	5,166.12	(238.77)	2. Biological assets other than bearer plants are not considered in the calculation of inventory.
	Inventory	5,662.63	5,610.44	52.19	
30 June 2021	Trade receivables *	4,041.49	4,260.50	(219.01)	
	Inventory	7,066.48	6,977.92	88.56	

Quarter ended	Particulars	Amount as per books of account of the Corporation	Amount as reported in the quarterly return / statement	Amount of difference	Reason for material discrepancies
31 March 2021	Trade receivables *	4,323.33	4,489.11	(165.78)	1. In case of trade receivables, outstanding trade receivables for more than 180 days are not considered for the purpose of DP statement.
	Inventory	5,960.61	5,954.28	6.33	
31 December 2020	Trade receivables *	4,389.65	4,543.84	(154.19)	
	Inventory	4,249.34	4,085.51	163.83	
30 September 2020	Trade receivables *	3,600.23	3,614.04	(13.81)	2. Biological assets other than bearer plants are not considered in the calculation of inventory.
	Inventory	4,130.49	4,087.24	43.25	
30 June 2020	Trade receivables *	3,165.31	3,637.05	(471.74)	
	Inventory	5,321.68	5,262.42	59.26	

\* Represents gross trade receivables

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(₹ in Lakhs, unless otherwise stated)

### Note:

Corporation is not required to submit details in relation to Tanzania branch, vending division and real estate division to the bank. Accordingly, such details are not included above. Further, Corporation is also not required to submit details of current assets, other than inventory and trade receivables, in the Drawing Power ('DP') statement.

#### c) Wilful defaulter

The Group has not been declared wilful defaulter by any bank or financial institution or any other lender.

#### d) Relationship with struck off companies

No entity in the group has any relationship and transactions with struck off companies under Section 248 of the Act or Section 560 of Companies Act, 1956 during the current year and prior year, which has any outstanding balance as at respective year-end.

#### e) Compliance with number of layers of companies

Each company in the Group has complied with the number of layers prescribed under section 2(87) of the Act.

#### f) Compliance with approved scheme of arrangements

The Group has not entered into any scheme of arrangement in terms of section 230 to 237 of the Act for the year ended 31 March 2022 and 31 March 2021.

#### g) Utilisation of borrowed funds and share premium

The Group has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) to any other person or entity, including foreign entity ('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 by or on behalf of the Corporation ('Ultimate Beneficiaries') or
- b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Group has not received any fund from any person or entity, including foreign entity ('Funding Party') with the understanding (whether recorded in writing or otherwise) that the Group shall:

- a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or
- b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries."

#### h) Undisclosed income

No income has been surrendered or disclosed as income during the current and previous year.

#### i) Details of crypto currency or virtual currency

The Group has not traded or invested in crypto currency or virtual currency during the current and previous year.

- 60 As per the transfer pricing rules, the Group has examined international transactions and documentation in respect thereof to ensure compliance with the said rules. The management does not anticipate any material adjustments with regard to the transactions involved.

**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS**

(₹ in Lakhs, unless otherwise stated)

**61 Authorisation of standalone financial statements**

The consolidated financial statements as at and for the year ended 31 March 2022 were approved by the Board of Directors on 14 July 2022.

**62 Other matters**

Comparative figures have been regrouped, reclassified and rearranged wherever necessary, to conform to current year's presentation.

These are the significant accounting policies and other explanatory information referred to in our report of even date

For **Walker Chandiok & Co LLP**

*Chartered Accountants*

Firm's Registration No: 001076N/N500013

**Adi P. Sethna**

*Partner*

Membership No: 108840

For and on behalf of the Board of Directors

**The Bombay Burmah Trading Corporation, Limited**

CIN: L99999MH1863PLC000002

**Ness Wadia**

*Managing Director*

*DIN : 00036049*

**Rajesh Batra**

*Director*

*DIN : 00020764*

**Dr. Yashwant S P Thorat**

*Director*

*DIN : 00135258*

**Sanjay Kumar Chowdhary**

*Company Secretary*

**Nusli N Wadia**

*Chairman*

*DIN : 00015731*

**Dr. Minnie Bodhanwala**

*Director*

*DIN : 00422067*

**Vineesh Kumar Jairath**

*Director*

*DIN : 00391684*

**N H Datanwala**

*Chief Financial Officer*

Place : Mumbai

Dated : 14 July, 2022

FORM AOC - 1  
Statement under Section 129(3) of the Companies Act, 2013 as at 31 March, 2022

Part A: Subsidiaries

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (closing rate)	Exchange Rate (average rate)	Equity Share Capital *	Other equity *	Total Assets (including investments) *	Total Liabilities (excluding shareholders funds) *	Investments (except investment in subsidiaries) *	Turnover (revenue from operations + other income) #	Profit Before Tax #	Provision for Tax #	Profit After Tax #	Proposed Dividend #	% Of Shareholding
1	Afco Industrial & Chemicals Ltd.	INR	1.00	1.00	76.05	(59.12)	122.16	105.23	75.47	0.24	(38.20)	-	(38.20)	-	100
2	DPI Products & Services of India Ltd.	INR	1.00	1.00	20.00	244.88	335.82	70.94	233.73	35.33	31.41	2.06	29.35	-	100
3	Sea Wind Investment & Trading Co. Ltd.	INR	1.00	1.00	9,865.98	62.51	11,488.44	1,559.94	9,814.36	322.59	1.10	8.35	(7.25)	-	100
4	Subham Viniyog Pvt. Ltd.	INR	1.00	1.00	40.00	(20.77)	42.28	23.04	3.16	0.02	(1.51)	-	(1.51)	-	100
4	Britannia Industries Limited	INR	1.00	1.00	0.24	25.34	75.16	41.56	17.62	143.59	20.78	5.62	15.16	-	100
5	Boribunder Finance and Investments Private Limited	INR	1.00	1.00	267	(145.48)	124.04	2.42	-	0.64	0.00	0.45	(0.44)	-	100
6	Britannia Dairy Private Limited	INR	1.00	1.00	578	12,411.00	18,865.00	5,876.00	10,624.00	35,308.00	6,357.00	1,386.00	4,971.00	-	100
7	Britannia Employees' Educational Welfare Association Private Limited	INR	1.00	1.00	18	66.36	103.05	19.18	-	4.27	3.82	1.29	2.53	-	
8	Britannia Employees' General Welfare Association Private Limited	INR	1.00	1.00	18	66.15	103.07	19.42	-	3.93	3.48	1.24	2.24	-	
9	Britannia Employees' Medical Welfare Association Private Limited	INR	1.00	1.00	18	64.49	99.96	17.47	0.40	3.68	3.23	(0.50)	3.73	-	

₹ in Lakh

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (closing rate)	Exchange Rate (average rate)	Equity Share Capital *	Other equity *	Total Assets (including investments) *	Total Liabilities (excluding shareholders funds) *	Investments (except investment in subsidiaries) *	Turnover (revenue from operations + other income) #	Profit Before Tax #	Provision for Tax #	Profit After Tax #	Proposed Dividend #	% Of Shareholding
10	Flora Investments Company Private Limited	INR	1.00	1.00	28	231.34	274.91	15.14	-	11.93	11.61	2.94	8.67	-	100.00
11	Ganges Vally Foods Private Limited	INR	1.00	1.00	2,591	(1,796.34)	813.09	18.77	-	109.90	(24.62)	-	(24.62)	-	98.87
12	Gilt Edge Finance and Investments Private Limited	INR	1.00	1.00	25	242.18	280.39	13.24	-	12.70	12.19	3.11	9.08	-	100.00
13	International Bakery Products Limited	INR	1.00	1.00	145	2,073.54	7,228.91	5,010.37	12.60	32,703.84	334.15	81.04	253.11	-	100.00
14	J B Mangharam Foods Private Limited	INR	1.00	1.00	45	1,083.43	7,119.49	5,991.03	0.26	29,419.37	522.54	148.66	373.88	-	100.00
15	Manna Foods Private Limited	INR	1.00	1.00	488	2,786.05	7,847.43	4,573.88	15.98	37,325.98	1,190.83	289.88	900.95	-	100.00
16	Sunrise Biscuit Company Private Limited	INR	1.00	1.00	1,420	1,287.89	3,491.67	783.82	-	1,642.27	47.65	(112.45)	160.10	-	99.16
17	Britchip Foods Limited	INR	1.00	1.00	15,000	(8,791.00)	8,538.00	2,329.00	-	3,097.00	(2,259.00)	-	(2,259.00)	-	60.00
18	Britannia Nepal Private Limited	NPR	0.62	0.62	5,497	478.97	7,530.75	1,555.21	-	9,821.15	943.52	171.97	771.55	-	100.00
19	Britannia Bangladesh Private Limited	TK	0.88	0.87	36	(5.88)	36.13	6.02	-	-	-	-	-	-	100.00
20	Al Sallan Food Industries Company SAOC	OMR	196.86	193.40	3,937	(6,561.46)	8,164.65	10,788.83	-	19,753.19	353.14	-	353.14	-	65.46
21	Strategic Food International Co. LLC.	AED	20.32	20.28	3,961	5,893.51	22,926.11	13,071.18	-	37,815.12	344.36	-	344.36	-	100.00
22	Britannia and Associates (Dubai) Private Company Limited	USD	75.79	74.50	18,816	(1,868.99)	23,372.35	6,425.13	-	208.88	74.25	-	74.25	-	100.00
23	Britannia and Associates (Mauritius) Private Limited	USD	75.79	74.50	18,472	529.01	25,088.99	6,087.77	-	84.71	(10.68)	-	(10.68)	-	100.00

# The Bombay Burmah Trading Corporation, Limited

₹ in Lakh

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (closing rate)	Exchange Rate (average rate)	Equity Share Capital *	Other equity *	Total Assets (including investments) *	Total Liabilities (excluding shareholders funds) *	Investments (except investment in subsidiaries) *	Turnover (revenue from operations + other income) #	Profit Before Tax #	Provision for Tax #	Profit After Tax #	Proposed Dividend #	% Of Shareholding
24	Britannia Dairy Holdings Private Limited	USD	75.79	74.50	5,619	(5,653.74)	0.19	35.44	-	-	(5.03)	-	(5.03)	-	100.00
25	Strategic Brands Holding Company Limited	USD	75.79	74.50	0	0.31	4.31	3.79	-	-	-	-	-	-	100.00
26	Britannia Egypt LLC.	EGP	4.14	4.71	161	17.30	214.09	35.39	-	245.53	36.70	8.26	28.44	-	100.00
27	Strategic Foods Uganda Ltd	US\$	0.02	0.02	198	(7.22)	231.70	40.71	-	65.76	(7.16)	-	(7.16)	-	100.00
28	Vasna Agrex and Herbs Private Limited	INR	1.00	1.00	1	(1,056.44)	0.90	1,056.34	-	0.47	0.37	-	0.37	-	100.00
29	Snacko Bisc Private Limited	INR	1.00	1.00	2,552	(4,206.08)	0.76	1,654.76	-	0.47	0.37	-	0.37	-	100.00
30	Leila Lands Senderian Berhad	RM	18.03	17.83	8,492	42,588	51,083	2	-	634	578	-	578	2,954	100
31	Island Horti-Tech Holding Pte. Ltd.	SGD	54.33	54.33	1,087	7,618	8,753	49	-	233	217	18	198	-	100
32	Leila Lands Ltd.	USD	73.24	73.24	0	351,948	683,594	331,646	-	154,655	149,484	-	149,484	-	100
33	Naira Holdings Ltd.	USD	73.24	73.24	732	15,552	39,898	23,614	-	186	(1,242)	-	(1,242)	-	100
34	Island Landscape & Nursery Pte. Ltd.	SGD	54.33	54.33	1,195	5,329	8,793	2,269	-	6,829	440	88	352	-	100
35	Respoint Investments Ltd.	USD	73.24	73.24	1	4,924	4,927	2	-	-	(7)	-	(7)	-	100
36	Innovative Organics Inc.	USD	73.24	73.24	-	-	-	-	-	-	-	-	-	-	-
37	Granum Inc.	USD	73.24	73.24	-	389	397	8	-	363	(29)	(3)	(26)	-	-
38	ABI Holdings Limited	GBP	99.46	100.07	4,969	21,812	26,789	8	-	150,987	150,981	-	150,981	151,337	100
39	Associated Biscuits International Ltd.	GBP	99.46	100.07	1,591	4,512	6,204	101	-	122,556	122,106	10,809	111,297	149,043	100
40	Britannia Brands Limited	GBP	99.46	100.07	0	7,682	7,696	14	-	75,701	75,694	-	75,694	75,669	100
41	Dowbiggin Enterprises Pte. Limited	SGD	54.33	54.33	267	86,310	86,583	5	-	2,789	2,783	418	2,365	2,325	100

₹ in Lakh

Sr. No.	Name of Subsidiary	Reporting Currency	Exchange Rate (closing rate)	Exchange Rate (average rate)	Equity Share Capital *	Other equity *	Total Assets (including investments) *	Total Liabilities (excluding shareholders funds) *	Investments (except investment in subsidiaries) *	Turnover (revenue from operations + other income) #	Profit Before Tax #	Provision for Tax #	Profit After Tax #	Proposed Dividend #	% Of Shareholding
42	Nacupa Enterprises Pte. Limited	SGD	54.33	54.33	267	86,306	86,578	5	-	2,789	2,783	418	2,365	2,325	100
43	Spargo Enterprises Pte. Limited	SGD	54.33	54.33	267	86,327	86,589	5	-	2,790	2,783	420	2,364	2,325	100
44	Vallertort Enterprises Pte. Limited	SGD	54.33	54.33	267	86,310	86,582	5	-	2,789	2,783	418	2,365	2,325	100
45	Bamatyne Enterprises Pte. Limited	SGD	54.33	54.33	258	86,249	86,513	5	-	2,787	2,780	418	2,362	2,325	100
46	Baymanco Investments Limited	USD	73.24	73.24	1	1,544	126,820	125,275	-	5,226	5,195	4	5,191	-	100

+ Represents Contribution

\* Converted using closing exchange rate.

# Converted using average exchange rate.

Part B: Associates

₹ in Lakh

Sr. No.	Name of Associates / Joint Ventures	Latest Audited Balance Sheet Date	Shares of Associates held by the Corporation at Year End				Network attributable to Shareholding as per latest audited Balance Sheet	Profit / Loss For The Year		Description of how there is significant influence	Reason why the associate/ joint venture is not consolidated
			Share Type	Nos.	Amount of Investment in Associates/ JV (₹)	Holding (%)		Considered in Consolidation	Not Considered in Consolidation		
1	Lima Investment And Trading Company Private Limited	31-03-2022	Equity	4,999	4.99	50.00%	7.01	(0.30)	(0.29)	Associate	N.A.
2	Roshnara Investment And Trading Company Private Limited	31-03-2022	Equity	4,999	4.99	50.00%	6.84	(0.23)	(0.22)	Associate	N.A.
3	Cincinnati Investment And Trading Company Private Limited	31-03-2022	Equity	4,999	4.99	50.00%	7.16	(0.20)	(0.20)	Associate	N.A.
4	Lotus Viniyog Private Limited	31-03-2022	Equity	2,44,491	24.45	50.00%	98.76	(0.18)	(0.18)	Associate	N.A.
5	Shadhak Investments And Trading Private Limited *	31-03-2022	Equity	49,990	4.99	50.00%	6.94	(0.30)	(0.29)	Associate	N.A.
6	MSL Investments Private Limited *	31-03-2022	Equity	4,999	4.99	50.00%	6.08	(0.34)	(0.34)	Associate	N.A.
7	Medical Microtechnology Limited *	31-03-2022	Equity	75,000	7.50	50.00%	2.56	(0.62)	(0.61)	Associate	Insignificant
8	Harvard Plantations Limited *	31-03-2022	Equity	4,751	4.75	50.00%	1.61	(0.06)	(0.05)	Associate	N.A.
9	Placid Plantations Limited *	31-03-2022	Equity	4,751	4.75	50.00%	1.56	(0.53)	(0.53)	Associate	N.A.
10	The Bombay Dyeing and Manufacturing Company Limited*	31-03-2022	Equity	9,15,89,933	65,004.48	44.35%	1,42,895.23	(22,285.40)	(27,963.53)	Associate	N.A.
11	Go Airlines (India) Limited	31-03-2022	Equity	7,25,84,916	94,793.52	32.61%	(1,08,127.59)	(39,326.42)	(1,41,081.58)	Associate	N.A.
11	Klassik Foods Private Limited (@)	31-03-2022	Equity	-	-	-	-	-	-	Voting Power	N.A.
12	Nalanda Biscuits Company Limited	31-03-2022	Equity	87,500	28.08	35%	142.20	19.27	35.78	Voting Power	N.A.
13	Sundaram Foods Private Limited	31-03-2022	Equity	4,59,800	1,450.00	26%	66.92	(38.82)	(110.48)	Voting Power	N.A.

\* Through wholly owned subsidiary

@ During the year ended 31 March 2021, the Company sold equity shares held in Klassik Foods Private Limitd and does not hold any stake in the entity as at the balance sheet date



## NOTES

[illegible]

## NOTES

[illegible]



THE WADIA GROUP



**Bombay Burmah**

SINCE 1863



SINCE 1918



SINCE 1879



SINCE 2011



SINCE 2005



SINCE 1954

## CERTIFICATIONS



THE WADIA GROUP

The Group has scaled great heights in innovation and entrepreneurship, inspired by the centuries-old legacy of goodwill and trust. The British Coat of Arms, granted to Nowrosjee Wadia, symbolises this legacy and the Wadia Group's commitment to advancement and innovation.

The crest is a representation of the Group, its philosophy, beliefs and businesses.

The crest and base of the shield represent the family origins in the shipbuilding industry during the 1700s. The middle and upper parts of the shield depict the Group's interest in cotton growing and its links with England in the form of the Lancastrian rose. The hand holding the hammer atop the shield signifies industriousness, together with workmanship and skill. The sun that surrounds the hand stands for global recognition and merit.

The moto, IN DEO FIDE ET PERSEVERANTIA means 'Trust in God and Perseverance'.