

Independent Auditor's Report

To the Members of
DSM Fresh Foods Private Limited

Report on the audit of the Financial Statements

We have audited the financial statements of **DSM FRESH FOODS PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and the statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its loss and its cash flows for the year ended on that date.

Basis for Opinion

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

Information Other than the Financial Statements and Auditors' Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, for example, Board's Report including Annexures to Board's Report but does not include the financial statements and our auditors' report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect



to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. but not for the purpose of expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures,



and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in

- i. planning the scope of our audit work and in evaluating the results of our work; and
- ii. to evaluate the effect of any identified misstatements in the financial statements.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report 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.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representations received from the directors as on 31st March, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 'B'.



- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended. the provisions of section 197 read with schedule V to the Companies Act relating to managerial remuneration are not applicable to the Company.
- (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, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company did not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including any derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether,
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, 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 that we have considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. No dividend has been declared or paid during the year by the Company.

For **B R Maheswari & Co. LLP**
Chartered Accountants
Firm's Registration No. 001035N/N500050


Akshay Maheswari
Partner

Membership No. 504704

Place: Gurugram

Date: 29th September 2023

UDIN: 23504704BGQJDT6477



Annexure 'A' to the Independent Auditors' Report

Referred to in Paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date)

- i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property plant and equipment.

(B) The Company has maintained proper records showing full particulars of Intangible assets.
- (b) The tangible assets owned by the Company and forming part of the Property, Plant and Equipment, have been physically verified by the management during the previous year. According to the information and explanation given to us, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of Property, Plant and Equipment is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The Company does not have any immovable properties, and accordingly, reporting under clause 3(i)(c) of the Order is not applicable.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Accordingly, the provisions of clause 3(i)(d) of the Order are not applicable.
- (e) There are no proceedings that 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, the provisions of clause 3(i)(e) of the Order are not applicable.
- ii) (a) In our opinion, the management has conducted physical verification of inventory at reasonable interval during the year and no material discrepancies between physical inventory and books records were noticed on physical verification.
- (b) According to the information and explanations given to us and on the basis of our examination of the records. The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets, and accordingly clause 3(ii)(b) of the order is not applicable.
- iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties for the financial year 2022-23, and accordingly clause 3(iii)(a), (b), (c), (d), (e) and (f) of the Order are not applicable.
- iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any loans, investments, guarantees and security which are covered under the provisions of section 185 and 186 of the Act. Accordingly, reporting under paragraph 3 (iv) of the Order is not applicable
- v) In our opinion and according to the information and explanations given to us, the Company has neither accepted any deposits nor the amounts which are deemed to be deposits during the year. Further, the Company had no unclaimed deposits at the beginning of the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the



provisions of clause 3(v) of the Order are not applicable.

vi) The provisions of sub-section (1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable to the Company

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 to the appropriate authorities, except for the delay in a few cases pertaining to payment of TDS Liability. Undisputed amounts payable in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable, are as follows:

Name of statute	Nature of the dues	Outstanding for more than 6 months as on Mar 31,2023.			Payment	Remarks
		Amount (₹ Thousands)	Period	Due Date	Amount (₹ Thousands)	
TDS	TDS Payable	2,733.25	April 1, 2021 to Aug 31, 2022	May 7,2021 to September 7, 2022	Not Paid	To be paid by the company

(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.

viii) (a) In our opinion and according to the information and explanations given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed, as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the Order are not applicable.

(ix) (a) According to the information and explanations given to us and on the basis of our audit procedures and on an overall examination of the financial statements of the Company, we report that the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon;

(b) the Company has not been declared willful defaulter by any bank or financial institution or any government or any government authority;

(c) the Company did not have any term loan outstanding during the year and accordingly clause 3(ix) (c) of the Order is not applicable.

(d) no funds were raised on short-term basis by the Company which were utilized for long-term purposes.

(e) the Company did not take any fund from any entity or person on account of or to meet the obligation of its associates, subsidiaries or joint venture and hence clause 3(ix)(e) of the Order is not applicable to the




Company.

- (f) the Company did not raise any loans during the year on the pledge of securities in its subsidiaries or associates or joint ventures, hence clause 3(ix)(f) is not applicable.
- (x) (a) According to the information and explanations given to us and on the basis of our audit procedures and on an overall examination of the financial statements of the Company, we report that the Company has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause 3 (x) (a) of the Order are not applicable to the Company
- (b) the Company has made private placement of Compulsory Convertible Preference shares (CCPS). In our opinion, the Company has complied with the requirement of Section 42 and Section 62 of the Act and the Rules framed there under. Further, in our opinion, the funds so raised have been used for the General Corporate purposes for which the funds were raised.
- (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 sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 (as amended) with the Central Government, during the year and up to the date of this report.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi company and hence, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, all transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
- (xiv) In our opinion and based on our examination, the Company does not have an internal audit system and is not required to have an internal audit system as per provisions of the Companies Act 2013. Accordingly, clause 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with director/s or persons connected with the director/s. under section 192 of the Companies Act 2013. Accordingly, provisions stated in paragraph 3(xv) of the Order are not applicable to the Company
- (xvi) (a) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, provisions of clause 3 (xvi) (a) of the order are not applicable.



- (b) The Company has not conducted non-banking financial or housing finance activities during the year. Accordingly, provisions of clause 3 (xvi) (b) of the order are not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, provisions of clause 3(xvi)(c) of the Order are not applicable.
- (d) Based on the information and explanations provided by management, Company is not part of any Group which has one or more CIC's as part of Group.
- (xvii) The Company has incurred cash losses during the current financial year as well as during the immediately preceding financial year also.
- (xviii) There has been resignation of the statutory auditors during the year, however there were no objection, issues or concern raised by outgoing auditor.
- (xix) According to the information and explanations given to us and based on our examination of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report and the Company is 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.
- (xx) The provisions of Section 135 of the Companies Act 2013 are not applicable to the Company. Accordingly, provisions of clause 3 (xx) (a) and (b) of the Order are not applicable.
- (xxi) The Company does not have any associate companies, joint ventures or subsidiaries at the reporting date and hence no consolidated financial statements are required to be prepared. Accordingly, clause (xxi) of the Order is not applicable.

For **B R Maheswari & Co LLP**
Chartered Accountants
Firm's Registration No: 001035N/N500050


Akshay Maheswari
Partner

Membership No. 504704

Place: Gurugram

Date: 29th September 2023

UDIN: 23504704BGQJDT6477



Annexure 'B' to the Independent Auditors' Report

(Referred to in Paragraph 1(f) under the heading "Report on other legal and regulatory requirements" of our report of even date)

Report on the Internal Financial Controls under clause (i) of sub section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of DSM Fresh Foods Private Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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



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

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Chartered Accountants

Firm's Registration No: 001035N/N500050

Akshay Maheshwari

Partner

Membership No. 504704

Place: Gurugram

Date: 29th September 2023

UDIN: 23504704BGQJDT6477



DSM Fresh Foods Private Limited
CIN: U52203DL2015PTC280514
Balance sheet as at 31 March 2023
(All amounts in '000' unless otherwise stated)

Particulars	Notes	As at 31 March 2023	As at 31 March 2022
Equity and liabilities			
Shareholders' funds			
Share capital	3	848.68	823.38
Reserves and surplus	4	142,544.01	9,379.87
		<u>143,392.69</u>	<u>10,203.25</u>
Non-current liabilities			
Long-term borrowings	5	1.80	-
Long-term provisions	6	1,354.30	1,319.76
		<u>1,356.10</u>	<u>1,319.76</u>
Current liabilities			
Short-term borrowings	7	20,678.02	8,720.47
Trade payables	8	42.80	-
Total outstanding dues of micro enterprises and small enterprises		27,209.27	77,473.50
Total outstanding dues of creditors other than micro enterprises and small enterprises		7,577.00	8,137.79
Other current liabilities	9	30.22	25.01
Short-term provisions	6	55,537.32	94,356.77
		<u>200,286.11</u>	<u>105,879.78</u>
Assets			
Non-current assets			
Property, plant and equipment	10	12,473.83	5,806.66
Tangible assets	10	6.54	7.98
Intangible assets	11	88,108.75	-
Deferred Tax Asset	12	807.91	2,878.46
Long-term loans and advances		<u>101,397.03</u>	<u>8,693.10</u>
Current assets			
Inventories	13	452.50	115.67
Trade receivables	14	43,930.02	82,036.15
Cash and bank balances	15	3,057.28	6,397.95
Short-term loans and advances	12	51,449.28	8,636.92
		<u>98,889.09</u>	<u>97,186.68</u>
		<u>200,286.11</u>	<u>105,879.78</u>

The summary of significant accounting policies and other explanatory information form an integral part of these financial statements.
This is the balance sheet referred to in our report of even date.

For B R Maheswari & Co LLP

Chartered Accountants

Firm Registration No.: 001035N/N500050

Akshay Maheswari
Partner

Membership No.: 504704

Place : Gurugram

Date : 29th September 2023



**For and on behalf of the Board of Directors of
DSM Fresh Foods Private Limited**

Deepanshu Manchanda
Managing director
DIN: 07108044

Mohammad Arif Khan
Director
DIN: 06590634

DSM Fresh Foods Private Limited

CIN: U52203DL2015PTC280514

Statement of profit and loss for the year ended 31 March 2023

(All amounts in '000' unless otherwise stated)

Particulars	Notes	Year ended 31 March 2023	Year ended 31 March 2022
Revenue			
Revenue from operations	16	561,255.54	564,285.95
Other income	17	329.30	-
Total revenue		561,584.84	564,285.95
Expenses			
Cost of materials consumed	18	411,622.82	432,749.39
Changes in inventories of finished goods	19	336.83	380.22
Employee benefits expense	20	9,890.02	10,372.86
Finance costs	21	2,461.64	1,017.24
Depreciation and amortisation expense	9	3,478.74	2,093.25
Other expenses	22	110,897.32	149,734.69
Total expenses		538,013.70	596,347.65
Profit/Loss before Tax		23,571.14	32,061.70
Tax expense			
Current tax		88,108.75	-
Deferred tax	10	111,679.89	32,061.70
Profit/Loss after tax			
Earnings per equity share	23		
Face value of share ₹ 10 (31 March 2022: ₹ 10)		7,961.21	2,285.55
Basic (in Rs.)		5,318.37	1,547.45
Diluted (in Rs.)			

The summary of significant accounting policies and other explanatory information form an integral part of these financial statements.
This is the statement of profit and loss referred to in our report of even date.

For B R Maheswari & Co LLP

Chartered Accountants

Firm Registration No.: 001035N/N500050

Akshay Maheshwari

Partner

Membership No.: 504704

Place : Gurugram

Date : 29th September 2023



For and on behalf of the Board of Directors of
DSM Fresh Foods Private Limited

Deepanshu Manchanda

Managing director

DIN: 07108044

Mohammad Arif Khan

Director

DIN: 06590634

DSM Fresh Foods Private Limited

CIN: U52203DL2015PTC280514

Cash flow statement for the year ended 31 March 2023

(All amounts in '000' unless otherwise stated)

Particulars	Notes	Year ended 31 March 2023	Year ended 31 March 2022
A. Cash flows from operating activities		23,571.14	32,061.70
Net loss before tax		-	-
Adjustments:		3,478.74	2,093.25
Depreciation and amortisation expense		-	7,717.19
Provision for doubtful debts/ advances		2,461.64	1,017.24
Interest expenses		5,601.39	8,848.97
Assets/ advances written off		-	1,037.33
Lease equalisation reserve		-	-
		<u>35,112.90</u>	<u>13,422.38</u>
Operating loss before working capital changes		-	-
Adjustments for movement in :		50,221.43	17,667.67
Increase/(decrease) in trade payables		560.78	1,493.43
Increase/(decrease) in other current liabilities		39.76	216.61
Increase/(decrease) in provisions		336.83	380.22
Decrease/(increase) in inventories		38,106.13	32,807.00
Decrease/(increase) in trade receivables		48,413.76	1,345.35
Decrease/(increase) in short-term loans and advances		2,070.55	485.00
Decrease/(increase) in long-term loans and advances		24,203.46	25,074.32
Cash used in operating activities		<u>24,203.46</u>	<u>25,074.32</u>
Income taxes paid		-	9.98
Cash used in operating activities		<u>24,203.46</u>	<u>25,084.29</u>
Direct taxes paid		-	-
Net cash used in operating activities (A)		-	-
B. Cash flows from investing activities		10,144.47	186.01
Purchase of property, plant and equipment (including capital advances and capital creditors)		-	-
Redemption of/ (investment in) deposits with banks having original maturity of more than three months (net)		-	-
Interest received		<u>10,144.47</u>	<u>186.01</u>
Net cash flow from/ (used in) investing activities (B)		-	-
C. Cash flows from financing activities		20,082.55	17,780.60
Proceeds from issue of equity shares and 0.01% compulsory convertible preference shares		1,428.80	-
Proceeds from issue of 0.1% compulsory convertible debentures		-	678.65
Proceeds from Sale of property, plant and equipment		11,957.55	8,720.47
Repayment of short-term borrowings (net)		2,461.64	1,017.24
Interest paid		<u>31,007.26</u>	<u>26,162.48</u>
Net cash flow from/ (used in) financing activities (C)		-	-
Net increase/ (decrease) in cash and cash equivalents (A+B+C)		3,340.67	892.18
Cash and cash equivalents as at the beginning of the year		6,397.95	5,505.77
Cash and cash equivalents as at the end of the year		<u>3,057.28</u>	<u>6,397.95</u>



D. Prakash

DSM Fresh Foods Private Limited
CIN: U52203DL2015PTC280514
Cash flow statement for the year ended 31 March 2023
(All amounts in '000' unless otherwise stated)

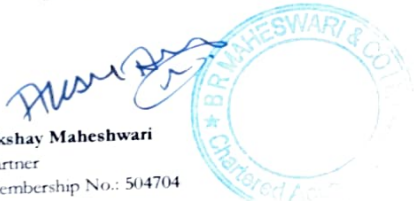
Notes:

- 1 The above cash flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 on 'Cash Flow Statements'
2 Cash and cash equivalents at the end of the year include:

	<u>As at</u> <u>31 March 2023</u>	<u>As at</u> <u>31 March 2022</u>
Balances with bank	2,855.86	5,284.06
- in current accounts	201.42	1,113.89
Cash on hand		
	<u>3,057.28</u>	<u>6,397.95</u>

Significant accounting policies and other explanatory information
The summary of significant accounting policies and other explanatory information form an integral part of these financial statements.
This is the cash flow statement referred to in our report of even date.

For **B R Maheswari & Co LLP**
Chartered Accountants
Firm Registration No.: 001035N/N500050



Akshay Maheshwari
Partner
Membership No.: 504704
Place : Gurugram
Date : 29th September 2023

For and on behalf of the Board of Directors of
DSM Fresh Foods Private Limited

Deepanshu Manchanda
Managing director
DIN: 07108044

Mohammad Arif Khan
Director
DIN: 06590634

	As at 31 March 2023		As at 31 March 2022	
	Number	Amount	Number	Amount
3 Share capital				
Authorised				
Equity shares of ₹ 10 each	100,000	1,000.00	100,000	1,000.00
0.0001% Compulsory Convertible Preference Shares of ₹ 100 each	100,000	10,000.00	100,000	10,000.00
0.001% Compulsory Convertible Preference Shares of ₹ 100 each	800	80.00	354	35.40
	<u>200,800</u>	<u>11,080.00</u>	<u>200,354</u>	<u>11,035.40</u>
Issued, subscribed and fully paid up shares				
Equity shares of ₹10 each	14,028	140.28	14,028	140.28
0.0001% compulsory convertible preference shares of ₹ 100 each	6,607	660.70	6,607	660.70
0.001% Compulsory Convertible Preference Shares of ₹ 100 each	477	47.70	224	22.40
Total	<u>21,112</u>	<u>848.68</u>	<u>20,859</u>	<u>823.38</u>

a) Reconciliation of shares and amount outstanding at the beginning and at the end of the reporting period:

Equity shares				
Balance at the beginning of the reporting period	14,028	140.28	14,028	140.28
Add: issued during the year				
Balance at the end of the reporting period	<u>14,028</u>	<u>140.28</u>	<u>14,028</u>	<u>140.28</u>
0.0001% Compulsory Convertible Preference Shares				
Balance at the beginning of the year	6,607	660.70	6,607	6,607.00
Add: Issued during the year				
Balance at the end of the year	<u>6,607</u>	<u>660.70</u>	<u>6,607</u>	<u>6,607.00</u>
0.001% Compulsory Convertible Preference Shares				
Balance at the beginning of the year	224	22.40		
Add: Issued during the year	253	25.30	224	22.40
Balance at the end of the year	<u>477</u>	<u>47.70</u>	<u>224</u>	<u>22.40</u>

b) Terms/rights

i) Equity shares

The Company has one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. All shareholders are equally entitled to dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts, in the proportion of their shareholding.

ii) 0.0001% Compulsory Convertible Preference Shares ('0.0001% CCPS')

During the year ended 31 March 2023, the Company has issued Nil. (previous year : Nil.) 0.0001% CCPS (face value of ₹ 100 each) at ₹ Nil (previous year : ₹ Nil). Unless converted earlier in accordance with the terms, the tenure of the 0.0001% CCPS shall be 20 years from the date of allotment thereof. The 0.0001% CCPS carry a pre-determined dividend rate of 0.0001% p.a. Such dividend is cumulative and shall accrue from year to year, whether or not declared for such year. Also, if in any financial year, the board proposes distribution of profits as dividends to the equity shareholders, then the holders of the 0.0001% CCPS shall also be entitled to dividend which shall be equivalent to the dividend that it would have been entitled to, had such 0.0001% CCPS been converted into equity shares as per the terms of the agreement. In the event that the Company undertakes any form of restructuring of its share capital, then the holder of the 0.0001% CCPS shall be entitled to receive such number of equity shares as they would have received if they had exercised the option to convert the 0.0001% CCPS immediately prior to the occurrence of such Capital Restructuring. The holder of 0.0001% CCPS shall have the right to convert the 0.0001% CCPS into equity shares at the conversion price at any time upon the occurrence of: (i) Initial Public Offer, or (ii) On receipt of conversion notice, or (iii) Expiry date. The holder of 0.0001% CCPS shall have the same voting right as if the same were converted into equity shares as per terms of agreement.



D. Maheswari

iii) 0.001% Compulsory Convertible Preference Shares ('0.001% CCPS')

During the year ended 31 March 2023, the Company has issued 253 (previous year : 224) 0.001% CCPS (face value of ₹ 100 each) at ₹ 79377.68 (previous year : ₹ 79377.68). Unless converted earlier in accordance with the terms, the tenure of the 0.001% CCPS shall be 20 years from the date of allotment thereof. The 0.001% CCPS carry a pre-determined dividend rate of 0.001% p.a. Such dividend is cumulative and shall accrue from year to year, whether or not declared for such year. Also, if in any financial year, the board proposes distribution of profits as dividends to the equity shareholders, then the holders of the 0.001% CCPS shall also be entitled to dividend which shall be equivalent to the dividend that it would have been entitled to, had such 0.001% CCPS been converted into equity shares as per the terms of the agreement. In the event that the Company undertakes any form of restructuring of its share capital, then the holder of the 0.001% CCPS shall be entitled to receive such number of equity shares as they would have received if they had exercised the option to convert the 0.001% CCPS immediately prior to the occurrence of such Capital Restructuring.

The holder of 0.001% CCPS shall have the right to convert the 0.001% CCPS into equity shares at the conversion price at any time upon the occurrence of: (i) Initial Public Offer, or (ii) On receipt of conversion notice, or (iii) Expiry date.

The holder of 0.001% CCPS shall have the same voting right as if the same were converted into equity shares as per terms of agreement

c) Shareholders holding more than 5% of the shares:

Equity shares of ₹10 each

Name of the holder

Deepanshu Manchanda	
Shruti Gochhwal	
Bhanu Singhal	
A.R Chadha & Co India Private Limited	

As at 31 March 2023		As at 31 March 2022	
Number	% shareholding	Number	% shareholding
8,492	60.54%	4,246	30.27%
-	0.00%	4,246	30.27%
950	6.77%	950	6.77%
721	5.14%	721	5.14%
10,163	72.45%	10,163	72.45%

0.0001% CCPS of ₹100 each

Name of the holder

Gyan Enterprises Private Limited	
SIDBI Venture Capital Limited	

Number	% shareholding	Number	% shareholding
2,219	33.59%	2,219	33.59%
4,388	66.41%	4,388	66.41%
6,607	100.00%	6,607	100.00%

0.001% CCPS of ₹100 each

Name of the holder

Om P. Manchanda	
Ranjit Ranjan	
Anuj Harishankar Tosniwal	
Nishanth Kanaka Ranjan	
Sonal hakraborty	
L.V Angel Fund	

Number	% shareholding	Number	% shareholding
51	10.69%	51	22.76%
26	5.45%		
50	10.48%	50	22.32%
38	7.97%		
26	5.45%		
52	10.90%		
243	50.94%	101	45.08%



Deepanshu
SGL

DSM Fresh Foods Private Limited

CIN: U52203DL2015PTC280514

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023

(All amounts in '000' unless otherwise stated)

d) Details of Promoters holding shares of the company:

Name of the promoter	As at 31 March 2023		As at 31 March 2022	
	Number	% shareholding	Number	% shareholding
Deepanshu Manchanda	8,492	60.54%	4,246	30.27%
	8,492	60.54%	4,246	30.27%

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

4 Reserves and surplus

Securities premium

Balance at the beginning of the year

Add: Additions made on issue of 0.1% CCD's (refer note 5)

Add: Additions made on conversion of 0.001% CCD into equity shares (refer note 3(b)(iii))

Balance at the end of the year

Capital reserve

Balance at the beginning of the year

Changes during the year

Balance at the end of the year

Deficit in the statement of profit and loss

Balance at the beginning of the year

Add: Loss for the year

Balance at the end of the year

	As at 31 March 2023	As at 31 March 2022
	414,800.96	397,042.76
	1,427.00	-
	20,057.25	17,758.20
	436,285.21	414,800.96
	30.87	30.87
	30.87	30.87
	405,451.96	373,390.26
	111,679.89	32,061.70
	293,772.07	405,451.96
	142,544.01	9,379.87



Deepanshu

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Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023

(All amounts in '000' unless otherwise stated)

	As at 31 March 2023	As at 31 March 2022
5 Long-term borrowings		
(Unsecured)		
Privately placed Compulsorily Convertible Debentures	1.80	-
0.1% Compulsorily Convertible Debentures	-	-
	1.80	-

During the year ended 31st March 2023, the Company has issued 18 (previous year : NIL) 0.1 Compulsorily Convertible Debentures (CCDs) (face value of Rs. 100 each) at Rs. 79,377.68 (previous year : Rs. NIL). The CCDS shall be compulsorily convertible into equity shares at the option of the Company at any time prior to the end of ten years from the date of allotment of issue i.e. 12th August 2022. On Conversion, one equity shares shall be allotted against one CCD's held by the holder. The CCD's carry a interest at a rate of 0.1% p.a.

	As at 31 March 2023		As at 31 March 2022	
	Long-term	Short-term	Long-term	Short-term
6 Long Term Provisions				
Provisions for employee benefits	476.65	12.61	479.58	11.87
Compensated absences	877.66	17.61	840.17	13.14
Gratuity	-	-	-	-
Income tax	-	-	-	-
	1,354.30	30.22	1,319.76	25.01

	As at 31 March 2023	As at 31 March 2022
7 Short-term borrowings		
(Secured)		
Loans	10,377.52	-
From other parties	-	-
(Unsecured)		
Loans	10,300.50	8,720.47
From other parties	-	-
	20,678.02	8,720.47

1) Working capital loan represent ₹ 30,00,000 from Getvantage Tech Pvt Limited and is repayable in 1.5% of Total Revenue from all the channels as per GST or minimum monthly liability, whichever is higher subject to limit : Minimum monthly liability of ₹ 5,00,000 including interest. Rate of interest is 9.25% for each round + GST.

2) Loan of ₹ 75,00,000 taken from SVI Consolidated Private Limited in two tranches in equal amount. The Convertible Note shall accrue interest at a rate of 14%(fourteen percent) per annum from the date of issuance to the date of conversion or the date of maturity, as applicable. Interest shall be payable monthly. Maturity Date: Maturity Date shall be either earlier of (a) 8(eight) months from the date of issuance or (b) upon closure of Equity Financing Round. At any time after the Maturity Date, the Investor may, at its sole discretion require the Company to repay the full sum of Convertible Note and any accrued but unpaid interest thereon.

3) The company had taken a loan from Purple Petal Invest Private Limited having a approved credit limit of Rs. 2.5 crores. It is in the nature of invoice discounting services for support working capital needs. This loan is structured with a tenure of 60 days, and shall accrue monthly interest at a rate of 1.41 percent.



D. Shankar

B. C. C.

8 Trade payables

Total outstanding dues of micro enterprises and small enterprises (refer note 28)
Total outstanding dues of creditors other than micro enterprises and small enterprises

	As at 31 March 2023	As at 31 March 2022
	42.80	-
	27,209.27	77,473.50
	<u>27,252.07</u>	<u>77,473.50</u>

Trade Payables Ageing Schedule

1-Apr-2022 to 31-Mar-2023

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	
(i) MSME	42.80	-	-	-	42.80
(ii) Others	3,021.67	22,802.03	1,385.57	-	27,209.27
(iii) Disputed MSME	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-
Grand Total	3,064.47	22,802.03	1,385.57	-	27,252.07

1-Apr-2021 to 31-Mar-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	
(i) MSME	-	-	-	-	-
(ii) Others	52,869.41	22,275.68	1,711.43	616.99	77,473.50
(iii) Disputed MSME	-	-	-	-	-
(iv) Disputed Others	-	-	-	-	-
Grand Total	52,869.41	22,275.68	75,145.09	616.99	77,473.50

Dues to small and micro enterprises pursuant to section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

#:	42.80	-
Principal amount outstanding	-	-
Interest due thereon	-	-
Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid as at the end of year	-	-
Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

The details of amounts outstanding to micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 are as per information available with the Company.

9 Other current liabilities

Advance from customers	118.24	-
Statutory dues payable	2,875.69	2,857.03
Employee related payable	780.38	2,983.32
Other Payables	3,802.69	2,297.44
	<u>7,577.00</u>	<u>8,137.79</u>



Deepak

[Signature]

DSM Fresh Foods Private Limited

CIN: U52203DL2015PTC280514

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023

(All amounts in '000' unless otherwise stated)

10 Property, plant and equipment	Tangible assets (A)					Total	Intangible assets (B) Software	Property, plant and equipment (A+B)
	Leasehold improvements	Plant and machinery	Office equipments	Furniture and fittings	Computers			
Gross block								
Balance as at 31 March 2021	17,106.13	14,669.71	3,136.12	4,057.92	3,683.46	42,653.35	71.20	42,724.55
Additions		94.40	30.00		101.45	225.85		225.85
Disposals/adjustments	11,777.47	6,861.84	2,509.79	1,438.65	2,139.44	24,727.20		24,727.20
Balance as at 31 March 2022	5,328.659	7,902.277	656.326	2,619.271	1,645.466	18,151.998	71.200	18,223.198
Additions		2,879.15	3,901.48	2,005.01	1,358.83	10,144.47		10,144.47
Disposals/adjustments								
Balance as at 31 March 2023	5,328.659	10,781.431	4,557.806	4,624.285	3,004.292	28,296.472	71.200	28,367.67
Accumulated depreciation and amortisation								
Balance as at 31 March 2021	9,206.95	7,079.02	2,766.10	3,128.56	3,275.87	25,456.50	58.40	25,514.89
Charge for the year	655.14	992.32	61.35	211.93	167.69	2,088.42	4.82	2,093.248
Disposals/adjustments	5,825.03	4,017.34	2,239.30	1,146.48	1,971.44	15,199.58		15,199.582
Balance as at 31 March 2022	4,037.06	4,054.00	588.15	2,194.01	1,472.12	12,345.34	63.22	12,408.561
Charge for the year	22.89	973.63	928.88	862.43	689.46	3,477.30	1.44	3,478.738
Disposals/adjustments								
Balance as at 31 March 2023	4,059.95	5,027.63	1,517.04	3,056.44	2,161.58	15,822.64	64.66	15,887.30
Net block								
Balance as at 31 March 2022	1,291.60	3,848.28	68.17	425.26	173.35	5,806.658	7.98	5,814.64
Balance as at 31 March 2023	1,268.71	5,753.80	3,040.77	1,567.84	842.72	12,473.83	6.54	12,480.37



Deepanshu

2/2/23

	As at 31 March 2023	As at 31 March 2022
11 Deferred tax Assets (Net)		
Property Plant & Equipment	1,333.73	348.46
Employee benefits/ expenses allowable on payment basis	83,426.56	-
Unabsorbed Depreciation and business losses	88,108.75	-

12 Loans and advances
 (Unsecured considered good, unless otherwise stated)

	As at 31 March 2023		As at 31 March 2022	
	Long-term	Short-term	Long-term	Short-term
Security deposits	807.91	-	799.91	-
Advance income-tax	0.00	77.16	2,078.55	9.98
Advance to vendors	-	-	-	6,893.70
Unsecured, considered good	-	51,726.80	-	2,428.96
Doubtful	-	5,601.39	-	2,428.96
Less: Provision for Doubtful Advance (Vendor)	-	-	-	1,733.25
Advance to employees	-	354.67	-	1,952.55
Unsecured, considered good	-	-	-	1,952.55
Doubtful	-	-	-	1,952.55
Less: Provision for Doubtful Advance (Employee)	-	-	-	-
	807.91	51,449.28	2,878.46	8,636.92

13 Inventories (valued at cost and net realisable value whichever is lower)

Chicken, mutton and sea food

	As at 31 March 2023	As at 31 March 2022
	452.50	115.67
	452.50	115.67

14 Trade receivables

Outstanding for a period exceeding six months from the due date
 Secured, considered good
 Unsecured, considered good
 Unsecured, considered doubtful

Less: Provision for doubtful debts

Other trade receivables
 Secured, considered good
 Unsecured, considered good

	46,581.46	46,658.32
	-	48,297.08
	46,581.46	94,955.41
	2,651.44	48,297.08
	43,930.02	46,658.32
	-	35,377.83
	43,930.02	82,036.15

Trade Receivable Ageing Schedule
 1-Apr-2022 to 31-Mar-2023

Particulars	Outstanding for following periods from due date of Payment					Total
	Less than 6 months	6 months to 1 year	1-2 year	2-3 year	More than 3 Year	
(i) Undisputed Trade Receivables – considered good	43,930.02	858.05	1,793.39	-	-	43,930.02
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	48,297.08
(iii) Disputed Trade Receivables – considered good	-	-	-	-	-	46,581.46
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	2,651.44
Grand Total	43,930.02	858.05	1,793.39	-	-	46,581.46

1-Apr-2021 to 31-Mar-2022

Particulars	Outstanding for following periods from due date of Payment					Total
	Less than 6 months	6 months to 1 year	1-2 year	2-3 year	More than 3 Year	
(i) Undisputed Trade Receivables – considered good	46,658.32	35,377.83	-	-	-	82,036.15
(ii) Undisputed Trade Receivables – considered doubtful	-	-	98.98	42,071.52	6,126.59	48,297.08
(iii) Disputed Trade Receivables – considered good	-	-	-	-	-	46,581.46
(iv) Disputed Trade Receivables – considered doubtful	-	-	-	-	-	2,651.44
Grand Total	46,658.32	35,377.83	98.98	42,071.52	6,126.59	1,30,333.24

15 Cash and bank balances

Cash and cash equivalents
 Balances with bank
 - in current accounts
 Cash on hand

	2,855.86	5,284.06
	201.42	1,113.89
	3,057.28	6,397.95



Deepanshu

[Signature]

DSM Fresh Foods Private Limited

CIN: U52203DL2015PTC280514

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023

(All amounts in '000' unless otherwise stated)

	Year ended 31 March 2023	Year ended 31 March 2022
16 Revenue from operations	561,255.54	564,285.95
Sale of products	<u>561,255.54</u>	<u>564,285.95</u>
17 Other Income	329.30	-
Balance Written Off	<u>329.30</u>	<u>-</u>
18 Cost of material consumed	411,622.82	432,749.39
Raw material consumed	<u>411,622.82</u>	<u>432,749.39</u>
19 Changes in inventories of finished goods	115.67	495.89
Opening stock	452.50	115.67
Closing stock	<u>-</u>	<u>380.22</u>
20 Employee benefits expense	9,223.78	9,752.76
Salaries, wages and bonus	188.01	255.20
Contribution to provident and other funds	105.35	25.05
Other employee benefits (also refer note 26)	372.87	339.86
Staff welfare expenses	<u>9,890.02</u>	<u>10,372.86</u>
21 Finance costs	2,461.64	1,017.24
Interest on Borrowing	<u>2,461.64</u>	<u>1,017.24</u>
22 Other expenses	546.88	729.35
Power and fuel	1,715.18	944.08
Rent	-	31.36
Repairs and maintenance	118.39	525.26
Plant and machinery	303.43	146.34
Others	38,280.75	43,085.92
Rates and taxes	31,744.91	52,095.72
Delivery charges	26,047.56	30,200.96
Advertisement and marketing expenses	5,060.31	4,376.21
Outsourced services charges	50.62	177.05
Legal and professional fees (refer note A below)	519.65	258.84
Office expenses	5,601.39	8,848.97
Travelling and conveyance expenses	908.27	7,717.19
Assets / advances written off	<u>110,897.32</u>	<u>149,734.69</u>
Provision for doubtful debts	-	597.44
Miscellaneous expenses	<u>110,897.32</u>	<u>149,734.69</u>
A. Includes payment to auditors	400.00	400.00
As auditors:	10.40	10.40
Statutory audit	<u>410.40</u>	<u>410.40</u>
Reimbursement of expenses	<u>410.40</u>	<u>410.40</u>



D. Pushkar
[Signature]

	Year ended 31 March 2023	Year ended 31 March 2022
23 Earnings per equity share		
Net Profit after tax available for equity shareholders (₹) (A)	111,679,889	32,061,699
Total number of equity shares outstanding at the end of the year	14,028	14,028
Weighted average shares used for computing basic EPS (B)	14,028	14,028
Add: Effect of dilutive rights under CCP's	6,960	6,691
Add: Effect of dilutive rights under CCD's	11	-
Weighted average shares used for computing dilutive EPS (C)	20,999	20,719
Basic earnings per share (A)/(B) (₹)	7,961	2,286
Dilutive earnings per share (A)/(C) (₹)	5,318	1,547
24 Contingent liabilities		
Cases pending before Appellate authorities in respect of disputed payable balances to vendors	315	437
	315	437

25 Related party disclosures

A. Key management personnel (KMP)

Mr. Deepanshu Manchanda (Managing Director)
 Mr. Sandeep Kumar (Director)
 Mr. Sajit Kumar (Director)
 Ms. Shruti Gochhwal (Director) (till 29 March 2021)

B. Relative of Key management personnel (KMP)

Mr. Mange Ram Gochhwal (Father of Ms. Shruti Gochhwal)
 M.R. Gochhwal (HUF) (HUF in which father of Ms. Shruti Gochhwal is Karta)

C. Transactions with related parties :-

Remuneration to KMP

Mr. Deepanshu Manchanda
 Mrs. Shruti Gochhwal

2,400.00 1,800.00

Rent

Mr. Mange Ram Gochhwal
 M.R. Gochhwal (HUF)

Expenses paid by others on behalf of the Company

Mr. Deepanshu Manchanda
 Mrs. Shruti Gochhwal

2,963.56

D. Balances outstanding as at year end:

Advance recoverable

Mr. Deepanshu Manchanda
 Mrs. Shruti Gochhwal

1,532.89



Deepanshu

[Signature]

26 The information required by paragraph 5 of general instructions for preparation of the statement of profit and loss as per revised Schedule III of Companies Act, 2013:

	Year ended 31 March 2023		Year ended 31 March 2022	
	Amount	Percentage	Amount	Percentage
Inventories consumed				
Imported				100%
Indigenous	411,622.82	100%	432,749.39	100%
	411,622.82	100%	432,749.39	100%

27 **Employee benefits**

Disclosure in respect of employee benefits under Accounting Standard (AS) – 15 “Employee Benefits (Revised 2005)” prescribed under section 133 of the Companies Act 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 (as amended) is as follows:

Defined contribution plans:

An amount of ₹ 1,88,011 (previous year ₹ 2,55,198) pertaining to employers' contribution to provident fund, employees state insurance fund and labour welfare fund is recognised as an expense in the statement of profit and loss account.

Defined benefit plan:

In accordance with the Payment of Gratuity Act, 1972, the Company is required to provide post employment benefit to its employees in the form of gratuity. In accordance with the Accounting Standard, the principal actuarial assumptions relating to the Company's gratuity plan are as provided below:

a) **Economic assumptions:**

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yield available on the Government bonds at the accounting date with a term that matches that of the liabilities and the salary growth rate takes account of inflation, seniority, promotion and other relevant factors on long term basis.

	As at 31 March 2023	As at 31 March 2022
Discount rate	7.36%	7.18%
Salary growth rate	8.00%	8.00%

b) **Demographic assumptions:**

	58 years	58 years
Retirement age	IAIM (2012-14)	IAIM (2012-14)
Mortality table		
Withdrawal rates		
Upto 30 years	5.00%	5.00%
From 31 to 44 years	3.00%	3.00%
Above 44 years	2.00%	2.00%



Devaraj...

DSM Fresh Foods Private Limited

CIN: U52203DL2015PTC280514

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023

(All amounts in '000' unless otherwise stated)

28 Analytical Ratios

Name of Ratios	As at 31.03.2023	As at 31.03.2022	% Variance	Reason for variance
i) Current Ratio (CR) Current Assets CR = Current Liabilities	1.78	1.03	0.42	Due to increase in Current liability
ii) Debt Equity Ratio (Long term borrowing) (DER) Total Debt DER = Shareholder's Equity	NA	NA		No Long term debts are exist
iii) Debt Service Coverage Ratio (DSCR) Earnings available for debt service (Net Profit before taxes + Non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.) DSCR = Debt Service (Interest & Lease Payments + Principal Repayments "Net Profit after tax" means reported amount of "Profit / (loss) for the period" and it does not include items of other comprehensive income)	NA	NA		No Long term debts are exist
iv) Return on Equity Ratio (ROE) Net Profits after taxes – Preference Dividend (if any) ROE = Average Shareholder's Equity	0.36	1.85	6.08	Due to increase in profitability during the year
v) Inventory Turnover Ratio (ITR)	1,447.77	1,416.49	0.02	Due to increase in Cost of material consumed
vi) Trade Receivables Turnover Ratio (TRTO)	8.91	8.12	0.10	Due to increase in sale
vii) Trade Payables Turnover Ratio (TPTR) Net Credit Purchase TPTR = Average Trade Payables	7.86	6.15	0.28	Due to increase in Trade payable
viii) Net Capital Turnover Ratio (NCTR) Net Sales NCTR = Average Working Capital (Current Assets - Current Liabilities)	12.95	124.43	-0.90	Due to Decrease in Average working capital
ix) Net Profit Ratio (NPR) Net Profit NPR = Net Sales	0.20	-0.06	1.29	Due to decrease in loss and increase in sale
x) Return On Capital Employed (ROCE) Earning before interest and taxes ROCE = Capital Employed (Tangible Net Worth + Total Debt + Deferred Tax Liability)	2.09	-2.69	-1.78	Due to decrease in capital employed
xi) Return On Investment (ROI)	NA	NA		No investment was made



Deepanshu

DSM Fresh Foods Private Limited

CIN: U52203DL2015PTC280514

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023

(All amounts in '000' unless otherwise stated)

29 Information under Section 186(4) of the Companies Act, 2013

There are no investments made or loan given or guarantee provided or security given by the Company during the current and previous financial year.

30 The business activities of the Company predominantly fall within a single primary business segment, i.e., supply of meat products in Delhi NCR region. There are no separate reportable businesses or geographical segments that meet the criteria prescribed in Accounting Standard (AS-17) on Segment Reporting.

31 Previous year amounts have been regrouped and/or reclassified wherever necessary to confirm to those of the current year's grouping and/or classification.

This is the summary of significant accounting policies and other explanatory information referred to in our report of even date.

For B R Maheswari & Co LLP

Chartered Accountants

Firm Registration No.: 001035N/N500050



Akshay Maheshwari

Partner

Membership No.: 504704

Place : Gurugram

Date : 29th September 2023



**For and on behalf of the Board of Directors of
DSM Fresh Foods Private Limited**



Deepanshu Manchanda

Managing director

DIN: 07108044



Mohammad Arif Khan

Director

DIN: 06590634