DRAFT RED HERRING PROSPECTUS
Dated: August 8, 2021
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
Please read Section 32 of the Companies Act, 2013
100% Book Built Offer

KEVENTER AGRO LIMITED

Our Company was incorporated as Keventer Agro Private Limited pursuant to a certificate of incorporation issued on May 29, 1986 by the Registrar of Companies, West Bengal at Kolkata ("**RoC**"), as a private limited company under the Companies Act, 1956. Subsequently, on March 30, 1990, our Company became a deemed public company in accordance with the provisions of Section 43A of the Companies Act, 1956, and the name of our Company was changed to Keventer Agro Limited pursuant to a second certificate of incorporation issued to our Company on September 24, 1990 by the RoC. For further details in relation to our Company, see "*History and Certain Corporate Matters*" on page 193.

Registered Office and Corporate Office: 34/1 D.H. Road, Kolkata 700 027, West Bengal, India
Tel: +91 33 3503 6200 / +91 33 3503 6201
Contact Person: Sanjay Gupta, Company Secretary, Compliance Officer and Chief Financial Officer; **E-mail**: cs@keventer.com; **Website**: www.keventer.com
Corporate Identity Number: U15419WB1986PLC040729

OUR PROMOTERS: MAYANK JALAN, KEVENTER GLOBAL PRIVATE LIMITED, MKJ DEVELOPERS LIMITED, EDWARD KEVENTER PRIVATE LIMITED, KEVENTER CAPITAL LIMITED, SARVESH HOUSING PROJECTS PRIVATE LIMITED AND SPEEDAGE TRADE LIMITED

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹5 EACH ("EQUITY SHARES") OF KEVENTER AGRO LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹ [●] MILLION ("OFFER"). THE OFFER COMPRISES A FRESH ISSUE OF [●] EQUITY SHARES AGGREGATING UP TO ₹ 3,500 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 10,767,664* EQUITY SHARES BY MANDALA SWEDE SPV ("SELLING SHAREHOLDER", AND SUCH EQUITY SHARES, THE "OFFERED SHARES") AGGREGATING UP TO ₹ [●] MILLION ("OFFER FOR SALE"). THE OFFER WILL CONSTITUTE [●]% OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR PURCHASE BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WOULD CONSTITUTE AT LEAST [●]% AND [●]% OF OUR POST-OFFER PAID-UP EQUITY SHARE CAPITAL, RESPECTIVELY.
INCLUDES 15,351,861 CCPS, WHICH SHALL BE CONVERTED UP TO A MAXIMUM OF 9,151,678 EQUITY SHARES PRIOR TO THE FILING OF THE RED HERRING PROSPECTUS WITH THE ROC, SOLELY FOR THE PURPOSE OF THE OFFER. FOR FURTHER DETAILS, SEE "HISTORY AND CERTAIN CORPORATE MATTERS – SHAREHOLDERS' AGREEMENTS AND OTHER AGREEMENTS" ON PAGE 198.

OUR COMPANY, IN CONSULTATION WITH THE BRLMS AND SUBJECT TO THE TERMS OF THE SSHA (AS DEFINED HEREINAFTER), MAY CONSIDER A PRIVATE PLACEMENT OF UP TO SUCH NUMBER OF EQUITY SHARES FOR CASH CONSIDERATION AGGREGATING UP TO ₹ 500 MILLION, AT ITS DISCRETION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDER IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS UNDERTAKEN, THE AMOUNT RAISED FROM THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDER IN CONSULTATION WITH THE BRLMs AND WILL BE ADVERTISED IN [●] EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER, [●] EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER, AND [●] EDITIONS OF [●], A BENGALI DAILY NEWSPAPER (BENGALI BEING THE REGIONAL LANGUAGE OF WEST BENGAL WHERE OUR REGISTERED OFFICE IS LOCATED) AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITES IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS").

In case of any revision in the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid / Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank, as applicable.

This Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**") read with Regulation 31 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended. This Offer is being made in accordance with Regulation 6(2) of the SEBI ICDR Regulations and through a Book Building Process wherein not less than 75% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**", and such portion, the "**QIB Portion**"). Our Company and the Selling Shareholder may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), out of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion (excluding the Anchor Investor Portion), the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion (excluding the Anchor Investor Portion) for proportionate allocation to QIBs. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidder(s) in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All potential Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective bank account (including UPI ID (defined hereinafter) in case of Retail Individual Bidder(s) using the UPI Mechanism) in which the corresponding Bid Amounts will be blocked by the SCSBs, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. For details, see "*Offer Procedure*" beginning on page 445.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of the Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹5. The Floor Price, Cap Price and Offer Price as determined and justified by our Company and the Selling Shareholder in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page 99) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 31.

ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Selling Shareholder accepts responsibility for and confirms that the statements specifically made or confirmed by the Selling Shareholder in this Draft Red Herring Prospectus solely to the extent of information specifically pertaining to itself and its portion of the Equity Shares offered by it in the Offer for Sale, and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. The Selling Shareholder assumes no responsibility for any other statements, including, *inter alia*, any of the statements made by or relating to our Company or in relation to our business in this Draft Red Herring Prospectus.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, the Designated Stock Exchange shall be [●]. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered for filing with the RoC in accordance with Section 26(4) of the Companies Act 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 466.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
ICICI Securities Limited ICICI Centre, H.T. Parekh Marg Churchgate, Mumbai 400 020 Maharashtra, India **Tel**: +91 22 2288 2460 **E-mail**: keventer.ipo@icicisecurities.com **Investor grievance E-mail**: customercare@icicisecurities.com **Website**: www.icicisecurities.com **Contact Person**: Sameer Purohit/ Kristina Dias **SEBI Registration No.**: INM000011179	**Axis Capital Limited** Axis House, 1st floor C-2 Wadia International Centre P.B. Marg, Worli Mumbai 400 025 Maharashtra, India **Tel:** +91 22 4325 2183 **E-mail**: keventer.ipo@axiscap.in **Investor Grievance E-mail**: complaints@axiscap.in **Website**: www.axiscapital.co.in **Contact Person**: Pratik Pednekar **SEBI Registration Number**: INM000012029	**JM Financial Limited** 7th Floor, Cnergy Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025 Maharashtra, India **Tel:** +91 22 6630 3030 **E-mail:** keventer.ipo@jmfl.com **Investor Grievance E-mail:** grievance.ibd@jmfl.com **Website:** www.jmfl.com **Contact Person:** Prachee Dhuri **SEBI Registration No.:** INM000010361	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park, L.B. S. Marg Vikhroli (West) Mumbai 400 083 Maharashtra, India **Tel:** +91 22 4918 6200 **E-mail:** keventer.ipo@linkintime.co.in **Investor grievance E-mail:** keventer.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Contact Person:** Shanti Gopalkrishnan **SEBI Registration No.:** INR000004058

BID/ OFFER SCHEDULE			
BID/OFFER OPENS ON	[●][(1)]	**BID/OFFER CLOSES ON**	[●][(2)]

(1) *Our Company and the Selling Shareholder, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date.*

(2) *Our Company and the Selling Shareholder, in consultation with the BRLMs, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.*

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines or policies shall be to such legislation, act, regulation, rules, guidelines or policies as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act and the rules and regulations framed thereunder. Notwithstanding the foregoing, the terms used in "Industry Overview", "Key Regulations and Policies", "Statement of Special Tax Benefits", "Financial Statements", "Basis for Offer Price", "Outstanding Litigation and Material Developments" and "Description of Equity Shares and Terms of Articles of Association" on pages 108, 186, 102, 240, 99, 421 and 462, respectively, shall have the meaning ascribed to them in the relevant section.

General Terms

Term	Description
"our Company", "the Company", "KAL", "the Issuer", "we", "us" or "our"	Keventer Agro Limited, a public limited company incorporated under the Companies Act, 1956 and having its Registered Office and Corporate Office at 34/1 D.H. Road, Kolkata 700 027, West Bengal, India. Unless the contect otherwise indicates or implies, for Fiscal 2019, the term shall mean our Company together with MDL on a consolidated basis.

Company and Selling Shareholder's Related Terms

Term	Description
2010 Scheme of Amalgamation	Scheme of amalgamation approved by the High Court at Calcutta vide an order dated August 16, 2010 for the amalgamation of Keventer Fresh Limited with our Company
1987 Scheme of Arrangement	The scheme of arrangement passed by the High Court at Calcutta vide an order dated April 1, 1987 for the amalgamation of Edward Keventer Private Limited with our Company.
Articles of Association/ AoA	Articles of Association of our Company, as amended
Audit Committee	The audit committee of our Board, as described in "*Our Management*" on page 202
Auditors/ Statutory Auditors	Statutory auditors of our Company, namely, S.R. Batliboi & Co. LLP, Chartered Accountants
BBWL	Bengal Bonded Warehouse Limited
Board/ Board of Directors	Board of Directors of our Company, as constituted from time to time, including a duly constituted committee thereof
Candico	Candico (I) Limited
CCPS	0.01% fully paid-up compulsorily convertible preference shares of our Company with a face value of ₹10 each
Chairman / Chairman and Managing Director	The chairman and managing director of our Company, namely Mayank Jalan
Chief Financial Officer	The chief financial officer of our Company, namely Sanjay Gupta
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely Sanjay Gupta
CSR	Corporate Social Responsibility
CSR Committee or Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board as described in "*Our Management*" on page 202
Director(s)	Director(s) on our Board, as appointed from time to time, as described in "*Our Management*" on page 202
EFRAC	Edward Food Research & Analysis Centre Limited
EKPL	Edward Keventer Private Limited
Equity Shares	Equity shares of our Company of face value of ₹5 each
ESOP Plan	KAL – Employee Stock Option Plan 2021

Term	Description
Executive Director	An executive Director of our Company. For details of the Executive Directors, see *"Our Management"* on page 202
Franchisee Agreements	Franchisee agreements entered into by our Company with Parle Agro Private Limited for manufacturing, filling, packing, selling and distributing of Franchised Products
Franchised Products	Frooti (tetra pack), Appy (tetra pack), Frooti (PET bottles), Appy Fizz (PET bottles), B Fizz (PET bottles), Smoodh (tetra pack) and Bailley (tetra pack)
Group	Our Company and its erstwhile subsidiary MDL
Group Companies	Our Group Companies, namely BBWL, Candico, Madanlal Limited, MKJE, MKTL, EFRAC, KPL, KVL, Mandala, RSMMPL and SIPL, as disclosed in "*Group Companies*" on page 228
Independent Director	The non-executive, independent directors of our Company. For details of the Independent Directors, see *"Our Management"* on page 202
IPO Committee	IPO Committee of our Board
KCL	Keventer Capital Limited
Key Managerial Personnel	Key managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations and as disclosed in "*Our Management*" on page 202
KGPL	Keventer Global Private Limited
KPL	Keventer Projects Limited
KVL	Keventer Ventures Limited (formerly known as Gama Hospitality Limited)
Managing Director / MD / Chairman and Managing Director	The chairman and managing director of our Company, namely Mayank Jalan
MDL / Metro Dairy	Metro Dairy Limited
Memorandum of Association/ MoA	Memorandum of Association of our Company, as amended
MKJD	MKJ Developers Limited
MKJE	MKJ Enterprises Limited
MKTL	MKJ Tradex Limited
MOU	Memorandum of Understanding dated April 23, 2019 along with its addendum dated October 10, 2019 entered into between Agastya Mihir Ramkrishna Dalmia, Super Milk Products Private Limited, EKPL, MDL and our Company
NCLT Kolkata	National Company Law Tribunal at Kolkata
Nomination, Remuneration and Compensation Committee	The nomination and remuneration committee of our Board as described in "*Our Management*" on page 202
Parle Agro	Parle Agro Private Limited
Preference Shares	The preference shares of our Company having a face value of ₹ 100 each
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations. For details, see "*Our Promoters and Promoter Group*" on page 216
Speedage	Speedage Trade Limited
Promoters	The promoters of our Company namely, Mayank Jalan, Keventer Global Private Limited, MKJ Developers Limited, Edward Keventer Private Limited, Keventer Capital Limited, Sarvesh Housing Projects Private Limited and Speedage Trade Limited
Registered Office/ Corporate Office/ Registered and Corporate Office	34/1 D.H. Road, Kolkata 700 027, West Bengal, India
Registered User Agreement	Registered user agreement dated March 1, 2018 between our Company and EKPL read with the supplementary agreement dated September 17, 2018
Registrar of Companies/ RoC	Registrar of Companies, West Bengal at Kolkata

Term	Description
Restated Consolidated Financial Information	Our restated consolidated summary statements, comprising the restated consolidated statement of assets and liabilities as at March 31, 2019, the restated consolidated statement of profits and losses (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the year ended March 31, 2019, the summary statement of significant accounting policies and other explanatory information. The restated consolidated summary statement has been compiled by the management of the Company from the audited consolidated financial statements of the Group as at and for the year ended March 31, 2019, which were prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI
Restated Financial Information	Collectively, the Restated Unconsolidated Financial Information and the Restated Consolidated Financial Information
Restated Unconsolidated Financial Information	Our restated unconsolidated summary statements, comprising the restated unconsolidated statement of assets and liabilities as at March 31, 2021 and March 31, 2020, the restated unconsolidated statement of profits and losses (including other comprehensive income), the restated unconsolidated statement of changes in equity and the restated unconsolidated statement of cash flows for the years ended March 31, 2021 and March 31, 2020, the summary statement of significant accounting policies and other explanatory information. The restated unconsolidated summary statements have been compiled by the management of the Company from the audited unconsolidated financial statements of the Company as at and for the years ended March 31, 2021 and March 31, 2020, which were prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI The Company had filed scheme of amalgamation under section 230 to 232 of the Companies Act, 2013 with NCLT on June 12, 2019 for amalgamation of Metro Dairy Limited (a wholly owned subsidiary) with appointed date of April 1,2018. The NCLT vide order dated February 10, 2020, sanctioned the scheme of amalgamation and the effect of the scheme was given for the first time in the financial year 2019-20. For the years ended March 31, 2021 and March 31, 2020, our Company does not have any subsidiary, associate or joint venture and accordingly no consolidated financial statements were prepared by our Company for those years.
Risk Management Committee	The risk management committee of the Board described in "*Our Management*" on page 202
RSMMPL	Riddhi Siddhi Mall Management Private Limited
Scheme of Amalgamation I	Scheme of amalgamation of Madras Leasing Company Private Limited, Madras Industrial Castings Private Limited and Prompt Infrastructure Private Limited with our Company approved by the High Court at Calcutta and the High Court of Madras vide orders dated July 25, 2014 and January 28, 2015, respectively
Scheme of Amalgamation II	Scheme of amalgamation of MDL and our Company approved by NCLT Kolkata vide order dated February 10, 2020
Scheme of Arrangement	Scheme of arrangement between KCL and our Company and their respective shareholders and creditors approved by NCLT Kolkata vide order dated February 27, 2019
Selling Shareholder / Mandala	Mandala Swede SPV
Shareholders	Equity shareholders of our Company from time to time
SHPPL	Sarvesh Housing Projects Private Limited
SIPL	Sasmal Infrastructure Private Limited
SSHA	Restated share subscription and shareholders' agreement dated May 9, 2017 entered into between Mandala, our Company, Mayank Jalan, Mahendra Kumar Jalan, Shashi Prabha Jalan, MKJE, Speedage, KCL, SHPPL, Right Innuva Know-How Limited, MKJD, Madanlal Limited, Mahendra Kumar Jalan & Ors HUF and EKPL, along with the amendment agreement dated July 27, 2017 and the amendment agreement II dated April 18, 2019
SSHA Amendment Agreement	Amendment agreement to the SSHA dated July 30, 2021 executed by and between our Company, Mandala Swede SPV and the Promoters
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board, as described in "*Our Management*" on page 202

Term	Description
Supplementary Agreement	Supplementary agreement dated September 17, 2018 to the Registered User Agreement executed between our Company, MDL and EKPL
Technopak	Technopak Advisors Private Limited
Technopak Report	Industry report titled "*Industry Report on Fresh and Packaged Food Market in India*" dated August 2, 2021, (which is a paid report and commissioned by us in connection with the Offer) prepared and issued by Technopak which was appointed by our Company pursuant to a letter of authorisation dated March 18, 2021
TFCSL	Twenty First Century Securities Limited

Offer Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
Acknowledgement Slip	The slip or document issued by a Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allot/ Allotment/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares pursuant to the Offer for Sale to the Allottees
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company and the Selling Shareholder in consultation with the BRLMs during the Anchor Investor Bid/Offer Period
Anchor Investor Application Form	An application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and Prospectus
Anchor Investor Bid/Offer Period	The day being one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company and the Selling Shareholder in consultation with the BRLMs
Anchor Investor Pay-in Date	In case of the Anchor Investor Offer Price being higher than the Anchor Investor Allocation Price, the date as mentioned in the CAN but not later than two Working Days after the Bid/ Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company and the Selling Shareholder in consultation with the BRLMs, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with SEBI ICDR Regulations
Application Supported by Blocked Amount/ ASBA	Application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account and will include applications made by RIBs using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by RIBs using the UPI Mechanism
ASBA Account	Bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of an RIB which is blocked upon acceptance of a UPI Mandate Request made by the RIBs using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder(s)	Bidders (other than Anchor Investors)
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to make Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Axis	Axis Capital Limited

Term	Description
Banker(s) to the Offer	Collectively, Escrow Collection Bank(s), Public Offer Account Bank(s), Sponsor Bank(s) and Refund Bank(s), as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer and which is described in "*Offer Procedure*" on page 445
Bid	Indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid/ Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in [●] editions of [●], an English national daily newspaper and [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered Office is located), each with wide circulation, and in case of any such extension, the extended Bid/ Offer Closing Date shall also be notified on the website and terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank, as required under the SEBI ICDR Regulations. Our Company and the Selling Shareholder, in consultation with the BRLMs, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such RIB and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid. Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-Off Price and the Bid Amount shall be Cap Price multiplied by the number of Equity Shares Bid for such Eligible Employee and mentioned in the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000. Only in the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000.
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/ Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in [●] editions of [●], an English national daily newspaper and [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered Office is located), each with wide circulation
Bid/ Offer Period	Except in relation to Anchor Investors, the period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations provided that Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors Our Company and the Selling Shareholder, in consultation with the Book Running Lead Managers, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Managers/ BRLMs	The book running lead managers to the Offer namely, I-Sec, Axis and JM Financial
Broker Centres	Centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time

Term	Description
CAN/ Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bid/ Offer Period
Cap Price	Higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant/ CDP	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the websites of the Stock Exchanges, as updated from time to time
Cut-Off Price	Offer Price, finalised by our Company and the Selling Shareholder in consultation with the BRLMs, which shall be any price within the Price Band Only Retail Individual Bidders Bidding in the Retail Portion and Eligible Employees Bidding in the Employee Reservation Portion are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders including the Bidders' address, name of the Bidders' father/husband, investor status, occupation, bank account details and UPI ID, wherever applicable
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of RIBs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Red Herring Prospectus following which Equity Shares will be Allotted in the Offer
Designated Intermediaries	In relation to ASBA Forms submitted by RIBs by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs In relation to ASBA Forms submitted by RIBs where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such RIB using the UPI Mechanism, Designated Intermediaries shall mean the Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders, Designated Intermediaries shall mean the Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Stock Exchange	[●]
Draft Red Herring Prospectus/ DRHP	This draft red herring prospectus dated August 8, 2021 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible Employee(s)	All or any of the following: (a) a permanent employee of our Company (excluding such employees who are not eligible to invest in the Offer under applicable laws) as of the date of filing of the Red Herring Prospectus with the RoC and who continues to be a permanent employee of our Company, until the submission of the Bid cum Application Form; and (b) a Director of our Company, whether whole time or not, who is eligible to apply under the Employee Reservation Portion under applicable law as on the date of filing of the Red Herring Prospectus with the RoC and who continues to be a Director of our Company, until the submission of the Bid cum Application Form, but not including (i) Promoters; (ii) persons belonging to our Promoter Group; or (iii) Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000. Only in the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000
Eligible FPIs	FPIs from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares

Term	Description
Eligible NRIs	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Employee Reservation Portion	The portion of the Offer being up to [●] Equity Shares, aggregating up to ₹ [●] million available for allocation to Eligible Employees, on a proportionate basis. Such portion shall not exceed 5% of the post-Offer Equity Share capital of our Company
Escrow Account	Non lien and non-interest bearing accounts to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid
Escrow and Sponsor Bank Agreement	Agreement to be entered amongst our Company, the Selling Shareholder, the Registrar to the Offer, the BRLMs, the Syndicate Member(s), the Sponsor Bank, the Escrow Collection Bank, the Public Offer Account Bank and the Refund Bank for *inter alia* collection of the Bid Amounts and where applicable, remitting refunds (if any) on the terms and conditions thereof
Escrow Collection Bank(s)	Bank(s) which are clearing members registered with SEBI as banker(s) to an issue, under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and with whom the Escrow Account in relation to the Offer for Bids by Anchor Investors, will be opened, in this case being [●]
First/ sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	Lower end of the Price Band, subject to any revision(s) thereto not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fresh Issue	The fresh issue of up to [•] Equity Shares aggregating up to ₹ 3,500 million by our Company Our Company, in consultation with the BRLMs and subject to the terms of the SSHA, may consider a private placement of up to such number of Equity Shares for cash consideration, aggregating up to ₹ 500 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company and the Selling Shareholder in consultation with the BRLMs. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue.
General Information Document/ GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2021/47) dated March 31, 2021 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
I-Sec	ICICI Securities Limited
JM / JM Financial	JM Financial Limited
Long Stop Date	November 15, 2021 unless the Offer is withdrawn prior to such date, or such other date as may be mutually agreed to in writing between the Selling Shareholder and the Company
Mutual Fund Portion	5% of the Net QIB Portion, or [•] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NBFC-SI	Systemically important non-banking financial company, as covered under Regulation 2(1)(ss)(xiii) of the SEBI ICDR Regulations
Net Offer	The Offer less the Employee Reservation Portion
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer expenses For further information about use of the Offer proceeds and the Offer expenses, see "*Objects of the Offer*" on page 88
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Non-Institutional Bidders / Non-Institutional Investors	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	Portion of the Offer being not more than 15% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
Non-Resident	Person resident outside India, as defined under FEMA and includes NRIs, FVCIs, VCFs, and FPIs
Offer	The initial public offer of up to [●] Equity Shares for cash at a price of ₹[●], aggregating up to ₹[●] million comprising the Fresh Issue and the Offer for Sale. The Offer comprises of the Net Offer and Employee Reservation Portion.

Term	Description
	Our Company, in consultation with the BRLMs and subject to the terms of the SSHA, may consider a private placement of up to such number of Equity Shares for cash consideration, aggregating up to ₹ 500 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company and the Selling Shareholder in consultation with the BRLMs. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue.
Offer Agreement	The agreement dated August 8, 2021 amongst our Company, the Selling Shareholder and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale of up to 10,767,664* Equity Shares aggregating up to ₹ [●] million by the Selling Shareholder for a cash price of ₹[●] per Equity Share including a share premium of ₹[●] per Equity Share aggregating to ₹[●] million For further details in relation to Selling Shareholder, see "*The Offer*" on page 57 ***Includes 15,351,861 CCPS, which shall be converted up to a maximum of 9,151,678 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC, solely for the purpose of the Offer. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198*
Offer Price	The final price (within the Price Band) at which Equity Shares will be Allotted to ASBA Bidders in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company and the Selling Shareholder in consultation with the BRLMs in terms of the Red Herring Prospectus and the Prospectus
Offered Shares	Up to 10,767,664* Equity Shares aggregating to ₹[●] million offered by the Selling Shareholder as part of the Offer for Sale ***Includes 15,351,861 CCPS, which shall be converted up to a maximum of 9,151,678 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC, solely for the purpose of the Offer. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198*
Pre-IPO Placement	The private placement of up to such number of Equity Shares for cash consideration aggregating up to ₹ 500 million, which may be undertaken by our Company subject to the terms of the SSHA, at its discretion, in consultation with the BRLMs, prior to filing of the Red Herring Prospectus with the RoC at such price as the Company and the Selling Shareholder may determine in consultation with the BRLMs in accordance with the Companies Act, and other applicable laws. In the event such private placement is completed, the relevant details will be included in the Red Herring Prospectus. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the Offer complying with Rule 19(2)(b) of the SCRR
Price Band	Price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including any revisions thereof The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company and the Selling Shareholder in consultation with the BRLMs, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in [●] editions of [●], an English national daily newspaper and [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered Office is located) each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company and the Selling Shareholder in consultation with the BRLMs, will finalise the Offer Price
Prospectus	Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	No lien and non-interest bearing account to be opened with the Public Offer Bank, under Section 40(3) of the Companies Act to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
Public Offer Bank(s)	A bank which registered with SEBI as a banker to an issue and with which the Public Offer Account will be opened, in this case being [●]
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not less than 75% of the Net Offer comprising [●] Equity Shares which shall be allocated to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price
Qualified Institutional Buyers/ QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	Red Herring Prospectus to be issued by our Company in accordance with Section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the Offer Price and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date
Refund Account	No lien and non-interest bearing account to be opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made
Refund Bank(s)	Banker(s) to the issue and with whom the Refund Account will be opened, in this case being [●]

Term	Description
Registered Brokers	Stock brokers registered under SEBI (Stock Brokers) Regulations, 1992, as amended with the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	Agreement dated August 2, 2021 amongst our Company, the Selling Shareholder and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar to the Offer/ Registrar	Link Intime India Private Limited
Registrar and Share Transfer Agents/ RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the list available on the websites of the Stock Exchanges, SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars
Retail Individual Bidder(s)/ Retail Individual Investor(s)/ RII(s)/ RIB(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their *karta* and Eligible NRIs)
Retail Portion	The portion of the Offer being not more than 10% of the Net Offer comprising [●] Equity Shares, which shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s) QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date
Self-Certified Syndicate Bank(s)/ SCSB(s)	The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIBs using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI mechanism is appearing in the "list of mobile applications for using UPI in public issues" displayed on the SEBI website. The said list shall be updated on the SEBI website
Share Escrow Agent	Escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	Agreement to be entered into amongst our Company, the Selling Shareholder and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Bank	[●], being a Banker to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the RIBs using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars
Stock Exchanges	BSE and the NSE
Sub-Syndicate centres	The sub-Syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect Bid cum Application Forms and Revision Forms
Syndicate Agreement	Agreement to be entered into amongst our Company, the Selling Shareholder, the Syndicate Members and the Registrar to the Offer, in relation to collection of Bids by the Syndicate
Syndicate Members	Intermediaries (other than BRLMs) registered with the SEBI and permitted to accept Bids, place orders with respect to the Offer and carry out activities as an underwriter, in this case being [●]
Syndicate or Members of the Syndicate	The BRLMs and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	Agreement to be entered into amongst our Company, the Selling Shareholder and the Underwriters to be entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC
UPI	Unified payments interface which is an instant payment mechanism, developed by NPCI
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no.

Term	Description
	SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and any subsequent circulars or notifications issued by SEBI in this regard
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI linked mobile application as disclosed by SCSBs on the website of SEBI and by way of an SMS directing the RIB to such UPI linked mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by an RIB submitted with intermediaries with UPI as a mode of payment in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	All days on which commercial banks in Mumbai are open for business. In respect of announcement of Price Band and the Bid/ Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. In respect of the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays in India, as per circulars issued by SEBI, including the UPI Circulars

Technical/ Industry Related Terms/ Abbreviations/ Terms relating to our business

Term	Description
Bar	Unit of metric pressure
BMC	Bulk milk chilling centre
D365	Microsoft’s ERP Dynamics 365
FFS	Form fill sealing
FMCG	Fast-moving consumer goods
FSSA	Food Safety and Standards Act, 2006
FSSAI	Food Safety and Standards Authority of India
gms	grams
Kilowatt	A measure of 1,000 watts of electrical power
kgs	Kilograms
KL	Kilo litres
LLPD	Lakh litres per day
ml	Millilitre
MT	Metric tonnes
MTPD	Metric tonnes per day
MLPD	Million litres per day
NABB	Non-alcoholic beverage base
PCB	Pollution Control Board
PET	Polyethylene terephthalate
POP	Points of presence
R&D	Research and development
SCADA	Semi-automated with supervisory control and data acquisition
SGS	Société Générale de Surveillance
SKU	Stock keeping unit
SMP	Skimmed milk powder
SNF	Solid not fat
Tetra Pak	Tetra Pak India Private Limited

Term	Description
UHT	Ultra high temperature processing

Conventional and General Terms or Abbreviations

Term	Description
"₹", "Rs.", "Rupees" or "INR"	Indian Rupees
AIFs	Alternative Investments Funds, as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
Adjusted EBITDA	EBITDA + loss on fair valuation of 0.01% compulsorily convertible preference shares (CCPS) - gain on fair valuation of 0.01% compulsorily convertible preference shares (CCPS) + gain on foreign exchange fluctuations (net)
Adjusted Net worth	Equity Share Capital + Other Equity (excluding capital reserve) + CCPS
Adjusted Total Borrowings	Total Borrowings - CCPS
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate (CAGR) is a business and investing specific term for the geometric progression ratio that provides a constant rate of return over the time period calculated as (end value / start value) ^ (1 / years) - 1
Calendar Year	A calendar year is a one-year period that begins on January 1 and ends on December 31, based on the commonly-used Gregorian calendar
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act	Companies Act, 2013, along with the relevant rules, clarifications and modifications made thereunder
Companies Act, 1956	Companies Act, 1956, along with the relevant rules made thereunder
Copyright Act	The Copyright Act, 1957
COVID-19	The novel coronavirus disease which was declared as a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020, by the World Health Organisation
CSE	Calcutta Stock Exchange Limited
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (*earlier known as the Department of Industrial Policy and Promotion*)
DP ID	Depository Participant Identification
DP/ Depository Participant	Depository participant as defined under the Depositories Act
EBITDA	Profit before tax + exceptional item + finance cost + depreciation and amortisation expense - other income
EBITDA Margin	EBITDA margin is a measure our Company's EBITDA as a percentage of its revenue from operations
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FCNR	Foreign Currency Non-Resident
FDI	Foreign direct investment
FDI Policy / Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 28, 2020 effective from October 15, 2020, issued by the DPIIT
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Non-Debt Instruments Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
FIR	First Information Report
Financial Year/ Fiscal/ FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year

Term	Description
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
FVCI(s)	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations
Gazette	Gazette of India
"GoI" or "Government or Central Government"	Government of India
GST	Goods and Services Tax
HUF	Hindu Undivided Family(ies)
IFRS	International Financial Reporting Standards
"Ind AS" or "Indian Accounting Standards"	Indian Accounting Standards referred to in the Companies Act and notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015
India	Republic of India
IPC	Indian Penal Code, 1860
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT	Information Technology
IT Act	The Income Tax Act, 1961
MCA	Ministry of Corporate Affairs, Government of India
MUR	Mauritian Rupee, the official currency of Mauritius
MSME	Micro, small or medium enterprise as defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended
Mutual Fund (s)	Mutual Fund(s) means mutual funds registered under the SEBI (Mutual Funds) Regulations, 1996
N/A	Not applicable
NACH	National Automated Clearing House
NAV	Net assets value per share (in ₹) is calculated as (total assets – total liabilities) / number of Equity Shares outstanding as at the period end
NBFC	Non-banking financial company
NEFT	National Electronic Funds Transfer
Net Debt	Borrowings – Current Investment – Cash & Cash equivalents (including other bank balances)
NPCI	National Payments Corporation of India
NRI	Person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016 or an overseas citizen of India cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E	Price/earnings
P/E Ratio	Price/earnings ratio
PAN	Permanent account number
PAT	Profit after tax
PLI Scheme	Production Linked Incentive Scheme
RBI	The Reserve Bank of India
RoNW	Return on Net Worth
RTA	Registrars to an Issue and Share Transfer Agents
Regulation S	Regulation S under the U.S. Securities Act
RTGS	Real Time Gross Settlement

Term	Description
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Banker Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities transaction tax
NBFC-SI / Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(ss)(iii) of the SEBI ICDR Regulations
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TAN	Tax deduction account number
Total Borrowings	Non-current borrowings + current borrowings+ current maturities of long-term debts
Trade Mark Act	Trade Mark Act, 1999
U.S. Securities Act	U.S. Securities Act of 1933, as amended
“U.S.”, “USA” or “United States”	United States of America
USAID	United States Agency for International Development
“USD” or “US$“	United States Dollars, the official currency of the United States
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute "forward-looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "likely to", "seek to", "shall", "objective", "plan", "propose", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward-looking statements whether made by us in this Draft Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to corresponding risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement, including but not limited to, regulatory changes pertaining to the industries we serve and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Inadequate or interrupted supply, seasonality and price fluctuation of our raw materials.
- A disruption or shutdown or slowdown of our manufacturing operations or under-utilisation of our manufacturing facilities due to non-availability of fuel, electricity, or water.
- The continuing impact of the coronavirus disease (COVID-19).
- Any actual or alleged contamination or deterioration in the quality of our products or our raw materials could result in legal liability, damage our reputation and adversely affect our business prospects and consequently our financial performance.
- Any adverse developments affecting the eastern and north-eastern parts of India, where our processing units, sales and distribution operations are primarily concentrated.
- The termination of any of our franchise arrangements with Parle Agro Limited.
- Our inability to service our debt obligations in a timely manner and to comply with financial and other covenants and other terms and conditions of our financing agreements.

For further discussion of factors that could cause the actual results to differ from the expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 150 and 379, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of our future performance. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward looking statements are based on are reasonable, any of these assumptions could prove to be inaccurate and the forward looking statements based on these assumptions could be incorrect. Neither our Company, the Selling Shareholder, our Promoters, our Directors, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the requirements of SEBI, our Company and the Selling Shareholder (in respect of statements/ disclosures made or confirmed by them in this Draft Red Herring Prospectus and their respective Offered Shares) shall, severally and not jointly, ensure that investors in India are informed of material developments from the date of the Red Herring Prospectus until the date of Allotment.

OFFER DOCUMENT SUMMARY

The following is a general summary of the terms of the Offer and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "Risk Factors", "Objects of the Offer", "Our Business", "Industry Overview", "Capital Structure", "The Offer", "Financial Statements", "Outstanding Litigation and Material Developments", "Offer Procedure" and "Description of Equity Shares and Terms of Articles of Association" on pages 31, 88, 150, 108, 74, 57, 240, 421, 445 and 462, respectively.

<table>
<tr><td>Summary of business of our Company</td><td>We are a leading fast-moving consumer goods ("FMCG") company headquartered out of Kolkata with interests in packaged, dairy and fresh food products (Source: Technopak Report). Our comprehensive range of products span across various brands and categories with more than 90 SKUs as of March 31, 2021, and a presence across the value chain in fresh, frozen and ambient long shelf life food product categories. Our products cater to 'needs' and the 'wants' of our consumers by satisfying their daily nutrition needs and delighting them with our range of indulgent and "on-the-go" products. Our "ready-to-eat" and "ready-to-cook" products facilitate ease of cooking for our consumers.</td></tr>
<tr><td>Summary of the industry in which we operate</td><td>The Fast-Moving Consumer Goods (FMCG) Industry is currently the fourth largest contributor to the Indian economy. In FY20, the FMCG market in India was estimated at ₹ 6.75 lakh crores expected to reach ₹ 11.20 lakh crores by Fiscal 2025. At an aggregate level, the FMCG market is expected to grow at a CAGR of 11% in the period Fiscal 2020 and Fiscal 2025. Packaged food segment forms major share of the FMCG market in India. The Eastern and the North Eastern Region of India contribute approximately ~11.5% of the total FMCG Market share in Fiscal 2020. The contribution of various sub-segments within FMCG, mirrors the national trend. However, Eastern and North Eastern regions is expected to grow at a faster rate than the overall market and contribute ~12.75% of total FMCG market by the Fiscal 2025. (Source: Technopak Report)</td></tr>
<tr><td>Names of the Promoters</td><td>Mayank Jalan, Keventer Global Private Limited, MKJ Developers Limited, Edward Keventer Private Limited, Keventer Capital Limited, Sarvesh Housing Projects Private Limited and Speedage Trade Limited</td></tr>
<tr><td>Offer size</td><td>Offer of up to [●] Equity Shares for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating to ₹ [●] million comprising of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 3,500 million by our Company and an Offer for Sale of up to 10,767,664* Equity Shares aggregating up to ₹ [●] million by the Selling Shareholder. The Offer and the Net Offer shall constitute [●]% and [●]% of the post-Offer paid-up Equity Share capital of our Company. The Offer comprises the Net Offer and Employee Reservation Portion.

Our Company, in consultation with the BRLMs and subject to the terms of the SSHA, may consider a private placement of up to such number of Equity Shares for cash consideration, aggregating up to ₹ 500 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company and the Selling Shareholder in consultation with the BRLMs. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue.

*Includes 15,351,861 CCPS, which shall be converted up to a maximum of 9,151,678 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC, solely for the purpose of the Offer. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198.</td></tr>
<tr><td>Objects of the Offer</td><td>The objects for which the Net Proceeds from the Offer shall be utilized are as follows:

<table><tr><th>Particulars</th><th>Amount* (₹ in million)</th></tr><tr><td>Repayment and/ or pre-payment, in full or part, of certain borrowings availed by our Company</td><td>1,550.00</td></tr><tr><td>Funding incremental capital expenditure requirements of our Company</td><td>1,107.61</td></tr><tr><td>General corporate purposes(1)</td><td>[●]</td></tr><tr><td>Total</td><td>[●]</td></tr></table>(1)The amount utilised for general corporate purposes shall not exceed 25% of the Net Proceeds of the Fresh Issue.

*Includes the proceeds, if any, received pursuant to the Pre-IPO Placement. Upon allotment of Equity Shares issued pursuant to the Pre-IPO Placement, we may utilise the proceeds from such Pre-IPO Placement towards the Objects of the Offer prior to completion of the Offer. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue</td></tr>
<tr><td>Aggregate pre-Offer shareholding of our Promoters, Promoter Group and Selling Shareholder as a percentage of</td><td>The aggregate pre-Offer shareholding of our Promoters (who are also members of our Promoter Group) as a percentage of the pre-Offer paid-up share capital of our Company is set out below:</td></tr>
</table>

our paid-up Equity Share capital

S. No.	Name	No. of Equity Shares / Preference Shares held	Percentage of the pre-Offer Equity Share / Preference Share Capital (%)
Equity Shares			
1.	Keventer Global Private Limited	11,482,528	43.78
2.	Mayank Jalan	4,157,122	15.85
3.	MKJ Developers Limited	3,810,400	14.53
4.	Edward Keventer Private Limited	2,320,832	8.85
5.	Keventer Capital Limited	1,902,096	7.25
6.	Sarvesh Housing Projects Private Limited	937,500	3.58
Total		**24,610,478**	**93.84**
Preference Shares (CCPS)			
1.	Speedage Trade Limited	8,814,466*	36.47
Total		**8,814,466**	**36.47**

* *Solely for the purposes of the Offer, 8,814,466 CCPS held by Speedage will be converted up to a maximum of 5,254,552 Equity Shares prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198.*

The aggregate pre-Offer shareholding of the Selling Shareholder as a percentage of the pre-Offer paid-up share capital of our Company is set out below:

S. No.	Selling Shareholder	Number of Equity Shares /Preference Shares held	Percentage of the pre- Offer Equity Share / Preference Share paid-up capital (%)
Equity Shares			
1.	Mandala Swede SPV	1,615,986	6.16
	Total	**1,615,986**	**6.16**
Preference Shares (CCPS)			
1.	Mandala Swede SPV	15,351,861*	63.53
	Total	**15,351,861**	**63.53**

**Solely for the purposes of the Offer, 15,351,861 CCPS held by Mandala will be converted up to a maximum of 9,151,678 Equity Shares prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198.*

Summary of Selected Financial Information

The details of our equity share capital, net worth, adjusted net worth, net asset value per Equity Share total borrowings, Adjusted Total Borrowings as at March 31, 2021, 2020 and 2019, derived from the Restated Financial Information are as follows:

(₹ in million, except per share data)

Particulars	As at March 31,		
	2021	**2020**	**2019****
Equity Share capital	131.13	131.13	131.13
Net worth$	960.98	1,731.44	1,700.42
Adjusted Net worth#	3,273.19	3,365.44	3,423.45
Net asset value per Equity Share	38.69	68.07	66.88
Total Borrowings@	4,674.25	4,159.81	3,807.89
Adjusted Total Borrowings*	2,362.04	2,525.81	2,084.86

$ *Net worth = Equity Share Capital + Other Equity (excluding Capital Reserve)*
@ *Total Borrowings = Non-current borrowings + current borrowings+ current maturities of long-term debt*
**Adjusted Total Borrowings = Total Borrowings - 0.01% Compulsory Convertible Preference Shares mentioned under Non-Current Borrowings*
***Derived from the Restated Consolidated Financial Information*
\# *Adjusted Net worth = Equity Share Capital + Other Equity (excluding Capital Reserve) + 0.01% Compulsory Convertible Preference Shares*

The details of our total income, restated profit / (loss) after tax and earning / (loss) per Equity Share (basic and diluted) for the Financial Years ended March 31, 2021, 2020 and 2019, derived from the Restated Financial Information are as follows:

(₹ in million, except per share data)

Particulars	For the year ended		
	March 31, 2021	March 31, 2020	March 31, 2019**
Total income	8,360.25	9,582.54	8,844.12
Restated Profit / (loss) after tax***	(761.76)	34.19	(1.15)
Earnings / (Loss) per Equity Share			
- Basic (in ₹ per share)	(29.05)	1.30	(0.04)
- Diluted (in ₹ per share)	(29.05)	(0.87)	(0.04)

** *Derived from the Restated Consolidated Financial Information*

*** *Includes loss / gain on account of CCPS*

Auditor qualifications which have not been given effect to in the Restated Financial Information

There are no auditor qualifications which have not been given effect to in the Restated Financial Information.

Summary table of outstanding litigations

A summary of outstanding litigation proceedings involving our Company and our Promoters, as on the date of this Draft Red Herring Prospectus, is provided below:

Type of Proceedings	Number of Cases	Amount* (*₹ in million*)
Cases against our Company		
Criminal proceedings	1	Non quantifiable
Civil proceedings	1	-
Actions taken by regulatory and statutory authorities	1	Non quantifiable
Direct and indirect taxes	20	57.44
Cases by our Company		
Criminal proceedings	8	2.17
Civil proceedings	3	1,707.57
Cases against our Promoters		
Civil proceedings	1	Non quantifiable#
Direct and indirect taxes	3	1.78
Disciplinary actions including penalties imposed by the Stock Exchanges in the last five Financial Years	1	0.07

* *To the extent quantifiable*

Value of suit property involved in the matter is ₹ 330 million

For further details, see "*Outstanding Litigation and Material Developments*" on page 421.

Risk Factors

For details of certain risks applicable to us, see "*Risk Factors*" on page 31.

Summary table of contingent liabilities

The following is a summary table of our contingent liabilities as of March 31, 2021 as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets:

(₹ in million)

Contingent Liabilities	As of March 31, 2021
Income tax matters	24.28
Sales tax and Goods and Service tax matters	1.18
Bank guarantees given	35.47
Demand by the District Land and Land Reforms Department, Government of West Bengal	5.54
Public interest litigation filed in relation to the acquisition of balance 47% stake in Metro Dairy Limited	-

Summary of related party transactions

Please see **Note 1** below.

Details of all financing arrangements whereby the Promoters, members of the Promoter Group, directors of our Promoters or our Directors and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, directors of our Promoters or our Directors and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

course of the business of the financing entity during the period of six months immediately preceding the date of this Draft Red Herring Prospectus

Weighted average price at which the Equity Shares were acquired by our Promoters or Selling Shareholder, in the last one year

Except as stated below our Promoters have not acquired any Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus. The weighted average price at which our Promoters acquired the Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus is as follows:

Promoter	Number of Equity Shares acquired[*]	Weighted average price of acquisition per Equity Share (in ₹)[#]
Mayank Jalan	1,666,686	0.00
Keventer Global Private Limited	11,482,528	62.50

[*] *As adjusted for split in the face value of the Equity shares from ₹10 each to ₹5 each.*

[#] *As certified by M/s. ARSK and Associates, Chartered Accountants, in their certificate dated August 8, 2021.*

The Selling Shareholder has not acquired any Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus.

Average cost of acquisition of Equity Shares of our Promoters and Selling Shareholder

The average cost of acquisition of Equity Shares of our Promoters and Selling Shareholder is as follows:

S. No.	Name	Number of Equity Shares held	Average cost of acquisition per Equity Share (in ₹)[#]
	Promoters		
1.	Keventer Global Private Limited	11,482,528	62.50
2.	Mayank Jalan	4,157,122	13.82[***]
3.	MKJ Developers Limited	3,810,400	18.99[***]
4.	Edward Keventer Private Limited	2,320,832	1.20[***]
5.	Keventer Capital Limited	1,902,096	35.00
6.	Sarvesh Housing Projects Private Limited	937,500	4.80[***]
7.	Speedage Trade Limited[*]	NA	NA
	Selling Shareholder		
8.	Mandala Swede SPV[**]	1,615,986	34.04

[#] *As certified by M/s. ARSK and Associates, Chartered Accountants, in their certificate dated August 8, 2021.*

[*] *Speedage does not hold any Equity Shares as on the date of this Draft Red Herring Prospectus. Solely for the purposes of the Offer, 8,814,466 CCPS held by Speedage will be converted up to a maximum of 5,254,552 Equity Shares prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198. Accordingly, the average cost of acquisition per Equity Share of Speedage Trade Limited will be recomputed prior to filing of the Red Herring Prospectus with the RoC.*

***Solely for the purposes of the Offer, 15,351,861 CCPS held by Mandala will be converted up to a maximum of 9,151,678 Equity Shares prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198. Accordingly, the average cost of acquisition per Equity Share of Mandala will be recomputed prior to filing of the Red Herring Prospectus with the RoC.*

[***] *The equity shares acquired by Mayank Jalan, MKJ Developers Limited and Sarvesh Housing Projects Private Limited pursuant to the scheme of amalgamation of Keventer Fresh Limited with Keventer Agro Limited ("**KFL Scheme**") and the equity shares acquired by Edward Keventer Private Limited pursuant to the scheme of arrangement between Edward Food Research & Analysis Centre Limited and Edward Keventer Private Limited and their respective shareholders ("**EFRAC Scheme**"), the acquisition price has been calculated in accordance with AS-13 (Accounting for Investments) (applicable at the time of acquisition) and the Income Tax Act, 1961 (the "**Relevant Laws**"). The cost of acquisition of equity shares held by Mayank Jalan, MKJ Developers Limited and Sarvesh Housing Projects Private Limited prior to the effective date of the KFL Scheme have been adjusted as a result of such calculation in accordance with the Relevant Laws.*

Size of the pre-IPO placement and allottees, upon completion of the placement

Our Company in consultation with the BRLMs and subject to the terms of the SSHA may consider a private placement of up to such number of Equity Shares for cash consideration aggregating up to ₹ 500 million, at its discretion, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company and the Selling Shareholder in consultation with the BRLMs. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue

Any issuance of Equity Shares in the last one year for consideration other than cash	Our Company has not issued any Equity Shares in the last one year from the date of this Draft Red Herring Prospectus, for consideration other than cash.
Any split/consolidation of Equity Shares in the last one year	Except as disclosed below, our Company has not split or consolidated the face value of the Equity Shares in the last one year: Pursuant to a resolution passed by the Shareholders in the extraordinary general meeting held on June 29, 2021, our Company has sub-divided the face value of its equity shares from ₹10 each to ₹5 each. For details, see *"Capital Structure - Notes to the Capital Structure"* on page 75.

Note 1

The details of related party transactions of our Company for the year ended March 31, 2021 and March 31, 2020 as derived from the Restated Unconsolidated Financial Information as per Ind AS 24 – Related Party Disclosures and read with the SEBI ICDR Regulations are set forth in the table below:

(₹ in million, unless stated otherwise)

Party	Year	Director Fee/ Salary	Rent expense	Rent income	Purchase of material / service	Sale of material	Interest income	Other expense	Capital Expenditure	Sale of Fixed Assets	Investment made	Change in Fair value of CCPS	Reimbursement given	Reimbursement taken
Mandala Swede SPV	2020-21	0.06##	-	-	-	-	-	-	-	-	-	430.84	-	-
	2019-20	(0.13)##	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-56.56)	(-)	(-)
MKJ Enterprises Limited	2020-21	-	-	-	-	-	-	-	-	-	-	-	0.48	0.57
	2019-20	(-)	(-)	(-)	(-)	(0.02)	(-)	(-)	(-)	(-)	(-)	(-)	(1.48)	(2.35)
Keventer Projects Limited	2020-21	-	1.86#	-	-	-	-	-	3.76	-	-	-	0.06	0.03
	2019-20	(-)	(1.86)#	(-)	(-)	(-)	(-)	(1.02)	(4.95)	(-)	(-)	(-)	(-)	(0.03)
Keventer Ventures Limited (formerly Gama Hospitality Limited)	2020-21	-	-	-	2.36	0.13	20.00	-	-	-	-	-	0.15	0.15
	2019-20	(-)	(-)	(0.17)	(-)	(0.35)	(17.41)	(0.34)	(-)	(-)	(206.50)	(-)	(0.27)	(0.40)
Candico (I) Limited	2020-21	-	-	0.47	7.03	-	-	-	-	-	-	-	-	-
	2019-20	(-)	(-)	(1.05)	(21.20)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Edward Keventer Private Limited	2020-21	-	2.80	-	0.20	-	-	-	-	-	-	-	0.30	0.61
	2019-20	(-)	(2.74)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(0.28)	(0.03)

(₹ in million, unless stated otherwise)

Party	Year	Director Fee/ Salary	Rent expense	Rent income	Purchase of material / service	Sale of material	Interest income	Other expense	Capital Expenditure	Sale of Fixed Assets	Investment made	Change in Fair value of CCPS	Reimbursement given	Reimbursement taken
Keventer Global Private Limited	2020-21	-	-	-	-	23.96	-	-	-	19.37	-	-	6.00	6.00
	2019-20	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Edward Food Research Analysis Centre Limited	2020-21	-	-	-	12.90	-	-	-	-	-	-	-	-	-
	2019-20	(-)	(-)	(-)	(12.78)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Sasmal Infrastructure (P) Limited	2020-21	-	-	-	-	-	-	-	-	-	-	-	0.02	0.02
	2019-20	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Keventer Capital Limited	2020-21	-	-	-	-	-	-	-	-	-	-	-	0.04	0.04
	2019-20	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Madanlal Limited	2020-21	-	-	-	-	-	-	-	-	-	-	-	**	**
	2019-20	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Bengal Bonded Warehouse Limited	2020-21	-	-	-	-	**	-	-	-	-	-	-	0.04	0.04
	2019-20	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Speedage Trade Limited	2020-21	-	-	-	-	-	-	-	-	-	-	247.37	**	**
	2019-20	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-32.47)	(**)	(**)
MKJ Tradex Limited	2020-21	-	-	-	-	-	-	-	-	-	-	-	0.22	0.22
	2019-20	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)

(₹ in million, unless stated otherwise)															
Party	**Year**	**Director Fee/ Salary**	**Rent expense**	**Rent income**	**Purchase of material / service**	**Sale of material**	**Interest income**	**Other expense**	**Capital Expenditure**	**Sale of Fixed Assets**	**Investment made**	**Change in Fair value of CCPS**	**Reimbursement given**	**Reimbursement taken**
Mr. Mayank Jalan*	2020-21	5.73	-	-	-	-	-	-	-	-	-	-	-	-
	2019-20	(5.43)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Mrs. Parvana Mayank Jalan	2020-21	0.02	-	-	-	-	-	-	-	-	-	-	-	-
	2019-20	(0.03)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Sumit Krishna Deb	2020-21	0.03	-	-	-	-	-	-	-	-	-	-	-	-
	2019-20	(0.08)	(-)	(-)	(-)	(-)	(-)	(1.00)	(-)	(-)	(-)	(-)	(-)	(-)
Probir Roy	2020-21	0.03	-	-	-	-	-	-	-	-	-	-	-	-
	2019-20	(0.04)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Ms. Shruti Swaika	2020-21	0.03	-	-	-	-	-	-	-	-	-	-	-	-
	2019-20	(0.08)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Mr. Sanjay Gupta*	2020-21	4.71	-	-	-	-	-	-	-	-	-	-	-	-
	2019-20	(4.20)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Mr. Saurabh Jajodia*	2020-21	6.10	-	-	-	-	-	-	-	-	-	-	-	-
	2019-20	(4.43)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Mr. Sunil Kajaria*	2020-21	4.39	-	-	-	-	-	-	-	-	-	-	-	-
	2019-20	(4.08)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)

* Salary excludes amount towards retirement benefits which is as follows:

Party	Retirement Benefits (₹ in million)	
	2020-21	2019-20
Mr. Mayank Jalan	1.77	0.26
Mr. Sanjay Gupta	0.26	0.16
Mr. Saurabh Jajodia	0.83	0.18
Mr. Sunil Kajaria	0.70	0.25

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm’s length transactions.

Figures in bracket indicates figures of Previous year.

**Amounts are below the rounding off norm adopted by the Company.

Includes Rent paid against leased assets which have been accounted for in accordance with Ind AS 116, Leases

Represents amount paid to Mandala swede SPV for the sitting fees related to nominee director.

The details of related party transactions of our Company for the year ended March 31, 2019 as derived from the Restated Consolidated Financial Information as per Ind AS 24 – Related Party Disclosures and read with the SEBI ICDR Regulations are set forth in the table below:

(₹ in million unless stated otherwise)

Party	**Director Fee/ Salary**	**Rent expense**	**Rent income**	**Purchase of material & services**	**Purchase of fixed assets**	**Sale of material**	**Income from Manpower supply/Others**	**Interest income**	**Change in Fair value of CCPS**	**Loan/ Advance Given**	**Refund of Loan /Advance Given**	**Loan / Advance/ Security Deposit Taken**	**Repayment of Loan / Advance /Security Deposit Taken**	**Other expense**
Gama Hospitality Limited*	-	-	0.16	0.08	-	0.03	-	-	-	0.11	0.11	0.37	0.37	0.05
Riddhi Siddhi Mall Management Private Limited*	-	-	-	-	-	-	-	0.58	-	-	4.98	-	-	-
Candico (I) Limited*	-	-	0.90	25.23	-	-	-	-	-	1.49	14.54	-	-	-
MKJ Enterprises Limited	-	-	-	-	-	0.04	-	-	-	2.73	1.76	-	-	-
Mandala Swede SPV	0.13##	-	-	-	-	-	-	-	41.90	-	-	-	-	-
Keventer Projects Limited	-	1.86	-	3.45	-	**	-	-	-	-	-	-	-	1.20
Edward Keventer Private Limited	-	5.27	-	-	-	-	-	-	-	-	-	-	-	-

(₹ in million unless stated otherwise)

Party	Director Fee/ Salary	Rent expense	Rent income	Purchase of material & services	Purchase of fixed assets	Sale of material	Income from Manpower supply/Others	Interest income	Change in Fair value of CCPS	Loan/ Advance Given	Refund of Loan /Advance Given	Loan / Advance/ Security Deposit Taken	Repayment of Loan / Advance /Security Deposit Taken	Other expense
Bengal Bonded Warehouse Limited		-	-	**	-	-	-	-	-	0.27	0.27	-	-	-
Sarvesh Housing Projects Private Limited	-	-	-	-	29.00	-	-	-	-	-	-	-	-	-
MKJ Tradex Limited	-	-	-	-	-	-	-	-	-	0.15	0.15	-	-	-
Sasmal Infrastructure Pvt. Ltd.	-	-	-	-	-	-	-	-	-	0.02	0.02	-	-	-
Madanlal Limited	-	-	-	-	-	-	-	-	-	0.01	0.01	-	-	-
Edward Food Research &Analysis Centre Ltd.	-	-	-	14.23	-	0.05	-	-	-	2.66	2.31	-	-	-
Speedage Trade Limited	-	-	-	-	-	-	-	-	24.06	0.01	0.01	-	-	-
Fox & Mandal LLP	-	-	-	0.50	-	-	-	-	-	-	-	-	-	-
Mr. Mayank Jalan^	7.00	-	-	-	-	-	-	-	-	-	-	-	-	-

(₹ in million unless stated otherwise)														
Party	**Director Fee/ Salary**	**Rent expense**	**Rent income**	**Purchase of material & services**	**Purchase of fixed assets**	**Sale of material**	**Income from Manpower supply/Others**	**Interest income**	**Change in Fair value of CCPS**	**Loan/ Advance Given**	**Refund of Loan /Advance Given**	**Loan / Advance/ Security Deposit Taken**	**Repayment of Loan / Advance /Security Deposit Taken**	**Other expense**
Mrs. Parvana Mayank Jalan	0.03	-	-	-	-	-	-	-	-	-	-	-	-	-
Debanjan Mandal	0.04	-	-	-	-	-	-	-	-	-	-	-	-	-
Sumit Krishna Deb	1.28	-	-	-	-	-	-	-	-	-	-	-	-	-
Probir Roy	0.14	-	-	-	-	-	-	-	-	-	-	-	-	-
Ajay Choudhury	0.07	-	-	-	-	-	-	-	-	-	-	-	-	-
Debjani Chatterjee	0.04	-	-	-	-	-	-	-	-	-	-	-	-	-
Sanjay Gupta^	3.99	-	-	-	-	-	-	-	-	-	-	-	-	-
Sunil Kajaria^	3.82	-	-	-	-	-	-	-	-	-	-	-	-	-
Saurabh Jajodia^	4.25	-	-	-	-	-	-	-	-	-	-	-	-	-

Below are the transactions between the Company and its subsidiaries for the year ended March 31, 2019, disclosed as per the requirements of SEBI ICDR Regulations

(₹ in million unless stated otherwise)

Party	Director Fee/ Salary^	Rent expense	Rent income	Purchase of material & services	Purchase of fixed assets	Sale of material	Income from Manpower supply/Others	Interest income	Change in Fair value of CCPS	Loan/ Advance Given	Refund of Loan /Advance Given	Loan / Advance/ Security Deposit Taken	Repayment of Loan / Advance /Security Deposit Taken	Other expense
Metro Dairy Limited	-	-	-	2.04	-	-	31.73	-	-	-	-	370.00#	370.00 #	-

^ *Salary excludes amount towards retirement benefits which is as follows:*

Party	Retirement Benefits (₹ in million)
Mr. Mayank Jalan	0.27
Mr. Sanjay Gupta	0.22
Mr. Saurabh Jajodia	0.20
Mr. Sunil Kajaria	0.41

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions.

Advance of INR 370 million was taken from Metro Dairy Limited during the year against "agreement to sale" of "Banana Division". Pursuant to decision of merger with Keventer Agro Limited in the Board, the "agreement to sale" has been terminated, and advance amount has been refunded back to Metro Dairy Limited.

* Demerged pursuant to NCLT order

**Amounts are below the rounding off norm adopted by the Company.

Represents amount paid to Mandala swede SPV for the sitting fees related to nominee director.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references to "India" in this Draft Red Herring Prospectus are to the Republic of India and its territories and possessions and all references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable. All references to the "U.S.", "US", "U.S.A" or "United States" are to the United States of America and its territories and possessions.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial data in this Draft Red Herring Prospectus is derived from the Restated Financial Information which comprises of the Restated Consolidated Financial Information and the Restated Unconsolidated Financial Information. Our Restated Consolidated Financial Information comprises of the restated consolidated statement of assets and liabilities as at March 31, 2019, the restated consolidated statement of profits and losses (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows for the year ended March 31, 2019, the summary statement of significant accounting policies and other explanatory information. The restated consolidated summary statement has been compiled by the management of the Company from the audited consolidated financial statements of the Group as at and for the year ended March 31, 2019, which were prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI.

Our Restated Unconsolidated Financial Information comprises of the restated unconsolidated statement of assets and liabilities as at March 31, 2021 and March 31, 2020, the restated unconsolidated statement of profits and losses (including other comprehensive income), the restated unconsolidated statement of changes in equity and the restated unconsolidated statement of cash flows for the years ended March 31, 2021 and March 31, 2020, the summary statement of significant accounting policies and other explanatory information. The restated unconsolidated summary statements have been compiled by the management of the Company from the audited unconsolidated financial statements of the Company as at and for the years ended March 31, 2021 and March 31, 2020, which were prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India and restated in accordance with the SEBI ICDR Regulations and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by ICAI.

The Company had filed scheme of amalgamation under section 230 to 232 of the Companies Act, 2013 with NCLT on June 12, 2019 for amalgamation of Metro Dairy Limited (a wholly owned subsidiary) with appointed date of April 1,2018. The NCLT vide order dated February 10, 2020, sanctioned the Scheme of amalgamation and the effect of the scheme was given for the first time in the financial year 2019-20. For the years ended March 31, 2021 and March 31, 2020, the Company does not have any subsidiary, associate or joint venture and accordingly no consolidated financial statements were prepared by the Company for those years.

While the consolidated financial numbers and unconsolidated financial numbers are generally not comparable in the normal scenario, however, in the given situation, considering the wholly owned subsidiary of our Company, being MDL, merged with our Company, we believe that it will be useful for the prospective investors to know how our Company performed over the last three years, and hence a comparison from Fiscal 2019 to Fiscal 2021 has been given to facilitate such comparison.

Our Company's Financial Year commences on April 1 and ends on March 31 of the next year. Accordingly, all references to a particular Financial Year or Fiscal, unless stated otherwise, are to the 12 month period ended on March 31 of that year.

Our Statutory Auditors have provided no assurance or services related to any prospective financial information in this Draft Red Herring Prospectus.

Certain measures included in this Draft Red Herring Prospectus, for instance return on net worth, adjusted net worth and adjusted return on net worth, net asset value per Equity Share, cost of goods sold, gross profit, gross margin, total borrowings, net debt, Adjusted Total Borrowings, adjusted net debt, EBITDA, Adjusted EBITDA and Ratio of Adjusted Total Borrowings to Adjusted Net worth (the "**Non-GAAP measures**"), presented in this Draft Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, Ind AS or IFRS. Furthermore, these Non-GAAP measures, are not a measurement of our financial performance or liquidity under Ind AS or IFRS and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS or IFRS or as an alternative to cash flow from operations or as a measure of our liquidity. In addition, Non-GAAP measures used are not a standardised term, hence a direct comparison of Non-GAAP measures between companies may not be possible. Other companies may calculate Non-GAAP measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Mmeasures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

There are significant differences between Ind AS and IFRS. Our Company does not provide reconciliation of its financial information to IFRS. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting principles, policies and practices, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting principles, policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31, 150 and 379, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Financial Information.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. Except as otherwise stated, all figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to the Indian Rupee, the official currency of India; and
- "USD" or "US$" are to the United States Dollar, the official currency of the United States.

Our Company has presented all numerical information in this Draft Red Herring Prospectus in "million" units or in whole numbers where the numbers have been too small to represent in millions. One million represents 1,000,000 and one billion represents 1,000,000,000.

The installed capacity included in the Draft Red Herring Prospectus have been included in lakhs and 1 lakh = 100,000 or ₹ 0.10 million.

Figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Exchange Rates

This Draft Red Herring Prospectus contains conversion of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and the respective foreign currencies:

(in ₹)

Currency	As at*		
	March 31, 2021	March 31, 2020	March 31, 2019
1 USD	73.50	75.39	69.17

(Source: www.fbil.org.in)

**If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed.*

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from the report titled "*Industry Report on Fresh and Packaged Food Market in India*" dated August 2, 2021, prepared and issued by Technopak Advisors Private Limited (the "**Technopak Report**"), paid and commissioned by our Company, publicly available information as well as industry publication and sources. Technopak is an independent agency and is not related to our Company, our Promoters, Directors or KMPs in any manner and is not a related party of our Company, Directors, Promoters or KMPs Further, Technopak has been appointed by our Company pursuant to a letter of authorisation dated March 18, 2021.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors*" beginning on page 31. Accordingly, investment decisions should not be based solely on such information

The sections "*Offer Document Summary*", *"Risk Factors"* "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" of this Draft Red Herring Prospectus contain data and statistics from the Technopak Report titled "*Industry Report on Fresh and Packaged Food Market in India*" dated August 2, 2021 which has been paid and commissioned by us.

In accordance with the disclosure requirements under the SEBI ICDR Regulations, "*Basis for Offer Price*" on page 99 includes information relating to our peer group companies.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

SECTION II: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below may not be exhaustive or the only ones relevant to us, the Equity Shares or the industry segments in which we currently operate. Additional risks and uncertainties, not presently known to us or that we currently do not deem material may arise or may become material in the future. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks mentioned below. If any or a combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of our Equity Shares could decline, and investors may lose all or part of their investment. Further, some events may be material collectively rather than individually.

In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", "Key Regulations and Policies", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Outstanding Litigation and Material Developments" on pages 108, 150, 186, 379 and 421, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved. Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Potential investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to legal and regulatory environment which may differ in certain respects from that of other countries.

This Draft Red Herring Prospectus also contains forward-looking statements that involves risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See "Forward-Looking Statements" on page 14.

In this section, any reference to the "Company", we", "us" or "our" for Fiscals 2021 and 2020 refers to Keventer Agro Limited on an unconsolidated basis and any reference to we", "us" or "our" for Fiscal 2019 refers to Keventer Agro Limited and MDL on a consolidated basis. Unless the context requires otherwise, all financial information included herein is derived from our Restated Financial Information included in "Financial Statements" beginning on page 240.

*Unless stated otherwise, industry and market data used in this section has been obtained or derived from publicly available information as well as industry publications, other sources and the report titled "Industry Report on Fresh and Packaged Food Market in India" dated August 2, 2021, prepared and issued by Technopak Advisors Private Limited (the "**Technopak Report**") (which is a paid report and was commissioned by us in connection with the Offer). Unless otherwise indicated, all financial, operational, industry and other related information derived from the Technopak Report and included herein with respect to any particular year refers to such information for the relevant calendar year.*

Internal Risks relating to our Business

1. Inadequate or interrupted supply, seasonality and price fluctuation of our raw materials could adversely affect our business, results of operations, cash flows and financial condition.

The quality of our products is highly dependent on our ability to source quality raw materials. Our key raw materials for the production of our products include raw milk, banana, mango pulp, apple concentrate, NABB, sugar, SMP and packaging material. The cost of goods sold by us constituted 68.48%, 71.17% and 69.48% of our revenue from operations for Fiscals 2021, 2020 and 2019, respectively. The unavailability of these raw materials can be caused by external conditions, such as increased demand for such materials (from competitors or otherwise), price fluctuations, weather conditions, pandemic, seasonality of the raw materials, inflation, governmental regulations and policies, transportation costs and general economic and political conditions, which are beyond our control. For details of seasonality in our business, see *"Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting Our Results of Operations – Seasonality"* on page 385. We cannot assure you that we will be able to source our raw materials in adequate quantity and quality or at all, or at a reasonable price in the future.

Further, we issue purchase orders and do not have formal arrangements for purchase of some of our raw materials based on our anticipated requirements. In case of unexpected increase in the prices of any of the raw materials, we may need to increase the selling price of the finished products, in proportion to the increase in raw material prices. For example, in Fiscals 2021 and 2020, we had increased the price of pouch milk due to increase in input cost. Further, there may be a delay in passing on the increased cost to the consumers, which may adversely affect our margins, revenues, future cash flows and overall profitability.

Additionally, our raw material procurement operations for our products under the dairy & fresh segment are concentrated in eastern parts of India primarily in the states of West Bengal, Bihar, Jharkhand for milk and bananas and for our products under the packaged foods & beverage segment, procurement is mainly concentrated in western and southern parts of India primarily in the states of Maharashtra and Tamil Nadu. Accordingly, any adverse developments affecting these regions could impact our business and results of operations. Further, if our suppliers for any particular raw material are unable or unwilling to meet our requirements or our estimates fall short of the demand, we could suffer shortages or cost increases. Any supply disruptions could exert pressure on our costs, and we cannot assure you that all or part of any increased costs can be passed along to our consumers in a timely manner or at all, which could negatively affect our business, results of operations, future cash flows and financial condition.

2. ***A disruption or shutdown or slowdown of our manufacturing operations or under-utilisation of our manufacturing facilities due to non-availability of fuel, electricity, or water could have an adverse effect on our business, financial condition, results of operations and cash flows.***

Our business and results of operations are dependent on our ability to effectively plan our production processes and on our ability to optimally utilize our production capacities for our various beverages, frozen and fresh food products which we process or manufacture through our flagship facility located in Barasat and our other food processing units located in Malda, Durgapur, Midnapore and Siliguri in West Bengal and Patna in Bihar. Our business is dependent upon our ability to manage our facilities and food processing units effectively, which are subject to various operating risks, including those beyond our control.

Any disruption to our procurement and production process or the operation of our flagship facility and our food processing units may result from various factors beyond our control, including, among others, the following:

- forced closure or suspension of our flagship facility and food processing units due to factors such as performance below expected levels of output or efficiency, facility obsolescence or disrepair, labour disputes such as strikes and work stoppages;
- natural disasters or severe weather conditions;
- interruption of our information technology systems that facilitate the management of our facilities and food processing units; and
- other production or distribution problems, including limitations to production capacity due to regulatory requirements, changes in the types of products produced or physical limitations that could impact continuous supply.

Further, we also depend on heavy machinery for manufacture of our products and any breakdown in the machinery may lead to a halt or slowdown in our manufacturing process thus adversely affecting our business and results of operations. Although we have not experienced any such instances in the past the occurrence of any of the aforesaid events could result in disruption or shutdown or slowdown of our manufacturing operations which could adversely affect our business, financial condition, future cash flows and results of operations.

In addition, we may be required to carry out planned shutdowns of our facilities for maintenance, statutory inspections and testing, or may shut down certain facilities for capacity expansion and equipment upgrades. Our capacity utilisation is also affected by the requirements of our distributors and consumers. Under-utilisation of our manufacturing capacities over extended periods, or significant under-utilisation in the short term, could materially and adversely impact our business, growth prospects, future cash flows and future financial performance. For details of our capacity utilisation, see "*Our Business – Production Capacity – Capacity Utilisation"* on page 180.

Further, non-availability of continued supply of electricity or fluctuations in the cost of electricity would adversely affect our cost of production and profitability. If for any reason such continued supply of electricity is not available, we may need to shut down our facilities until any adequate supply of electricity is restored. In addition, our manufacturing operations require the continued supply of water for our production processes. However, there is no assurance that we will at all times receive a continued supply of water at our facilities, in on the scale required by us. Interruptions of electricity and/or water supply can also result in production shutdowns, increased costs associated with restarting production and the loss of production in progress.

Several of the raw materials that we require for our operations, are perishable in nature and consequently, any malfunction or break-down of our machinery or equipment resulting in the slowdown or stoppage of our operations may adversely affect the quality of such raw materials. We cannot assure you that there will not be any significant disruptions in our operations or disruptions in our facilities in the future. An accident may result in destruction of property or equipment, environmental damage, production or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities or require us to incur significant capital expenditure. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend litigation can be significant.

3. ***The coronavirus disease (COVID-19) has had an adverse effect on our business and operations and the extent to which it may continue to do so in the future, is uncertain and cannot be predicted.***

In the first half of calendar year 2020, COVID-19 spread to a majority of countries across the world, including India. The COVID-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets.

The global impact of the COVID-19 pandemic has been rapidly evolving and public health officials and governmental authorities responded by taking measures, including in India where our operations are primarily based, such as prohibiting people from assembling in large numbers, instituting quarantines, restricting travel, issuing "stay-at-home" orders and restricting the types of businesses that may continue to operate, among many others. The outbreak of COVID-19 was recognized as a public health emergency of international concern on January 30, 2020 and as a pandemic by the WHO on March 11, 2020. On March 14, 2020, India declared COVID-19 as a "notified disaster" and imposed a nationwide lockdown beginning March 25, 2020. With the resurgence of the COVID-19 pandemic in April 2021, the lockdowns were imposed in various parts of India. While the lockdown currently does not remain in force in most states, in case the lockdown is reintroduced, it could result in subdued growth or give rise to a recessionary economic scenario, in India and globally, which could adversely affect our business, prospects, results of operations and financial condition. The impact of the pandemic on our business, operations and future financial performance has included and may include the following:

- a decrease in sales of some of our products such as fruit juices, ice creams, milk shakes and packaged drinking water which was offset by an increase in sales of UHT milk and frozen food products. This was primarily due to COVID-19 induced lockdowns, closure of shops and people working from home;
- an adverse impact on our sales to commercial establishments due to closures or restricted hours of operations;
- impact on sales of milk to certain customers such as tea vendors;
- a disruption in our distributors' ability to distribute our products; and
- a negative impact on the health of some of our employees, including certain employees contracting COVID-19.

Due to the COVID-19 pandemic and other factors, our revenue from operations decreased from ₹ 9,451.14 million in Fiscal 2020 to ₹ 8,302.01 million in Fiscal 2021. Further the capacity utilisation for certain of our packaged foods & beverage products such as Frooti and Appy (tetra pack), Frooti (PET) and Bailley (PET) also reduced in Fiscal 2021 as compared to Fiscal 2020. For details, see "*Our Business – Capacity Utilisation*" on page 180.

During the second wave of the COVID-19 pandemic, our sourcing, supply chain, and manufacturing capabilities have not been significantly impacted with isolated instances of sharp price rises in certain raw materials as well as temporary availability issues. Certain raw materials for our pouched milk and bananas witnessed a decrease in prices as the supply exceeded demand during the lock downs. This has resulted in a rise in margin for these products.

Our total income decreased by 12.76% from ₹ 9,582.54 million in fiscal 2020 to ₹8,360.25 million in fiscal 2021. As per our Company's present assessment and based on management's analysis after taking into consideration the internal and external information available (including economic indicators, general business conditions etc.), no material impact is expected due to COVID-19 on the carrying values of assets and liabilities or ability of company to continue as going concern. The impact of COVID - 19 on our Company's financial condition, results of operation and liquidity may differ from that estimated and the Company will continue to closely monitor any material changes to future economic conditions.

While COVID-19 pandemic has directly affected our business and operations, there is significant uncertainty regarding the duration and impact of the COVID-19 pandemic, as well as possible future responses, which makes it impossible for us to predict with certainty the impact that COVID-19 will have on us and our consumers and our suppliers at this time.

Any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may adversely affect our business, results of operations and financial condition. Further, as COVID-19 adversely affects our business and results of operations, it may also have the effect of exacerbating many of the other risks described in this "*Risk Factors*" section. Further, see "*Management's Discussions and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations*" on page 382.

4. Any actual or alleged contamination or deterioration in the quality of our products or our raw materials could result in legal liability, damage our reputation and adversely affect our business prospects and consequently our financial performance.

We may be subject to risks affecting the packaged, frozen and fresh food industry, including risks posed by the following:

- contamination/ spoilage of raw materials;
- product tampering;
- product labelling errors;
- consumer product liability claims and expense, and possible unavailability of product liability insurance; and
- the potential cost and disruption of product recalls.

Any actual or alleged contamination or deterioration of our products, even if accidental, could result in legal liability, damage to our reputation and may adversely affect our business prospects and consequently our results of operation and financial performance. The risk of contamination or deterioration in quality exists at each stage from procurement of raw materials from the farmers and third party suppliers, transportation of the raw materials to our flagship facility and food processing units, processing of raw materials into final products, storage and delivery to our consumers and distribution of our products to distributors or retailers until final consumption by consumers. While we follow stringent quality control processes and quality standards at each stage, there can be no assurance that our products will not be contaminated or suffer deterioration. For example, we are subject to a criminal complaint filed in 2007 alleging that sample of a fruit juice drink manufactured by our Company failed to conform to the standards of 'yeasts and molds' count and was therefore adulterated as per the Prevention of Food Adulteration Act, 1954, a notice under the Food Safety and Standards Act, 2006 alleging that the sample of tastemaker of noodles manufactured by our Company is substandard for exceeding the maximum prescribed limit of 1.00% for total ash permissible in the 'noodles and tastemakers' category. Further, there can be no assurance that contamination of our raw materials or products will not occur during the transportation, production, distribution and sales processes due to reasons unknown to us or beyond our control. If our products or raw materials are found to be spoilt, contaminated, tampered with, incorrectly labelled or reported to be associated with any such incidents, we may be forced to recall our products from the market and we could be subject to product liability claims, adverse government scrutiny, investigation or intervention, product returns, resulting in increased costs and incur criminal or civil liability including for any adverse medical conditions suffered by our consumers resulting from consumption of such products. For details, see "*Outstanding Litigation and Other Material Developments – Litigation involving our Company*" on page 421.

5. The success of our business strategy depends on our ability to enhance our own brands and product portfolio. If we fail to maintain and enhance our brand and reputation, consumers' recognition of our brands, and trust in us, our business may be materially and adversely affected.

Our brand and reputation are among our most important assets and we believe our brands serve in attracting consumers to our products in preference over those of our competitors. Enhancing our own brands, including "Keventer" and "Metro", is a key component of our business strategy to respond to the changing customer landscape. Consumers in existing or new markets may be unfamiliar with our brand and products and we may need to build or increase brand awareness in the relevant markets by increasing investments in advertising and promotional activities than we originally planned. We may also face competition with established brands in the new markets we intend to enter. We have incurred, and may continue to incur in the future, significant expenditures for advertising and marketing campaigns in an effort to build brand awareness and preference over other public and private label products. We may not be successful in our efforts to expand our brand presence and we cannot guarantee that our advertising and marketing campaigns will result in customer or consumer acceptance of our brands.

Consequently, product contaminations and defects, consumer complaints, or negative publicity or media reports involving us, or any of our products could harm our brand and reputation and may dilute the impact of our branding and marketing initiatives and adversely affect our business and prospects. For further details, see "– *Any actual or alleged contamination or deterioration in the quality of our products or our raw materials could result in legal liability, damage our reputation and adversely affect our business prospects and consequently our financial performance*" on page 34.

Further, we continue to leverage our ability to implement new product launches to further grow our business and diversify our product portfolio. We have launched: (i) two varieties of milkshakes (ii) one variety of lassi; (iii) three varieties of UHT white milk; (iv) three varieties of set curd; (v) four varieties of premium ice cream in IML cups and tubs; (vi) four varieties of ice cream cones; (vii) one variety of pouch curd; (viii) three varieties of pouch milk; (ix) one variety of ice-cream in candy stick; (x) two varities of ice-cream in gallon pack; and (xi) 14 products in the frozen category in the last four Fiscals. While we have managed to launch new products to meet the evolving preference of consumers in the past, we cannot assure you that we will be able to successfully implement such strategies in the future. For example, we have recently entered into a license agreement with an international media house to sell the third party's licensed products (milkshakes and frozen savoury snacks across the country). Further, we cannot assure you that we will successfully be able identify new products and opportunities, develop and introduce new products in a timely manner or at all, price such new products at optimal levels, modify and upgrade existing products and services, achieve market acceptance of our products and services, or that products and services offered by our competitors will not render our products and services non-competitive. Our failure to respond successfully to any of these challenges will significantly harm our results of operations and financial condition.

Our success in marketing our products also depends on our ability to adapt to a rapidly changing marketing and media environment, including our increasing reliance on direct marketing initiatives. For the Fiscals ended March 31, 2019, March 31, 2020 and March 31, 2021, we have incurred a marketing expenditure (including schemes) of ₹ 137.58 million, ₹ 114.13 million and ₹ 107.75 million, respectively. We also regularly sponsor sporting, cultural and community events in our various markets specifically targeting the demographic and socio-economic segments of our consumers. The impact of our marketing initiatives may not be as effective as we anticipate. If we do not successfully maintain, extend and expand our reputation and brand image, then our brands, product sales, financial condition, future cash flows and results of operations could be materially and adversely affected.

6. Our processing units, sales and distribution operations are primarily concentrated in eastern and north-eastern parts of India and any adverse developments affecting this region could have an adverse effect on our business, results of operations, cash flows and financial condition.

As on the date of this Draft Red Herring Prospectus, our food processing units are located in East and North East of India with our flagship facility located in Barasat, West Bengal and our other food processing units located in Malda, Durgapur, Midnapore and Siliguri in West Bengal and Patna in Bihar. Some or all of our products are distributed across the states of Eastern India including Bihar, Jharkhand, Orissa and West Bengal, and states in North East India including Assam, Arunachal Pradesh, Manipur, Meghalaya, Mizoram, Nagaland, Sikkim, and Tripura. Recently, we have also commenced distribution of some of our products in the states of Andhra Pradesh, Uttarakhand, Haryana, Madhya Pradesh, Himachal Pradesh, Gujarat, Punjab, Rajasthan and Uttar Pradesh, and the union territories of Jammu and Kashmir and Chandigarh as well as the National Capital Region.

Any significant social, political or economic disruption, or natural calamities or civil disruptions in eastern or north-eastern India, or changes in the policies of the state or local government of the region or the Government of India, could require us to incur significant capital expenditure, change our business structure or strategy, which could have an adverse effect on our business, results of operations, future cash flows and financial condition. For example, during cyclone Amphan in 2020, we faced disruptions in the operations of our flagship facility at Barasat and other food processing units. We cannot assure you that there will not be any significant disruptions in our operations in the future.

7. We reported a restated loss in past fiscals and may incur additional losses in the future.

We reported a restated loss after tax of ₹761.76 million in Fiscal 2021 and ₹1.15 million in Fiscal 2019. We may incur losses after tax in the future. Our failure to generate profits may adversely affect the market price of our Equity Shares, restrict our ability to pay dividends and impair our ability to raise capital and expand our business. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Our Results of Operations*" on page 409.

8. We are subject to an investigation before the Directorate of Enforcement, Government of India.

Our Company and certain officials are subject to an ongoing investigation by the Directorate of Enforcement, Government of India ("**ED**") under the Foreign Exchange Management Act, 1999. Our Company and certain officials of our Company have received summons for appearance and production of certain documents such as financial information of our Company and MDL, annual reports, bank accounts of our Company and Directors, details of foreign investments, before the ED. The ED has also conducted search operations at our Registered Office in this regard. Though we have submitted the requisite documents and information in response to the ED summons issued till date, we cannot assure you that such investigation will not result in initiation of further inquiries, proceedings or legal actions against us. In the event the ED were to commence proceedings against us, it may result in the diversion of our management's time and attention and could have an adverse impact on our business, financial condition, future cash flows and results of operations.

9. If we are unable to service our debt obligations in a timely manner or to comply with various financial and other covenants and other terms and conditions of our financing agreements, it may adversely affect our business, credit rating, reputation, prospects, results of operations, cash flows and financial condition.

As of March 31, 2021, we had Adjusted Total Borrowings of ₹ 2,362.04 million comprising, *inter alia*, term loans and secured working capital loans. Our Adjusted Total Borrowings could have several adverse consequences, including but not limited to the following:

- a portion of our cash flows may be used towards repayment of our existing debt, which will reduce the availability of our cash flows to fund working capital, capital expenditures, acquisitions and other general corporate requirements;
- our ability to obtain additional financing in the future at reasonable terms may be restricted; and
- fluctuations in market interest rates may affect the cost of our borrowings, as some of our indebtedness is at variable interest rates

Many of our financing agreements also include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities or entering into certain transactions. Typically, restrictive covenants under our financing documents relate to obtaining prior consent of the lender for, among others, change in the capital structure, availing additional borrowings, amendment of constitutional documents, change in ownership or management control, changes in shareholding pattern and management set-up, any merger, reorganization or similar action and a failure to observe the restrictive covenants under our financing agreements or to obtain necessary consents required thereunder may trigger an event of default which may lead to *inter alia* the imposition of penalties, conversion of debt into equity, termination of our credit facilities, acceleration of all amounts due under such facilities and/or the enforcement of any security provided. Our future borrowings may also contain similar or additional restrictive covenants. Further, during any period in which we are in default, we may be unable to obtain further financing or any refinancing of our debt could be at higher rates of interest with more onerous covenants. For example, our Company has not complied with some of the covenants/financial ratios in relation to our credit facilities availed from Indusind Bank Limited, Yes Bank Limited and HDFC Bank Limited, which were due to lower debt service coverage ratio of 0.95 against the stipulated debt service coverage ratio of greater than equal to 1.10 level, in Fiscal 2021. Further, another breach was due to lower debt service coverage ratio of 0.95 against the stipulated debt service coverage ratio of greater than equal to 1.25 level, higher total debt/adjusted tangible net worth of 3.15 against stipulated terms of sanction of less than 2, lower EBITDA/interest of 1.90 against stipulated terms of sanction of greater than 2 in Fiscal 2021 for the credit facility availed from Kotak Mahindra Bank Limited. Our Company is in the process of obtaining the waivers for the aforesaid non-compliances from the respective lenders. While we are awaiting such waivers, we cannot assure you that we will be able to obtain such waivers or meet all the financial/ non-financial covenants/ ratios and other conditions attached to the line of credit extended by banks/ financial institutions in future. In the event we are unable to obtain such waivers, there may be instances of acceleration of payment of part or all of such amounts, cross default, penal interest being charged or triggering of events of default under the respective loan agreements.

In addition, lenders may be able to sell our assets charged under such financing arrangements to enforce their claims and/or enforce the guarantees issued by certain members by certain members of our Promoter Group on behalf of our Company. For further details, see "*Financial Indebtedness*" beginning on page 418.

Further, (a) 10,292,946 Equity Shares held by KGPL; and (b) 8,814,466 CCPS held by Speedage, have been pledged, in favour of the debenture trustee of the non-convertible debentures issued by Speedage. Further, the debenture trustee has agreed to release the pledge on 10,292,946 Equity Shares held by KGPL and 8,814,466 CCPS (including the resultant Equity Shares) held by Speedage, vide consent letters, each dated August 3, 2021, prior to filing of the RHP with the RoC, subject to a written confirmation from the subscriber of the non-convertible debentures. In the event, that the debenture trustee exercises their rights under the respective share pledge agreements in the event of default, the aggregate shareholding of the certain of our Promoters may be diluted and we may face certain impediments in taking decisions on certain key, strategic matters and our business, cash flows and prospects may be adversely affected.

Any of these circumstances could adversely affect our business, credit rating, reputation, prospects, future cash flows, results of operations and financial condition and lead to initiation of adverse actions by our lenders. Moreover, any such action initiated by our lenders could result in the price of the Equity Shares being adversely affected.

10. We are dependent on our franchisor for manufacturing and sale of certain of our products, which imposes certain restrictions and obligations on our operations and the termination of which would adversely affect our business, results of operations, cash flows, financial condition and prospects.

We have entered into franchisee agreements with Parle Agro Private Limited for manufacturing, filling, packing, selling and distributing some of our products such as Frooti (tetra pack), Appy (tetra pack), Frooti (PET bottles), Appy Fizz (PET bottles), B Fizz (PET bottles), Smoodh (tetra pack) and Bailley (tetra pack) ("**Franchised Products**") ("**Franchise Agreements**"). Our revenue from operations from the sale of Franchised Products were 37.60%, 34.93% and 29.91% of our total income for the Fiscals ended 2021, 2020 and 2019 respectively. The Franchise Agreements provide us with the right to manufacture ready to serve beverages under the process, formula, directions and instructions of the franchisor for sale and distribution of these products in the specified territories mentioned in the

Franchise Agreements and imposes certain restrictions on our ability in relation to the Franchised Products which include, among others:

- our ability to carry out activities in relation to products of another manufacturer / franchisor similar to products (or products launched in the future) covered by the Franchise Agreements in the specified territories during subsistence of the Franchise Agreements;
- obtain consent of Parle Agro before carrying out activities in relation to products of another manufacturer / franchisor similar to products covered by the Franchise Agreements outside the specified territory (including any export of such products);
- fix the maximum retail price of the Franchised Products in the manner set out in the Franchise Agreements;
- undertake the advertising and marketing campaigns in accordance with the Franchise Agreements after prior approval of Parle Agro; and
- seek prior approval of Parle Agro in certain circumstances, including, any artwork, design, change in structure or transfer in control of our Company and change in management of our Company.

We cannot control or influence the actions of Parle Agro, and Parle Agro, may, at any time have economic, business or legal interests or goals that are inconsistent with our Company. We are also dependant on Parle Agro for mass media promotions of the Franchised Products. If Parle Agro takes certain actions that we do not agree with, our business operations may be adversely affected, which would have a material adverse effect on our business, results of operations and financial condition. In addition, Parle Agro may terminate the Franchise Agreements upon, among others, our Company's failure to comply with the terms of the Franchise Agreements. We cannot assure you that we will be able to comply with the terms of the Franchise Agreements at all times which could have a material adverse effect on our business, results of operations, future cash flows and financial condition.

11. The securities of certain entities, including one of our Promoters and certain of our Group Companies were suspended from trading on the Calcutta Stock Exchange Limited due to certain non-compliances with the listing requirements in the past.

The equity shares of one of our Promoters, MKJ Developers Limited and certain of our Group Companies, MKJ Enterprises Limited and Madanlal Limited, which are listed, were suspended in the past from trading on CSE due to non-compliance with the listing agreement in respect of various disclosures and submission of requisite information. Subsequently, the suspension on the trading of the equity shares of MKJ Developers Limited, MKJ Enterprises Limited and Madanlal Limited was revoked vide notice dated June 25, 2021, effective from July 2, 2021 upon payment of penalties amounting to ₹ 0.07 million each by MKJ Developers Limited, MKJ Enterprises Limited and Madanlal Limited respectively, and production of requisite documents by these entities to CSE.

Any further non-compliances by MKJ Developers Limited or MKJ Enterprises Limited or Madanlal Limited may adversely affect our reputation, results of operations, future cash flows and financial condition.

12. The FMCG business in India is evolving rapidly and is highly competitive and an inability to compete effectively with established and new competitors may adversely affect our growth prospects, business, results of operations, cash flows and financial condition.

The FMCG industry in India is highly competitive, especially the markets for carbonated beverages, packaged foods, still water and ultra high temperature processing ("**UHT**") milk products. These products are experiencing rapid development and increasing competition. We currently compete, and in the future will continue to compete, with large multinational companies as well as small players, regional brands, private labels and artisanal brands in each of the regions in which we operate. We compete not only with widely advertised and established branded products, but also with private and economy brand products that are generally sold at lower prices than our products. We also compete, for certain of our products such as fruits, milk, juices, with vendors operating in the unorganised sector. Many of our competitors may have substantially greater financial and other resources, wide range of product offerings and may be better established with greater brand recognition than us, including goodwill generated from their other businesses. Our competitors in certain regional markets may also benefit from raw material sources or production facilities that are closer to the markets for their products. Such factors may lead to a more competitive environment. These initiatives undertaken by our competitors may require us to make further investments on increased raw material procurement, moving facilities closer to market or raw material sources, product development, product distribution, and aggressive marketing and promotional initiatives in order to maintain our market share and strengthen our retail consumer brands. While for the Fiscals ended March 31, 2019, March 31, 2020 and March 31, 2021, we incurred a marketing expenditure (including schemes) of ₹ 137.58 million, ₹ 114.13 million and ₹ 107.75 million, respectively, we may be unable to adapt to evolving marketing trends at the same pace as our competitors. As a result, we cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that our business and results of operations will not be adversely affected by increased competition.

A failure to introduce distinctive brands, packaging and products that differentiates us from our competitors may result in loss of existing market share and failure to expand our retail consumer business or expand into new markets. Some of our competitors have used, and we expect them to continue to use, greater amounts of incentives and subsidies for distributors and retailers and more advanced processes and technologies. In addition, significant increase in advertising expenditures and promotional activities by our competitors may require us to similarly increase our marketing expenditure for our growing retail consumer business, engage in effective pricing strategies, which may result in dilution of our margins and materially and adversely affect our growth prospects, business, results of operations, future cash flows and financial condition.

13. Failure to adapt our product offerings to the changing consumer preferences may have a material adverse effect on our business, results of operations, cash flows and financial condition.

The FMCG industry in India is evolving and consumers may be tempted to shift their choices and preferences when new products are launched or various marketing and pricing campaigns of different brands are introduced. Our future growth depends on our ability to continue to increase our revenue and margins from our products. While we endeavour have our current offerings in line with changing consumer preferences, we may not be able to adapt or our products may not meet the desired success, or our competitors may respond to such changing consumer preferences more effectively and successfully.

Any unanticipated change in consumer demand may adversely affect our liquidity and financial condition as a result of operating expenses that are relatively fixed and have been incurred by our Company. Consumer preferences in the markets we operate in are difficult to predict and changes in those preferences or the introduction of new products by our competitors could put our products at a competitive disadvantage. For example, there has been a shift towards healthier options in recent times, particularly in the metropolitan and tier-I cities in which we have significant operations. Further, the demand for carbonated drinks have gone down over the last few years while sales of low sugar variants, juice etc. continue to grow. *(Source: Technopak Report)* The success of our products depend on our ability to accurately anticipate the tastes and dietary habits of consumers and to offer products that appeal to their preferences and fall within a price range acceptable to them. Acceptance of our products and by consumers may not be as high as we anticipate. Further, our products may fail to appeal to the consumers, either in terms of taste or price. We are also subject to the preferences of consumers in various regions where our consumers are located, including in relation to the quantity, quality, characteristics and variety of our products. The quality and characteristics of our products are also subject to government policies of various regions where our products are sold, and such government policies may change from time to time.

While we possess extensive technical knowledge about our products which has been built up through our own experiences, we may not be able to introduce new products that are fast-growing or generate acceptable margins due to shift in consumer preferences. We cannot assure you that the investments we have made in R&D will yield satisfactory results in terms of improved products, or will yield any results at all. In addition, even where we successfully develop any such new or improved products in a timely manner, there can be no assurance that the new or improved product will be commercially successful and meet the price expectations of our consumers. To the extent we are unable to adapt our products offerings to the changing consumer preferences, our market share, results of operations, future cash flows and financial condition may be adversely affected.

14. The supply of certain raw materials is subject to seasonal factors, and does not necessarily match the seasonal change in demand for our products. Consequently, our inability to accurately forecast demand for our products, may have an adverse effect on our business, results of operations, cash flows and financial condition.

The supply of some of our raw materials is subject to seasonal factors. For example, in respect of one of the raw material for one of our franchised products, mango pulp is available only once a year which could lead to lower than expected production. Further, the demand for our dairy products such as milkshakes, lassi, curd and ice cream is higher in the first half of the financial year during summer months. Similarly, demand for our fruit based beverages and packaged drinking water during the summer is higher in the first half of the financial year. However, during the winter, we experience an increase in sale of our processed milk. As a result, comparisons of our sales and operating results over different quarterly periods during the same financial year may not necessarily be meaningful and should not be relied upon as accurate indicators of our performance.

Further, while we forecast the demand for our products and accordingly plan our production volumes, any error in our forecast could result in surplus stock, which may not be sold in a timely manner. Each of our products has a specific shelf life and if not sold prior to expiry, may lead to losses or if consumed after expiry, may lead to health hazards. We cannot assure you that we will be able to sell surplus stock in a timely manner, or at all, which in turn may adversely affect our business, results of operations, future cash flows and financial condition.

15. ***We are subject to a public interest litigation filed in relation to our acquisition of equity shareholding in our erstwhile subsidiary MDL from the State of West Bengal.***

Our Company is a respondent in a writ petition filed before the Calcutta High Court by Adhir Ranjan Chowdhury ("**Petitioner**"), challenging the disinvestment process, pursuant to which the State of West Bengal sold its substantial stake of 47% in MDL to our Company for an aggregate consideration of ₹ 845.03 million. The Petitioner has alleged, *inter alia*, irregularities in the tender and e-auction process, undervaluation of shares and the resultant loss to the state exchequer, and has prayed for, *inter alia*, a committee of the Calcutta High Court be constituted to investigate the transfer of shares of our erstwhile subsidiary MDL held by the State of West Bengal to our Company. For further details, see "*Outstanding Litigation and Material Developments*" beginning on page 421. Although our Company has filed a response in the matter, challenging the writ petition and the allegations made thereunder, we cannot assure that the matter will be decided in our favour. If such matter is determined against us, there could be an adverse effect on our reputation, business, results of operations, future cash flows and financial condition.

16. ***There are outstanding legal proceedings (including investigations) involving our Company and Promoters which may adversely affect our business, financial condition, results of operations and cash flows.***

There are outstanding legal proceedings and investigations involving our Company and Promoters. These proceedings are pending at different levels of adjudication before various courts, tribunals, enquiry officers and appellate tribunals. Such proceedings could divert management time and attention, and consume financial resources in their defence. Further, an adverse judgment in some of these proceedings could have an adverse impact on our business, financial condition, results of operations and future cash flows.

A summary of the outstanding proceedings (including investigation) involving our Company and our Promoters in accordance with requirements under the SEBI ICDR Regulations, as disclosed in this Draft Red Herring Prospectus, to the extent quantifiable, have been set out below:

Type of Proceedings	Number of Cases	Amount* (*₹ in million*)
Cases against our Company		
Criminal proceedings	1	Non quantifiable
Civil proceedings	1	-
Actions taken by regulatory and statutory authorities	1	Non quantifiable
Direct and indirect taxes	20	57.44
Cases by our Company		
Criminal proceedings	8	2.17
Civil proceedings	3	1,707.57
Cases against our Promoters		
Civil proceedings	1	Non quantifiable#
Direct and indirect taxes	3	1.78
Disciplinary actions including penalties imposed by the Stock Exchanges in the last five Financial Years	1	0.07

* *To the extent quantifiable*
# *Value of suit property involved in the matter is ₹ 330 million*

For further details of such legal proceedings and notices involving our Company and Promoters, see "*Outstanding Litigation and Material Developments*" beginning on page 421.

We cannot provide assurance that these legal proceedings will be decided in our favour. Decisions in such proceedings adverse to our interests may have an adverse effect on our business, results of operations and financial condition.

17. ***Our inability to expand or effectively manage our distributors or retailers or any disruptions in our supply or distribution infrastructure may have an adverse effect on our business, results of operations, cash flows and financial condition.***

We rely on distributors to sell our products to retailers who place our products in the market. As of March 31, 2021, March 31, 2020 and March 31, 2019, our distribution network included included 3,126, 2,770 and 2,096 distributors, respectively. According to the Technopak Report, we have built a large distributor network in the East and North East catering to 160,000 – 170,000 retail touch points across categories of packaged food and fresh bananas. Our ability to expand and grow our product reach significantly depends on the reach and effective management of our distribution network consisting of distributors and retailers. We continuously seek to increase the penetration of our products by appointing new distributors to ensure wide distribution network targeted at different consumer groups and regions. We cannot assure you that we will be able to successfully identify or appoint new distributors or effectively manage our existing distribution network. Any one of the following events could cause fluctuations or declines in our revenue and could have an adverse effect on our financial condition, future cash flows and results of operations:

- the ability of our sales force to effectively engage with the retail outlets and generate demand for our products;
- failure to maintain relationships with our existing distributors and retailers;
- failure to establish relationships with new distributors on favorable terms;
- ability to timely identify and appoint additional or replacement distributors and retailers upon the loss of one or more of our distributors or retailers;
- deterioration in the financial condition of a significant number of our current distributors and/or retailers; and
- disruption in delivering of our products by distributors and retailers.

We may not be able to compete successfully against larger and better-funded distribution networks of some of our current or future competitors, especially if these competitors provide their distributors with more favorable arrangements. If the terms offered to such distributors or retailers by our competitors are more favourable than those offered by us, our distributors may decline to distribute our products and terminate their arrangements with us. Our distributors may change their business practices, such as inventory levels, or seek to modify their terms, such as payment terms. We cannot assure you that we will not lose any of our distributors and retailers to our competitors, who may have a larger portfolio of products, which could cause us to lose some or all of our favorable arrangements with such distributors and retailers and may result in the termination of our relationships with other distributors and retailers. Accordingly, there is no assurance that our distributors will not prioritise the distribution of the products of our competitors.

18. Any delay in production at, or shutdown of, any of the third party manufacturing facilities we use, could adversely affect our business, results of operations, cash flows and financial condition.

We rely on third party vendors / contract manufacturers like Vista Processed Foods Private Limited for manufacturing of certain products like ready to cook / frozen food products. We have arrangements with one contract manufacturing unit for ice cream located in West Bengal and more than seven contract manufacturing units located across Maharashtra, Gujarat and West Bengal for the manufacture of frozen food products. In Fiscal 2021, we procured mango pulp/ concentrate from three contract manufacturers The success of manufacturing activities at these manufacturing units depend on, among other things, the productivity of workforce, compliance with regulatory requirements and the continued functioning of the manufacturing processes and machinery. In the event that there are disruptions in the manufacturing facilities of such third-party contract manufacturers, it will impact our ability to deliver such products and meet with our contractual commitments. Additionally, the use of third-party contract manufacturers are subject to certain risks, such as our inability to monitor the quality, safety and manufacturing processes on a continual basis at such third-party manufacturing facilities. As a result, there can be no assurance that we will be able to maintain high quality standards in respect of the products that such third-party contractors provide us. If these third party manufacturing facilities cease to be available to us at costs acceptable to us or we experience problems with, or interruptions in, such services, and we are unable to find other facilities to provide similar manufacturing capacity on comparable terms and on a timely basis, our operations would be disrupted and our financial condition, future cash flows and results of operations could be adversely affected.

19. Failure to effectively manage our future growth and expansion may have a material adverse effect on our business prospects and future financial performance.

For the Fiscals ended March 31, 2019, March 31, 2020 and March 31, 2021, we have spent ₹ 1,099.25 million, ₹828.95 million and ₹ 298.70 million, respectively, on purchase of property, plant and equipment and intangible assets (including capital work-in-progress and intangible assets under development). Our future growth depends, amongst other factors, on expanding our operations domestically by way of organic and inorganic growth by establishing new facilities including food processing units, packaging facilities and ripening facilities. In addition to external conditions such as the general economic and political condition of India, our ability to achieve growth will be subject to a range of factors, including:

- Strategic partnerships with existing and new partners;
- optimising our product portfolio and increasing our market share;
- competing with existing companies in our markets;
- establishing our presence in new markets and territories;

- strengthening our existing relationships with our distributors and retailors;
- expanding our sales network;
- continuing to exercise effective quality control; and
- brand visibility and consumer engagement.

Our expansion plans and business growth could strain our managerial, operational and financial resources (including future cash flows). Our ability to manage future growth will depend on our ability to continue to implement and improve operational, financial and management information systems on a timely basis and to expand, train, motivate and manage our workforce. We cannot assure you that our personnel, systems, procedures and controls will be adequate to support our future growth. Failure to effectively manage our expansion may lead to increased costs and reduced profitability and may adversely affect our growth prospects. There can be no assurance that we will be able to achieve our business strategy of expanding into existing or new territories and expanding our product portfolio.

20. Our Statutory Auditor has included an emphasis of matter in its report on our financial statements for financial year 2019.

Our Statutory Auditors have included an emphasis of matter in their report on our financial statements for the Financial Year ended March 31, 2019, for demerger of investment division of our Company with effect from April 1, 2017, pursuant to the order of National Company Law Tribunal ("**NCLT**") dated February 27, 2019. The investment division was transferred to the resultant Company with effect from the appointed date of April 1, 2017 at book value immediately before the appointed date in terms of the Scheme approved by the NCLT instead of at fair values as on the date of NCLT order i.e. February 27, 2019. We cannot assure you that our Statutory Auditors' observations for any future financial period will not contain similar remarks, emphasis of matters or other matters prescribed under Companies (Auditor's Report) Order 2020, and that such matters will not otherwise affect our results of operations.

21. Any inability to accurately manage inventory and forecast demand for particular products in specific markets may have an adverse effect on our business, results of operations, cash flows and financial condition.

We estimate demand for our products based on projections, our understanding of anticipated consumer spending and inventory levels with our distribution network. If we underestimate demand, we may produce lesser quantities of products than required, which could result in the loss of business. If we overestimate demand, we may purchase more raw materials and produce more products than required, which may also result in locking in of our working capital. In the event of such over-production, we may face difficulties with storage and other inventory management issues before the expiry of the shelf life of our products, which may adversely affect our results of operations and profitability. In addition, even if we are able to arrange for sale of such stock, we cannot ensure that such products are not sold to or consumed by consumers subsequent to the expiry of the shelf life, which may lead to health hazards. While we prominently display the shelf life in the packaging of our products, we cannot assure you that we will not face claims for damages or other litigation, if our products are sold or consumed subsequent to expiry of their shelf life. Any or all of these factors could adversely affect our reputation, and consequently our business, results of operations, future cash flows and financial condition.

22. Any disruption in transportation arrangements may adversely affect our business, cash flows and results of operations.

We rely on third party logistic providers to transport raw materials to our flagship facility and other food processing units, and our finished products to our distributors. Transportation of certain raw materials and finished products require specially insulated and refrigerated vehicles. For example, we have entered into agreements with some of our distributors for supply of ice cream and pouch milk. We may be affected by transport strikes, which may affect our delivery schedules or procurement processes. If we are unable to secure alternate transport arrangements in a timely manner, or at all, our business, results of operations, future cash flows and financial condition may be adversely affected. In addition, hilly terrain in eastern and north-eastern parts of India may increase transit time which may result in delay in delivery of raw materials and finished products which may also affect our business adversely. An inability to ensure adequate and appropriate transportation facilities in a timely manner, or at all, could adversely affect our business, future cash flows and results of operations. The outward logistic cost incurred by our Company for the Financial Years ended March 31, 2021, March 31, 2020 and March 31, 2019 are ₹ 530.59 million, ₹ 547.75 million and ₹ 457.85 million, respectively.

23. Failure to comply with environmental laws and regulations could lead to unforeseen environmental litigation which could impact our business and financial condition.

We are subject to various national, state, municipal and local laws and regulations concerning environmental protection in India, including laws addressing the discharge of pollutants into the air and water, the management and disposal of any hazardous substances, and wastes and the clean-up of contaminated sites. Environmental laws and regulations in India are becoming more stringent, and the scope and extent of new environmental regulations, including their effect on our operations, cannot be predicted with any certainty. In case of any change in environmental laws, we may be required to invest in, among other things, equipment for environmental monitoring, pollution control, and emissions management. Further, any violation of the environmental laws and regulations may result in fines, civil or criminal sanctions, revocation of operating permits, or shutdown of our facilities.

As a consequence of unanticipated regulatory or other developments, future environmental and regulatory related expenditures may vary substantially from those currently anticipated. We cannot assure you that our costs of complying with current and future environmental laws and other regulations will not adversely affect our business, results of operations, future cash flows or financial condition. In addition, we could incur substantial costs, our products could be restricted from entering certain markets, and we could face other sanctions, if we were to violate or become liable under environmental laws or if our products become non-compliant with applicable regulations. Our potential exposure includes fines and civil or criminal sanctions, third-party property damage or personal injury claims and clean-up costs. The amount and timing of costs under environmental laws are difficult to predict. For further information, see "*Key Regulations and Policies*" on page 186.

24. Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals for our business operations could materially and adversely affect our business, prospects, cash flows, results of operations and financial condition.

Our operations are subject to extensive government regulation and in respect of our existing operations we are required to obtain and maintain various statutory and regulatory permits, certificates and approvals including approvals under the Food Safety and Standards Act, 2006 (the "**FSSA**") and the rules and regulations thereunder, Legal Metrology Act, 2006, environmental approvals, factory licenses and labour and tax related approvals, among other things.

Certain material consents, licenses, registrations, permissions and approvals that are required to be obtained by our Company for undertaking its business have elapsed in their normal course and our Company has either made an application to the relevant Central or State government authorities for renewal of such licenses, consents, registrations, permissions and approvals or is in the process of making such applications. For example, we have, *inter alia*, made renewal applications for an FSSAI license for our Durgapur unit and trade license for our Malda unit. Further, we have also made an application dated June 15, 2021 to Ministry of Food Processing Industries, Government of India for registration under the PLI Scheme which is pending as on the date of this Draft Red Herring Prospectus. For further details, see "*Government and Other Approvals*" on page 425.There can be no assurance that the relevant authorities will issue such permits or approvals in time or at all. Failure or delay in obtaining or maintaining or renew the required permits or approvals within applicable time or at all may result in interruption of our operations. Further, the relevant authorities may initiate penal action against us, restrain our operations, impose fines/penalties or initiate legal proceedings for our inability to renew/obtain approvals in a timely manner or at all. Consequently, failure or delay to obtain such approvals could have a material adverse effect on our business, financial condition and profitability. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, be required to alter our manufacturing and/or procurement operations or otherwise suffer disruption in our activities, any of which could adversely affect our business.

The approvals required by us are subject to numerous conditions and we cannot assure you that these would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. addition, these registrations, approvals or licenses are liable to be cancelled or the manufacture or sale of products may be restricted. In case any of these registrations, approvals or licenses are cancelled, or its use is restricted, then it could adversely affect our results of operations, future cash flows or growth prospects.

25. Any loss of business or potential adverse publicity resulting from spurious or imitation products, could result in loss of goodwill for our products leading to loss of sales, and adversely affect our business, prospects, results of operations, cash flows and financial condition.

We are exposed to the risk that entities could pass off their products as our products, including spurious or imitation products. For example, products imitating our brands and packaging material selling spurious products may adversely affect sale of our products, resulting in a decrease in market share resulting from a decrease in demand for our products. Such imitation or spurious products may not only result in loss of sales but also adversely affect the reputation of our products and consequently our future sales and results of operations. The proliferation of spurious and imitation products in our territories and sub-territories, and the time and resources utilized in taking action against such spurious products, defending claims and complaints regarding these spurious products, and in initiating appropriate legal proceedings against offenders who infringe our intellectual property rights, could result in lower sales, and adversely affect our results of operations and may have a material and adverse effect on our reputation, business, prospects, results of operations, future cash flows and financial condition.

26. ***We are dependent on a number of key management personnel, including our senior management, and the loss of or our inability to attract or retain such persons could adversely affect our business, cash flows, results of operations and financial condition.***

We are highly dependent on our senior management and other key management personnel for setting our strategic business direction and managing our business. Our Chairman and Managing Director, Mayank Jalan has over 18 years of experience in the FMCG industry and our Board is supported by various senior level management team members such as Head – Packaged Foods & Beverage, Head – Dairy & Fresh, Head – Marketing, Head – Corporate Finance, Strategy and Investor Relations, Head – Human Resources and Information Technology, Head – Research and Development and the Company Secretary and Chief Financial Officer. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and retain experienced, talented and skilled professionals. Due to the current limited pool of skilled personnel, competition for senior management, commercial and finance professionals in our industry is intense. The loss of the services of our senior management or other key personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting skilled employees. A loss of the services of our key personnel could adversely affect our business, future cash flows, results of operations and financial condition.

27. ***We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest.***

In the ordinary course of our business, we enter into and will continue to enter into transactions with related parties. While we believe that all such transactions have been conducted on an arm's length basis, we cannot assure you that we might have obtained more favourable terms had such transactions been entered into with unrelated parties.

While we will conduct all related party transactions post listing of the Equity Shares subject to the Board's or Shareholders' approval, as applicable, and in compliance with the applicable accounting standards, provisions of Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law, such related party transactions may potentially involve conflicts of interest. Our Company will endeavor to duly address such conflicts of interest as and when they may arise, however, we cannot assure you that such transactions, individually or in the aggregate, may not involve potential conflict of interest which will not have an adverse effect on our business, results of operations, cash flows and financial condition. Further, it is likely that we may enter into related party transactions in the future. Related party transactions in the future may potentially involve conflicts of interest which may be detrimental to our Company and may have adverse impact on our Company. For example, as at March 31, 2021, our Company has investments in debentures (unquoted, fully paid) amounting to ₹ 240.67 million (which includes interest accrued of ₹ 34.17 million), issued by Keventer Ventures Limited (formerly known as Gama Hospitality Limited) whose net worth has eroded in Fiscal 2021 as compared to Fiscal 2020 for which our Company has not considered any impairment provision in the Restated Unconsolidated Financial Information because the repayment of such non-convertible debentures is guaranteed through a letter of guarantee issued by Keventer Capital Limited.

For details on our related party transactions during the Fiscals 2021, 2020 and 2019, see "*Other Financial Information – Related Party Transactions*" on page 378.

28. ***Certain of our Group Companies have incurred losses during the last Financial Year.***

Certain of our Group Companies have incurred losses in the last financial year for which their respective audited financial statements (consolidated, wherever applicable) were available. The details of the Group Companies are set forth in the table below:

(in ₹ million, unless otherwise specified)

Particulars	For the year ended			
	March 31, 2021	March 31, 2020	March 31, 2019	March 31, 2018
Candico (I) Limited	Not available	(4.97)	6.61	12.28
Keventer Ventures Limited (formerly known as Gama Hospitality Limited)	Not available	(16.74)	4.78	(5.83)
Edward Food Research & Analysis Centre Limited	(79.64)	(76.73)	(73.29)	Not applicable#
Keventer Projects Limited	Not available	(0.52)	5.90	(217.37)

 # The last three audited financial years of Edward Food Research & Analysis Centre Limited were the years ended March 31, 2021, March 31, 2020, and March 31, 2019

We cannot assure you that our Group Companies will not incur losses in the future, or that such losses will not adversely affect our reputation or our business. For further details, see "*Our Group Companies*" on page 228.

29. ***We have certain contingent liabilities, which if they materialise, may adversely affect our financial condition, cash flows and results of operations.***

As of March 31, 2021, our Restated Financial Information disclosed the following contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets:

Particulars	**As at March 31, 2021**
	(in ₹ Million)
Income tax matters	24.28
Sales tax and Goods and Service tax matters	1.18
Bank guarantees given	35.47
Demand by the District Land and Land Reforms Department, Government of West Bengal	5.54
Public interest litigation filed in relation to the acquisition of balance 47% stake in Metro Dairy Limited	-

Our contingent liabilities may become actual liabilities and if a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current Fiscal or in the future.

30. ***A number of our freehold and immovable properties are not or are in the process of being registered in the name of our Company and we have acquired certain properties in the last five years from the entities in which our Promoters and Directors are interested. Further, a number of our properties are located on leased premises. There can be no assurance that these properties will be registered or the lease agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.***

Certain of our properties, including a piece of freehold land, is not registered or is in the process of registration in the name of our Company. For example, (a) our Company acquired freehold land of 30 acres in the year 1988 - 1989 under a scheme of arrangement which is still registered in the name of one of our Promoters, EKPL; (b) registration of title deeds in respect of a building acquired during the year ended March 31, 2019 is under process; and (c) immovable properties aggregating to ₹ 853.31 million acquired by our Company through schemes of amalgamations/arrangements are in the name of erstwhile entities. Further a number of our properties including our Registered and Corporate Office are located on leased premises. These lease agreements may be terminated in accordance with their respective terms, and any termination or non-renewal of such leases could adversely affect our operations. The term of lease agreements/deeds for our flagship facility at Barasat and other food processing units ranges from three years to 99 years with right to terminate the leases available with the lessors in majority of leases, subject to lock-in period and option of renewals in terms of the lease agreements available to the Company. Further, certain of the premises where our food processing plants are situated, included that at Midnapur and Malda, have been leased from the State Government, and *inter alia*, include clauses to the effect that in event the demised lands are required by the State for public purposes, we may be required to give up the lease. Further, our Company has purchased office space at Magnum Tower, Unit No. 702, 7th Floor, Sector 58, in the Revenue Estate of Village Behrampur, Tehsil Sohna & District Gurugram, Haryana have been acquired from one of our Promoters, SHPPL, for an aggregate consideration of ₹ 29.00 million pursuant to an agreement executed on October 22, 2018 and Our premises at Mouza-Fateabad, Subhas Nagar, Barasat, P.O Nilgunj Bazar, 24 Parganas North, Kolkata-700 121 has been leased by EKPL, to our Company for manufacturing of noodles and for facilitating our business which is valid up to September 30, 2030 for a monthly rental of ₹ 0.22 million on existing rentals (which is subject to periodic increase of 10% every three years. First such increase to happen from October 1, 2024. For further details, see "*Our Promoters and Promoter Group*" on page 216.

There can be no assurance that we will be able to retain or renew such leases on same or similar terms, or that we will find alternate locations for the existing facilities on terms favourable to us, or at all. Failure to identify suitable premises for relocation of existing properties, if required, or in relation to new or proposed properties we may purchase, in time or at all, may have an adverse effect on our production and supply chain, the pace of our projected growth as well as our business and results of operations..

31. ***Technology failures or advancements could disrupt our operations and adversely affect our business operations and financial performance.***

IT systems are critical to our ability to manage our large production operations and distribution network and in turn, to maximize efficiencies and optimize costs. Our IT systems enable us to support business critical applications, human resource management systems, automated software for order collection etc.If we do not allocate and effectively manage the resources necessary to build and sustain the proper IT infrastructure, we could be subject to transaction errors, processing inefficiencies, customer service disruptions and, in some instances, loss of consumers. Our IT systems, and the systems of our third party IT service providers may also be vulnerable to a variety of interruptions due to events beyond our control, including, but not limited to, natural disasters, telecommunications failures, computer viruses, hackers and other security issues. IT interruptions and system failures could have a material and adverse effect on our ability to realise the anticipated improvements in productivity and efficiency.

A fault in or disruption to our information technology systems could cause disruption to our business. In addition, technological advances from time to time may result in our systems, methods or processing facilities becoming obsolete. Failure to keep up to date with such changes could result in our competitors having an advantage over us, which could negatively impact our financial performance and reputation. Any significant upgrade to or replacement of our systems could require considerable capital expenditure, which could affect our results of operations and financial condition.

32. Any delay or default in payments from customers may have an adverse effect on our profits.

A majority of our sales are made through our customers, which includes distributors and retailers. Consequently, we face the risk of the uncertainty regarding the receipt of these outstanding amounts. As a result of such industry conditions, we have and may continue to have outstanding receivables. For example, as at March 31, 2021, our trade receivables were ₹ 336.47 million and the outstanding debtor realisation period is typically 14.79 days. If our customers default in making these payments, our profits could be adversely affected.

33. Our insurance coverage may not be adequate and this may have a material adverse effect on our business financial condition, cash flows and results of operation.

We maintain insurance coverage for key risks relating to our business. We have obtained industrial all risk policy for our flagship facility at Barasat, fire and burglary policy for our dairy plant, banana units and stock keeping units at Malda, Durgapur, Midnapore, Patna, Siliguri and Domjur, fire policies for our chilling plants at various locations and fire, burglary and money policy for our corporate office premises at Kolkata and Gurugram. In addition, we have covered specific liabilities against our directors and certain specified officers through a management liability insurance policy and we maintain a commercial general liability insurance over our operations. We have also obtained group term life insurance policy, group personal accident and group health insurance policies for our employees and have coverage under transit, fidelity and motor insurance policies to cover the various risks related to our business. While we believe that the amount of our insurance coverage is in line with industry standards, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time. In addition, not all risks associated with our operations may be insurable, on commercially reasonable terms or at all. As at March 31, 2021, March 31, 2020 and March 31, 2019, our insurance coverage was for ₹ 5,648.86 million, ₹ 4,614.63 million and ₹ 4,116.87 million, which is 100.00%, 100.00% and 100.00% of the net book value of property, plant and equipment (excluding right of use assets and freehold land), capital work-in-progress and investment property of our Company as at March 31, 2021, March 31, 2020, March 31, 2019.

Although we believe that we have obtained insurance coverage customary to our business, such insurance may not provide adequate coverage in certain circumstances and is subject to certain deductibles, exclusions and limits on coverage. To the extent that we suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, our results of operations and future cash flows may be adversely affected. Natural disasters in the future or occurrence of any other event for which we are not adequately or sufficiently insured may cause significant disruption to our operations that could have a material adverse impact on our business and operations. The occurrence of an event for which we are not adequately or sufficiently insured could have an adverse effect on our business, results of operations, financial condition and future cash flows. If we are subject to litigation or claims or our operations are interrupted for a sustained period, we cannot assure you that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption. For further details on our insurance arrangements, see "*Our Business – Insurance*" on page 184.

34. We may be unable to detect, deter and prevent all instances of fraud or negligence or other misconduct committed by our employees, distributors, consumers or other third parties, which may have a material adverse effect on our business, results of operations, cash flows and financial condition.

Since we operate in the FMCG industry, we usually receive and handle cash in our daily operations.Our operations may be subject to incidents of Instances of fraud, theft or other misconduct with respect to cash. Although we have controls in place with respect to the handling of cash, there can be no assurance that we will not experience any fraud, theft or other misconduct with respect to cash. in the future, which could adversely affect our reputation, results of operations, financial condition and future cash flows.

35. We will continue to be controlled by our Promoters after the completion of the Offer.

After the completion of the Offer, our Promoters will hold [●]% of our Equity Share capital. After this Offer, our Promoters will continue to exercise significant control or exert significant influence over us which will allow them to vote together in capacity as shareholders of the Company on certain matters in general meetings of the Company.

Accordingly, the interests of our Promoters and certain members of the Promoter Group in capacity as shareholders of the Company may conflict with your interests and the interests of other shareholders of the Company.

36. Our operations could be adversely affected by strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees.

As of March 31, 2021, we had a workforce of 1,700 personnel which included 1,075 whole time employees and 625 contract employees. Further, there are four registered trade unions within our facilities and food processing units. Although we have not experienced any major work stoppages due to labour disputes or cessation of work in the recent past, we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force, strike by the trade unions, which may adversely affect our ability to continue our business operations. Any labour unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. These actions are improbable for us to forecast or control and any such event could adversely affect our business, results of operations, future cash flows and financial condition.

37. We appoint contract labour for carrying out certain of our operations and we may be held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our results of operations, cash flows and financial condition.

In order to retain flexibility and control costs, we appoint independent contractors who in turn engage on-site contract labour for performance of certain of our operations. Although our Company does not engage these labourers directly, we may be held responsible for any wage payments to be made to such labourers in the event of default by such independent contractor. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and financial condition. Additionally, we are also required to ensure compliance with provisions of the Contract Labour (Regulation and Abolition) Act, 1970, as amended, and we may be required to absorb a number of such contract labourers as permanent employees. Thus, any such order from a regulatory body or court may have an adverse effect on our business, results of operations, future cash flows and financial condition.

38. While certain of our trademarks used by us for our business are registered, any inability to protect our intellectual property or know how from third party infringement may adversely affect our business and prospects.

We have registered "Keventer" as our trademark for our frozen, fresh food products and non-alcoholic drinks and "Metro" as our trademark for our milk, dairy products, ice cream and frozen desserts under several classes. For details, see "*Our Business – Intellectual Property*" and "*Government and Other Apporvals*" on pages 184 and 425, respectively. While 39 of our trademarks that are currently operational are already registered by us in our name, we have made fresh applications with respect to certain of our trademarks. Further, six of our trademarks have been objected. In the absence of these trademark we may not be able to initiate an infringement action against any third party who maybe infringing our trademarks. With respect to our trademarks that have been applied for and/or objected or opposed we cannot assure you that we will be successful in such a challenge nor can we guarantee that eventually our trademark. As a result, we may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that this registration is granted.

We cannot guarantee that any of our registered or unregistered intellectual property rights or our know-how, or claims thereto, will now or in the future successfully protect what we consider to be the intellectual property underlying our products and business, or that our rights will not be successfully opposed or otherwise challenged We also rely on technical knowledge, product information, industry data, manufacturing expertise and market "knowhow" that cannot be registered and is not subject to any confidentiality or nondisclosure clauses or agreements. If such know-how is leaked to third parties, this could erode our competitive advantage.

39. Our funding requirements and proposed deployment of the Net Proceeds of the Offer have not been appraised by a bank or a financial institution and may be subject to change based on various factors, some of which are beyond our control. If there are any changes in our estimated funding requirements, our business, financial condition cash flows and results of operations may be adversely affected.

We intend to use the Net Proceeds of the Fresh Issue for the purposes described in "*Objects of the Offer*" on page 88. The deployment of funds is based on management estimates, current circumstances of our business and prevailing market conditions. The deployment of funds has not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as financial and market conditions, competition, business and strategy and interest/exchange rate fluctuations and other external factors, which may not be within the control of our management.

Pending utilization of Net Proceeds towards the Objects of the Offer, our Company will have the flexibility to deploy the Net Proceeds and to deposit the Net Proceeds temporarily in deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1939. There can be no assurance that we will earn significant interest income on, or that we will not suffer unanticipated diminution in the value of, such temporary deposits.

40. A portion of the Net Proceeds may be utilized for repayment or pre-payment of a loan availed by our Company from ICICI Bank Limited, which is an affiliate of ICICI Securities Limited, one of the BRLMs.

We propose to repay or pre-pay a loan availed by our Company from ICICI Bank Limited from the Net Proceeds. ICICI Bank Limited is an affiliate of ICICI Securities Limited, one of our Book Running Lead Managers and is not an associate of our Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992. The loan sanctioned to our Company by ICICI Bank Limited was done as part of their lending activities in the ordinary course of business and we do not believe that there is any conflict of interest under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, or any other applicable SEBI rules or regulations. The Board of Directors of our Company has chosen the loans and facilities to be repaid/prepaid based on commercial considerations. For details see "*Objects of the Offer*" on page 88. However, there can be no assurance that the repayment/prepayment of such loans from the Net Proceeds to an affiliate of one of the Book Running Lead Managers will not be perceived as a current or potential conflict of interest.

41. We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements.

We intend to utilise a portion of the Net Proceeds for funding our incremental capital expenditure requirements which includes, *inter alia*, purchase of equipment from Sure Technologies FZC ("**Sure Technologies**") and Tetra Pak. We have estimated the total payment of such capital expenditure (net of payments already made) to be ₹ 1,107.61 million. We are yet to place orders for the equipment to be purchased from Tetra Pak and have therefore not entered into any definitive agreements to utilize the Net Proceeds for such equipment. The value of such equipment is ₹ 917.12 million which constitutes 82.80% of the equipment in terms of value proposed to be purchased from the Net Proceeds. We have relied on the quotations received from Tetra Pak for estimation of the cost which is valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations. For details, see "*Objects of the Offer*" on page 88.

42. Any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Red Herring Prospectus would be subject to certain compliance requirements, including prior shareholders' approval.

We propose to utilise the Net Proceeds for repayment and/ or pre-payment, in full or part, of certain borrowings availed by our Company, funding incremental capital expenditure requirements of our Company and other general corporate purposes.

Given the nature of our business and due to various uncertainties involved, we may be unable to utilize the Net Proceeds within the time frame or as per the schedule of deployment that we currently estimate. In the case of increase in actual outlay or shortfall in requisite funds, additional funds for the purpose will be met by means available to us, including internal accruals and additional equity and/or debt arrangements.

For further details of the proposed objects of the Offer, see "*Objects of the Offer*" beginning on page 88. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilisation of the Net Proceeds or in the terms of any contract as disclosed in the Red Herring Prospectus without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to change the objects of the Offer or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on our Promoters to provide an exit opportunity to such dissenting shareholders may deter our Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that or Promoters will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized Net Proceeds, if any, or vary the terms of any contract referred to in the Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilised portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

43. ***Our inability or failure to recognise, respond to and effectively manage the accelerated impact of social media could materially adversely affect our business.***

In recent years, there has been a marked increase in the use of social media platforms in India, including blogs, social media websites and applications, and other forms of Internet-based communications which allow individuals access to a broad audience of consumers and other interested persons. Many social media platforms immediately publish the content for their subscribers and participants post, often without filters or checks on accuracy of the content posted. The dissemination of inaccurate information online could harm our business, reputation, prospects, financial condition and operating results, regardless of the information's accuracy. The damage may be immediate without affording us an opportunity for redress or correction. Other risks associated with the use of social media include improper disclosure of proprietary information, negative comments about our brands, exposure of personally identifiable information, fraud, hoaxes or malicious exposure of false information. The inappropriate use of social media by our consumers or employees or suppliers or other third parties could increase our costs, lead to litigation or result in negative publicity that could damage our reputation and adversely affect our business, future cash flows, results of operations and financial condition.

44. ***We may not be able to derive the expected benefits of the deployment of the Net Proceeds, in a timely manner, or at all.***

Our Company intends to use a certain portion of the Net Proceeds for repayment and/ or pre-payment, in full or part, of certain borrowings availed by our Company, funding incremental capital expenditure requirements of our Company and other general corporate purposes. We cannot ascertain whether such initiatives will result in increased sales or have an equivalent monetary impact. Our estimates for the proposed expenditure are based on several variables, a significant variation in any one or a combination of which could have an adverse effect.

The details in this regard have been disclosed in the section entitled "*Objects of the Offer*" beginning on page 88.

45. ***Information relating to the historical installed capacities and capacity utilization of our facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates and future production and capacity utilization may vary.***

Information relating to the historical installed capacities and capacity utilization of our facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates, including proposed operations, availability of raw materials, potential plant utilization levels, downtime resulting from scheduled maintenance activities, downtime resulting from change in SKUs for a particular product, downtime resulting from washing activities undertaken due to change of beverages produced, unscheduled breakdowns, as well as potential operational efficiencies**.** While we have obtained a certificate dated July 30, 2021 from Jayanta Kumar Banik, Chartered Engineer, (registered as a chartered engineer with the Institution of Engineers (India) with membership number AM-64508) the installed capacity calculation does not take into account seasonality in demand etc. and actual production levels and utilization rates may therefore vary significantly from the estimated installed capacities of our production facilities. There is no assurance that our future installed capacities and capacity utilization rates, will not be significantly different. In addition, capacity utilization is calculated differently in different countries, industries and for the kinds of products we manufacture. Undue reliance should therefore not be placed on our installed capacity or historical estimated capacity utilization information for our existing facilities included in this Draft Red Herring Prospectus. For further information, see "*Our Business*" on page 150.

46. ***We are exposed to foreign currency exchange rate fluctuations may have an adverse effect on our results of operations and value of the Equity Shares.***

Our foreign exchange payable exposure as at March 31, 2021, March 31, 2020 and March 31, 2019 was ₹ 3.80 million, ₹ 107.33 million and ₹ 67.90 million. The exchange rate between the Indian Rupee and the USD and other foreign currencies has changed considerably in recent years and may fluctuate substantially in the future. Fluctuations in the exchange rate between the Indian Rupee and other currencies may affect the value of a non-resident investor's investment in the Equity Shares.

A non-resident investor may not be able to convert Indian Rupee proceeds into USD or any other currency or the rate at which any such conversion may occur could fluctuate. In addition, our market valuation could be seriously harmed by the devaluation of the Rupee, if United States or other non-resident investors analyze our value based on the USD equivalent of our financial condition and results of operations.

For historical exchange rate fluctuations, see "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation*" on page 28.

47. ***Our Promoters and our Chairman and Managing Director hold Equity Shares in our Company and are therefore interested in the Company's performance in addition to their remuneration or benefits and reimbursement of expenses.***

Our Promoters and our Chairman and Managing Director are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. Our Promoters (including our Chairman and Managing Director) may also be deemed to be interested to the extent of Equity Shares held by them, as well as to the extent of any dividends, bonuses or other distributions on such Equity Shares. We cannot assure you that our Promoters will exercise their rights as a shareholder to the benefit and best interest of our Company. For further details on the interest of our Promoters, our Directors and our KMPs, other than reimbursement of expenses incurred or normal remuneration or benefits, see "*Our Management*" on page 202 and "*Our Promoters and Promoter Group*" on page 216.

48. ***Industry information included in this Draft Red Herring Prospectus has been derived from an industry report commissioned and paid for by us in connection with the Offer. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.***

We have availed the services of an independent third-party research agency, Technopak Advisors Private Limited, to prepare the Technopak Report, for the purposes of inclusion of such information in this Draft Red Herring Prospectus. The Technopak Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Although we believe that the data in the Technopak Report may be considered to be reliable, the accuracy, completeness and underlying assumptions are not guaranteed and dependability cannot be assured. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus.

49. ***Any downward revision of our credit ratings could result in an increase in the interest rates we would pay on any new borrowings and could decrease our ability to borrow as much money as we require to finance our business.***

India Ratings and Research Private Limited has on June 12, 2020, granted an IND BBB; Stable rating to our term loans. The cost and availability of capital and our ability to avail further borrowings, depends on, among other factors, our credit rating. Our credit rating reflects, amongst other things, the rating agency's opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. Any downgrade revision in our ratings may increase borrowing costs and constrain our access to capital and lending markets and, as a result, could adversely affect our business and results of operations. In addition, non-availability of credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements.

50. ***Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.***

Our ability to pay dividends in the future will depend on our earnings, financial condition, future cash flows, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. Our Company has not declared or paid any dividend in the last three fiscals. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value. For details of dividend paid by our Company in the past, see "*Dividend Policy*" on page 239.

51. ***We will not receive any proceeds from the Offer for Sale. The Selling Shareholder will receive the entire proceeds from the Offer for Sale.***

The Offer includes a Fresh Issue and an Offer for Sale of Equity Shares by the Selling Shareholder. While our Company will receive the entire proceeds from the Fresh Issue, the entire proceeds from the Offer for Sale will only be paid to the Selling Shareholder and we will not receive any such proceeds. For further details, see "*Capital Structure*" and "*Objects of the Offer*" on pages 74 and 88, respectively.

External Risk Factors

52. The outbreak of COVID-19, or outbreak of any other similar severe communicable disease could have a potential impact on our business, financial condition, cash flows and results of operations.

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could adversely affect the overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The spread of any severe communicable disease may also adversely affect the operations of our consumers, distributors, retailers and suppliers, which could adversely affect our business, financial condition, future cash flows and results of operations. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines and lockdowns. These measures have impacted and may further impact our workforce and operations, the operations of our consumers, and those of our respective distributors, retailers, vendors and suppliers. While government-certified treatment and vaccines are available, there is currently medical uncertainty regarding COVID-19 and there is no assurance that the vaccination process shall be completed in India in a timely manner or that the vaccines shall be effective. In case there is a rapid increase in severe cases of infections leading to deaths, where the measures taken by governments are not successful or are any bans imposed by the government in this regard are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe. Our ability to meet our ongoing disclosure obligations might be adversely affected, despite our best efforts. If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general. The outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of COVID-19 will cause an economic slowdown and it is possible that it could cause a global recession. The spread of COVID-19 has caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences)] , and we may take further actions as may be required by government authorities or steps on what we believe would be in the best interests of our employees, consumers and suppliers. There is no certainty that such measures will be sufficient to mitigate the risks posed by the outbreak, and our ability to perform critical functions could be harmed.

The extent to which the COVID-19 further impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of COVID-19 and the actions taken globally to contain COVID-19 or treat its impact, amongst others. Existing insurance coverage may not provide protection for all costs that may arise from all such possible events. We are still assessing our business operations and system supports and the impact COVID-19 may have on our results and financial condition, but we cannot assure that this analysis will enable us to avoid part or all of any impact from the spread of COVID-19 or its consequences. The degree to which COVID-19 impacts our results will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to, the duration and spread of the outbreak, its severity, the actions taken to contain the outbreak or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. The above risks can threaten the safe operation of our facilities and cause disruption of operational activities, environmental harm, loss of life, injuries and impact the wellbeing of our people. Further if the lockdown is extended, it could result in muted economic growth or give rise to a recessionary economic scenario, in India and globally, which could adversely affect the business, prospects, results of operations, future cash flows and financial condition of our Company.

53. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations, cash flows and prospects.

Our business and financial performance could be adversely affected by unfavourable changes in, or interpretations of existing laws, or the promulgation of new laws, rules and regulations applicable to us and our business. Please see "*Key Regulations and Policies*" on page 186.

The regulatory and policy environment in which we operate is evolving and subject to change. There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements, conditions, costs and expenditures on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on our business, financial condition, results of operations and future cash flows. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations and cash flows. Any changes to such laws may adversely affect our business, financial condition, results of operations, future cash flows and prospects.

Further, the Government of India has notified four labour codes which are yet to come into force as on the date of this Draft Red Herring Prospectus, namely, (i) The Code on Wages, 2019, (ii) The Industrial Relations Code, 2020, (iii) The Code on Social Security, 2020 and (iv) The Occupational Safety, Health and Working Conditions Code, 2020.

Such codes will replace the existing legal framework governing rights of workers and labour relations. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, future cash flows and prospects.

We have not determined the impact of these recent and proposed laws and regulations on our business. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Further, if we are affected, directly or indirectly, by the application or interpretation of any provision of such laws and regulations or any related proceedings, or are required to bear any costs in order to comply with such provisions or to defend such proceedings, our business and financial performance may be adversely affected.

54. Financial difficulty and other problems in certain financial institutions in India could have a material adverse effect on our business, results of operations, future cash flows and financial condition.

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions whose commercial soundness may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is sometimes referred to as "systemic risk", may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with which we interact on a daily basis. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and adversely affect our business.

55. We may be affected by competition laws, the adverse application or interpretation of which could adversely affect our business.

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("**AAEC**"). Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of consumers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

On March 4, 2011, the Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (the "**CCI**"). Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows and prospects.

56. Our business is substantially affected by prevailing economic, political and other prevailing conditions in emerging markets.

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally, including adverse geopolitical conditions such as increased tensions between India and China. We are incorporated in India, and our operations are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations and cash flows are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the economy, and hence our results of operations and cash flows, may include:

- any increase in interest rates or inflation;
- any exchange rate fluctuations;
- any scarcity of credit or other financing, resulting in an adverse impact on economic conditions and scarcity of financing for our expansions;
- prevailing income conditions among consumers and corporates;
- volatility in, and actual or perceived trends in trading activity on, the relevant market's principal stock exchanges;
- changes in tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in the region or globally, including in various neighbouring countries. For example, the recent unrest on the Indo-China border led to retaliation by India and escalated hostilities between India and China.;
- occurrence of natural or man-made disasters;
- prevailing regional or global economic conditions, including in the relevant country's principal export markets;
- any downgrading of debt rating of India by a domestic or international rating agency;
- instability in financial markets; and
- other significant regulatory or economic developments in or affecting India or the emerging markets.

Further, any slowdown or perceived slowdown in the Indian economy or the economy of any emerging market, or in specific sectors of such economies, could adversely impact our business, results of operations, future cash flows and financial condition and the price of the Equity Shares.

57. It may not be possible for investors outside India to enforce any judgment obtained outside India against our Company or our management or any of our associates or affiliates in India, except by way of a suit in India.

Our Company is incorporated as a public limited company under the laws of India and all of our directors and executive officers reside in India. Further, all of our assets, and the assets of our executive officers and directors, are located in India. As a result, it may be difficult to effect service of process outside India upon us and our executive officers and directors or to enforce judgments obtained in courts outside India against us or our executive officers and directors, including judgments predicated upon the civil liability provisions of the securities laws of jurisdictions outside India.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes the United Kingdom, Singapore, United Arab Emirates and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Indian Code of Civil Procedure, 1908 (the "**Civil Code**"). The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favour such final judgment is rendered may bring a fresh suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within three years of obtaining such final judgment. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with public policy in India. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the RBI to repatriate any amount recovered pursuant to the execution of the judgment.

58. Any adverse change in India's sovereign credit rating by an international rating agency could adversely affect our business, results of operations and cash flows.

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign rating decreased from Baa2 with a "negative" outlook to Baa3 with a "negative" outlook by Moody's and from BBB with a "stable" outlook to BBB with a "negative" outlook (Fitch) in June 2020; and from BBB "stable" to BBB "negative" by DBRS in May 2020. India's sovereign ratings from S&P is BBB- with a "stable" outlook in May 2021. Any further adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for reasons beyond our control such as, upon a change of government tax or fiscal policy. This could have an adverse effect on our ability to fund our growth on favorable terms or at all, and consequently adversely affect our business and financial performance and the price of the Equity Shares.

59. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms, in a timely manner or at all.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT, the Consolidated FDI Policy and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all.

60. Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Financial disruptions could materially and adversely affect our business, prospects, financial condition, results of operations and future cash flows. Further, economic developments globally can have a significant impact on our principal markets. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy. Following the United Kingdom's exit from the European Union ("**Brexit**"), there still remains significant uncertainty around the impact of Brexit on the general economic conditions in the United Kingdom and the European Union and any consequential impact on global financial markets.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilizing effects. Any significant financial disruption could have a material adverse effect on our business, financial condition and results of operation. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets? and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition, future cash flows and results of operations and reduce the price of the Equity Shares.

61. Natural calamities, acts of war, terrorist attacks, civil unrest and other events could have a negative effect on the Indian economy and cause our business to suffer.

India has experienced natural calamities such as earthquakes, pandemics, tsunami, floods and drought in the past few years. Natural calamities, acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn materially and adversely affect our business, financial condition, future cash flows and results of operations The extent and severity of these natural disasters determines their effect on the Indian economy. Further prolonged spells of below normal rainfall or other natural calamities in the future could have a negative effect on the Indian economy, adversely affecting our business and the price of our Equity Shares.

Risks in relation to the Offer

62. ***Our Equity Shares have never been publicly traded, and after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all.***

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Offer. Listing and trading does not guarantee that a market for our Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book-building process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price and liquidity for the Equity Shares may be subject to significant fluctuations in response to, among other factors:

- volatility in the Indian and other global securities markets;
- problems such as temporary closure, broker default and settlement delays experienced by the Indian Stock Exchanges;
- the performance and volatility of the Indian and global economy;
- financial instability in emerging markets that may lead to loss of investor confidence;
- risks relating to our business and industry, including those discussed in this Draft Red Herring Prospectus;
- strategic actions by us or our competitors;
- investor perception of the investment opportunity associated with our Equity Shares and our future performance;
- future sales of our Equity Shares;
- variations in our quarterly results of operations or cash flows;
- differences between our actual financial and operating results and those expected by investors and analysts;
- our future expansion plans;
- changes in the estimates of our performance or recommendations by financial analysts;
- significant developments in India's economic liberalisation and deregulation policies; and
- significant developments in India's fiscal and environmental regulations.

There has been significant volatility in the Indian stock markets in the recent past, and the market price of our Equity Share could fluctuate significantly as a result of market volatility. A decrease in the market price of our Equity Shares could cause you to lose some or all of your investment.

63. ***QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Investors are not permitted to withdraw their Bids after Bid/Offer Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to block the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Similarly, Retail Individual Investors can revise or withdraw their Bids at any time during the Bid/Offer Period and until the Bid/Offer Closing Date, but not thereafter. Therefore, QIBs and Non-Institutional Investors will not be able to withdraw or lower their Bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise at any stage after the submission of their Bids.

64. You may not be able to immediately sell any of the Equity Shares you subscribe to in this Offer on an Indian Stock Exchange.

The Equity Shares are proposed to be listed on the Stock Exchanges. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and commence trading, including the crediting of the Investors' "demat" accounts within the timeline specified under applicable law. Further, in accordance with Indian law, permission for listing of the Equity Shares will not be granted until after the Equity Shares in this Offer have been Allotted and submission of all other relevant documents authorising the issuing of the Equity Shares. The Allotment of Equity Shares in the Offer and the credit of Equity Shares to the applicant's demat account with the relevant depository participant and listing is expected to be completed within the period as may be prescribed under applicable law. Any failure or delay in obtaining the approvals or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. We cannot assure you that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the prescribed time periods or at all which could restrict your ability to dispose of the Equity Shares.

65. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.

Under the Companies Act, a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution. However, if the laws of the jurisdiction the investors are located in do not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

66. Any future issuance of Equity Shares may dilute your shareholding and sales of the Equity Shares by our major shareholders may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth, whether organic or inorganic, through future equity offerings. Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in us. Any future issuances of Equity Shares or the disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of the Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares.

67. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. The Income Tax Act levies taxes on such long-term capital gains exceeding ₹100,000 arising from sale of equity shares on or after April 1, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such equity shares subject to specific conditions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of a securities transaction tax ("**STT**"), on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of Equity Shares held for more than 12 months, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

The Government of India had announced the union budget for Fiscal 2022 and the Finance Bill, 2021 ("**Finance Bill**") had been introduced in the Lok Sabha on February 1, 2021. Subsequently, the Finance Bill received assent of the President of India on March 28, 2021 and became the Finance Act, 2021 ("**Finance Act**"). There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. We cannot predict whether any amendments made pursuant to the Finance Act would have an adverse effect on our business, financial condition, future cash flows and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

Earlier, the Finance Act, 2019, had clarified that in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These provisions have been notified with effect from July 1, 2020.

As such, there is no certainty on the impact that the Finance Act may have on our Company's business and operations. Further, our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect the Company's business, results of operations, future cash flows and financial condition.

68. Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.

Foreign ownership of Indian securities is subject to government regulation. In accordance with foreign exchange regulations currently in effect in India, under certain circumstances the RBI must approve the sale of the Equity Shares from a non-resident of India to a resident of India or vice-versa if the sale does not meet certain requirements specified by the RBI. Additionally, any person who seeks to convert the Rupee proceeds from any such sale into foreign currency and repatriate that foreign currency from India is required to obtain a no-objection or a tax clearance certificate from the Indian income tax authorities. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. We cannot assure investors that any required approval from the RBI or any other government agency can be obtained on terms favourable to a non-resident investor in a timely manner or at all. Because of possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increase or limiting losses during periods of price decline.

SECTION III: INTRODUCTION

THE OFFER

The following table sets forth details of the Offer:

Equity Shares Offered	
Offer of Equity Shares[(1)]	Up to [●] Equity Shares aggregating to ₹ [●] million
of which	
Fresh Issue[(2)]	Up to [●] Equity Shares aggregating to ₹ 3,500 million
Offer for Sale[(3)]	Up to 10,767,664 Equity Shares aggregating to ₹ [●] million
Employees Reservation Portion[(4)]	Up to [●] Equity Shares aggregating up to ₹ [●] million
Net Offer	Up to [●] Equity Shares aggregating up to ₹ [●] million
The Offer consists of:	
A) QIB Portion[(5) (6)]	Not less than [●] Equity Shares
of which:	
Anchor Investor Portion[(5)]	Up to [●] Equity Shares
Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	[●] Equity Shares
Of which:	
Mutual Fund Portion	[●] Equity Shares
Balance for all QIBs including Mutual Funds	[●] Equity Shares
B) Non-Institutional Portion	Not more than [●] Equity Shares
C) Retail Portion	Not more than [●] Equity Shares
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as on the date of this Draft Red Herring Prospectus)[(7)]	26,226,464 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds	See "*Objects of the Offer*" on page 88 for information about the use of the proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

[#]A Pre-IPO Placement may be undertaken by our Company subject to terms of the SSHA in consultation with the BRLMs at its discretion for an aggregate amount not exceeding ₹ 500 million. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company and the Selling Shareholder in consultation with the BRLMs and will be completed prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue.

(1) *The Offer has been authorised by our Board of Directors pursuant to the resolution passed at its meeting dated July 27, 2021.*

(2) *The Fresh Issue has been authorised by our Board of Directors and our Shareholders pursuant to the resolutions passed at their meetings dated July 27, 2021 and July 31, 2021, respectively.*

(3) *The Selling Shareholder has confirmed and approved their participation in the Offer for Sale as set out below*:

S. No.	Selling Shareholder	Number of Equity Shares offered in the Offer for Sale	Date of resolution	Date of consent letter
1.	Mandala Swede SPV	Up to 10,767,664 Equity Shares[#]	July 28, 2021	August 4, 2021

For further details, please see "Capital Structure" on page 74 and "Offer Procedure – Undertakings by the Selling Shareholder" on page 459.

[#] Solely for the purposes of the Offer, the Equity Shares proposed to be offered by Mandala will include a portion of the Equity Shares which will result upon conversion of 15,351,861 CCPS up to a maximum of 9,151,678 Equity Shares held by the Selling Shareholder. The conversion of CCPS will be completed prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198.

(4) *In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation up to ₹ 500,000), shall be added to the Net Offer. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. For details, see "Offer Structure" on page 442.*

(5) *Our Company and the Selling Shareholder, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. For details, see "Offer Procedure" on page 445. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" beginning on page 445.*

(6) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company and the Selling Shareholder in*

consultation with the BRLMs and the Designated Stock Exchange, subject to applicable laws. Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, the Allotment for the valid Bids will be made in the first instance towards subscription for 90% of the Fresh Issue. For further details, see "Terms of the Offer – Minimum Subscription" on page 441.

(7) Solely for the purposes of the Offer, 8,814,466 CCPS held by Speedage will be converted up to a maximum of 5,254,552 Equity Shares and 15,351,861 CCPS held by Mandala will be converted up to a maximum of 9,151,678 Equity Shares. The conversion of CCPS will be completed prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198.

Allocation to all categories, except the Anchor Investor Portion and the Retail Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price, as applicable. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. For further details, see "*Offer Procedure*" on page 445 and for details of the terms of the Offer, see "*Terms of the Offer*" beginning on page 437.

SUMMARY OF FINANCIAL INFORMATION

The following tables provide the summary of financial information of our Company derived from the Restated Unconsolidated Financial Information as at and for the Financial Years ended March 31, 2021 and March 31, 2020 and Restated Consolidated Financial Information as at and for the Financial Year ended March 31, 2019.

The Restated Consolidated Financial Information and Restated Unconsolidated Financial Information referred to above is presented under "Financial Information" beginning on page 240. The summary of financial information presented below should be read in conjunction with the Restated Consolidated Financial Information, the Restated Unconsolidated Financial Information, the notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 379.

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SUMMARY OF UNCONSOLIDATED FINANCIAL STATEMENT OF ASSETS AND LIABILITIES

The following table provides the summary of unconsolidated financial statement of assets and liabilities of our Company for Fiscal 2021 and 2020:

(in ₹ million, unless otherwise stated)

Particulars			As at March 31, 2021	As at March 31, 2020
		Assets		
1.		**Non-Current Assets**		
a)		Property, Plant and Equipment	4,340.02	4,336.72
b)		Capital Work-in-Progress	108.90	164.91
c)		Investment Property	150.23	158.21
d)		Intangible Assets	16.84	12.10
e)		Intangible Asset under Development	7.78	7.13
f)		Financial Assets		
	i)	Investments	240.68	222.18
	ii)	Other Financial Assets	45.05	50.35
g)		Deferred Tax Assets (Net)	63.14	32.50
h		Other Non-Current Assets	19.80	39.54
i)		Non-Current Tax Assets (Net)	81.40	90.59
			5,073.84	**5,114.23**
2.		**Current Assets**		
a)		Inventories	1,168.85	1,077.00
b)		Biological Assets other than Bearer Plants	0.09	0.20
c)		Financial Assets		
	i)	Trade Receivables	336.47	475.81
	ii)	Cash and Cash Equivalents	220.46	84.80
	iii)	Other Bank Balances	-	1.56
	iv)	Loans	0.50	0.53
	v)	Other Financial Assets	47.99	49.77
d)		Other Current Assets	380.95	487.24
			2,155.31	**2,176.91**
		Total Assets	**7,229.15**	**7,291.14**
		EQUITY AND LIABILITES		
1.		**Equity**		
a)		Equity Share Capital	131.13	131.13
b)		Other Equity	883.55	1,654.01
		Total Equity	**1, 014.68**	**1,785.14**
2.		**Non-Current Liabilities**		
a)		Financial Liabilities		
	i)	Borrowings	4,017.74	3,098.73
	ii)	Other Financial Liabilities	84.62	71.19
b)		Provisions	205.18	161.17
c)		Other Non-Current Liabilities	46.45	50.56
			4,353.99	**3,381.65**
3.		**Current Liabilities**		
a)		Financial Liabilities		
	i)	Borrowings	464.81	740.08
	ii)	Acceptances	172.92	153.91
	iii)	Trade Payables		
		a) Total outstanding dues of micro enterprises and small enterprises	7.84	11.00
		b) Total outstanding dues of creditors other than micro enterprises and small enterprises	682.47	610.44
	iv)	Other Financial Liabilities	324.56	440.57
b)		Other Current Liabilities	199.92	162.34
c)		Provisions	7.96	6.01
			1,860.48	**2,124.35**
		Total Liabilities	**6,214.47**	**5,506.00**
		Total Equity and Liabilities	**7,229.15**	**7,291.14**

SUMMARY OF CONSOLIDATED FINANCIAL STATEMENT OF ASSETS AND LIABILITIES

The following table provides the summary of consolidated financial statement of assets and liabilities of our Company for Fiscal 2019:

(in ₹ million, unless otherwise stated)

Particulars			As at March 31, 2019
		Assets	
1.		**Non-Current Assets**	
a)		Property, Plant and Equipment	3,755.67
b)		Capital Work-in-Progress	241.06
c)		Investment Property	166.19
d)		Intangible Assets	1.61
e)		Intangible Asset under Development	7.72
f)		Financial Assets	
	i)	Investments	0.01
	ii)	Other Financial Assets	41.16
g)		Deferred Tax Assets (Net)	26.65
h)		Other Non-Current Assets	19.58
i)		Non-Current Tax Assets (Net)	54.31
			4,313.96
2.		**Current Assets**	
a)		Inventories	845.73
b)		Biological Assets other than Bearer Plants	0.06
c)		Financial Assets	
	i)	Investment	44.76
	ii)	Trade Receivables	428.42
	iii)	Cash and Cash Equivalents	564.61
	iv)	Other Bank Balances	0.37
	v)	Loans	0.53
	vi)	Other Financial Assets	55.25
d)		Other Current Assets	442.83
			2,382.56
		Total Assets	**6,696.52**
		EQUITY AND LIABILITES	
1.		**Equity**	
a)		Equity Share Capital	131.13
b)		Other Equity	1,622.99
		Total Equity	**1,754.12**
2.		**Non-Current Liabilities**	
a)		Financial Liabilities	
	i)	Borrowings	3,015.56
	ii)	Other Financial Liabilities	44.00
b)		Provisions	138.77
c)		Deferred Tax Liabilities (Net)	28.56
d)		Other Non-Current Liabilities	53.88
			3,280.77
3.		**Current Liabilities**	
a)		Financial Liabilities	
	i)	Borrowings	659.48
	ii)	Acceptances	96.86
	iii)	Trade Payables	
		a) Total outstanding dues of Micro and Small enterprises	6.59
		b) Total outstanding dues of creditors other than Micro and Small enterprises	493.70
	iv)	Other Financial Liabilities	260.07
b)		Other Current Liabilities	135.67
c)		Provisions	9.26
			1,661.63
		Total Liabilities	**4,942.40**
		Total Equity and Liabilities	**6,696.52**

SUMMARY OF UNCONSOLIDATED STATEMENT OF PROFIT AND LOSS

The following table provides the summary of unconsolidated statement of profit and loss of our Company for Fiscals 2021 and 2020:

(in ₹ million, unless otherwise stated)

	Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
1.	**INCOME**		
	Revenue from Operations	8,302.01	9,451.14
	Gain on Fair valuation of 0.01% Compulsorily Convertible Preference shares (CCPS)	-	89.03
	Other Income	58.24	42.37
	Total Income	**8,360.25**	**9,582.54**
2.	**EXPENSES**		
	Cost of Materials Consumed	4,550.26	5,532.68
	Purchase of Traded Goods	1,017.05	1,394.65
	Changes in Inventories of Finished Goods, Traded Goods and Work-in-Progress	117.72	(200.93)
	Employee Benefits Expense	706.77	678.39
	Finance Costs	274.96	248.90
	Depreciation and Amortisation Expense	362.78	299.35
	Loss on Fair valuation of 0.01% Compulsorily Convertible Preference shares (CCPS)	678.21	-
	Other Expenses	1,440.55	1,612.70
	Total Expenses	**9,148.30**	**9,565.74**
	Restated Profit/(Loss) before Tax	**(788.05)**	**16.80**
3.	**Tax Expense/(Credit)**		
	Current Tax	-	15.29
	Deferred Tax charge / (credit)	(26.29)	(32.68)
	Total Tax Expense/(Credit)	**(26.29)**	**(17.39)**
	Restated Profit/(Loss) After Tax	**(761.76)**	**34.19**
4.	**Other Comprehensive Income/(Loss) for the year**		
	Items that will not be reclassified to profit or loss		
	(a) Remeasurement gains/(losses) on defined benefit obligations	(13.05)	(5.22)
	(b) Income tax effect on above	4.35	1.74
	Restated Total Other Comprehensive Income / (Loss) for the year (net of tax)	**(8.70)**	**(3.48)**
	Restated total Comprehensive Income / (Loss) for the year (net of tax)	**(770.46)**	**30.71**
5.	**Earnings / (Loss) per Equity Share**		
	Basic (In Rs. per share)	**(29.05)**	**1.30**
	Diluted (In Rs. per share)	**(29.05)**	**(0.87)**

SUMMARY OF CONSOLIDATED STATEMENT OF PROFIT AND LOSS

The following table provides the summary of consolidated statement of profit and loss of our Company for Fiscal 2019:

(in ₹ million, unless otherwise stated)

	Particulars	Year ended 31st March, 2019
1.	**INCOME**	
	Revenue from Operations	8,817.23
	Other Income	26.89
	Total Income	**8,844.12**
2.	**EXPENSES**	
	Cost of Materials Consumed	4,363.76
	Purchase of Traded Goods	1,396.99
	Changes in Inventories of Finished Goods, Traded Goods and Work-in-Progress	365.29
	Employee Benefits Expense	535.69
	Finance Costs	253.66
	Depreciation and Amortisation Expense	192.36
	Loss on Fair valuation of 0.01% Compulsorily Convertible Preference shares (CCPS)	65.96
	Other Expenses	1,519.11
	Total Expenses	**8,692.82**
	Restated Profit/(Loss) before exceptional item and Tax	**151.30**
	Exceptional Item	74.21
	Restated Profit/(Loss) before Tax	**77.09**
3.	**Tax Expense**	
	Current Tax	47.63
	Deferred Tax charge / (credit)	30.68
	Tax of Earlier years	(0.07)
	Total Tax Expense/(Credit)	**78.24**
	Restated Profit/(Loss) After Tax	**(1.15)**
4.	**Restated Other Comprehensive Income/(Loss) for the year**	
	Items that will not be reclassified to profit or loss	
	(a) Remeasurement gains/(losses) on defined benefit obligations	(0.83)
	(b) Income tax effect on above	0.27
	Restated Total Other Comprehensive Income / (Loss) for the year (Net of Tax)	**(0.56)**
5.	**Restated total Comprehensive Income / (Loss) for the year (net of tax)**	**(1.71)**
6.	**Attributable to Equity holders of the parent:**	
	Restated Profit/(Loss) after tax	(1.15)
	Restated Other Comprehensive Income/(loss) for the year (Net of tax)	(0.56)
	Restated Total Comprehensive Income/(loss) for the year (Net of tax)	(1.71)
7.	**Restated Earnings/(Loss) per Equity Share**	
	Basic and Diluted (In Rs. per share)	**(0.04)**

SUMMARY OF UNCONSOLIDATED STATEMENT OF CASH FLOWS

The following table provides the summary of unconsolidated statement of cash flows of our Company for Fiscals 2021 and 2020:

			(in ₹ million, unless otherwise stated)
	Particulars	**For the year ended March 31, 2021**	**For the year ended March 31, 2020**
A.	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Restated Profit / (loss) before tax	(788.05)	16.80
	Adjustments for:		
	Depreciation and amortization expenses	362.78	299.35
	Finance Costs	274.96	248.90
	Unrealised foreign exchange loss / (gain)	(2.95)	5.91
	Bad debts and Advances written off	-	2.03
	Provision for doubtful debts and advances (net)	12.38	2.13
	Loss/(gain) on sale/discard of Property, Plant and Equipments (PPE) (net)	0.46	0.28
	Gain on sale of Investments.	-	(1.60)
	Loss/(gain) on fair valuation of 0.01% Compulsorily Convertible Preference shares (CCPS)	678.21	(89.03)
	Loss on mark to market of derivative contracts other than CCPS	14.43	-
	Biological Asset Valuation	0.11	(0.14)
	Deferred Government Grant Income	(7.09)	(6.26)
	Liabilities no longer required written back	(6.20)	(3.00)
	Interest Income	(23.36)	(25.56)
	Operating Profit before Working Capital Changes	**515.68**	**449.81**
	Movements in working capital:		
	Increase in Trade Payable and Acceptances	94.08	168.49
	Increase in Provisions	32.92	13.92
	Increase in Other Current and Financial Liabilities	52.83	66.28
	Decrease/ (Increase) in Trade Receivables	129.03	(38.41)
	Increase in Inventories	(91.85)	(260.04)
	(Increase) / Decrease in Loans, Other Current and Financial assets	118.22	(47.86)
	Cash generated from / (used for) working capital	**335.23**	**(97.62)**
	Direct Taxes Paid (net of refunds)	9.19	(51.56)
	Net Cash flows from Operating Activities (A)	**860.10**	**300.63**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Property, Plant and Equipment and Intangible assets (including Capital Work-in-Progress and Intangible Assets under Development)	(298.70)	(828.95)
	Proceeds from sale of Property, Plant and Equipment	19.76	4.65
	Purchase of Investment	-	(206.50)
	Proceeds from sale of Investment	-	46.37
	Proceeds / (Investments) of Fixed deposits (net)	1.56	(1.19)
	Interest Received	4.87	9.67
		(272.51)	**(975.95)**
	Net Cash used in Investing Activities (B)		
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Interest paid	(278.17)	(245.89)
	Payment of principal portion of lease liabilities	(9.96)	(6.69)
	Proceeds from Long-term Borrowings	982.95	497.56
	Repayment of Long-term Borrowings	(871.46)	(125.63)
	Proceeds / (Repayment) from Short-term Borrowings (net)	(275.29)	76.16
	Net Cash flows / (used in) Financing Activities (C)	**(451.93)**	**195.51**
	Net increase / (decrease) in Cash & Cash Equivalents (A+B+C)	135.66	(479.81)
	Cash and Cash Equivalents - at the beginning of the year	84.80	564.61
	Cash and Cash Equivalents - at the end of the year	220.46	84.80
	Components of Cash & Cash Equivalents:		
	Balances with banks:		
	a) On current accounts	210.73	66.17
	Cheques in Hand	4.56	8.18
	Cash on hand	5.17	10.45

(in ₹ million, unless otherwise stated)			
Particulars		**For the year ended March 31, 2021**	**For the year ended March 31, 2020**
	Total Cash and Cash Equivalents	**220.46**	**84.80**

SUMMARY OF CONSOLIDATED STATEMENT OF CASH FLOWS

The following table provides the summary of consolidated statement of cash flows of our Company for Fiscal 2019:

(in ₹ million, unless otherwise stated)

Particulars		**For the year ended March 31, 2019**
A.	**CASH FLOW FROM OPERATING ACTIVITIES**	
	Restated Profit / (loss) before tax	77.09
	Adjustments for:	
	Depreciation and amortization expenses	192.36
	Finance Costs	253.66
	Unrealised foreign exchange loss / (gain)	4.12
	Bad debts and Advances written off	7.53
	Provision for doubtful debts and advances (net)	22.53
	Gain on sale of fixed asset (net)	(0.30)
	Net gains on fair value changes on financial assets	(2.27)
	Loss on fair valuation of 0.01% Compulsorily Convertible Preference shares (CCPS)	65.96
	Biological Asset Valuation	0.16
	Deferred Government Grant Income	(6.30)
	Liabilities no longer required written back	(5.35)
	Interest Income	(6.09)
	Operating Profit before Working Capital Changes	**603.10**
	Movements in working capital:	
	Decrease in Trade Payable and Acceptances	(151.01)
	Increase in Provisions	7.09
	Increase in Other Current and Financial Liabilities	33.98
	Decrease in Trade Receivables	361.22
	Decrease in Inventories	473.73
	Increase in Loans, Other Current and Financial Assets	(42.22)
	Cash generated from Operations	**1,285.89**
	Direct Taxes Paid (net of refunds)	(40.39)
	Net Cash flows from Operating Activities (A)	**1,245.50**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**	
	Purchase of Property, Plant and Equipment and Intangible assets (including Capital Work-in-Progress and Intangible Assets under Development)	(1.099.25)
	Proceeds from sale of Property, Plant and Equipment	6.97
	Proceeds from Redemption of Fixed Deposits (net)	173.63
	Interest Received	8.49
	Net Cash used in Investing Activities (B)	**(910.16)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**	
	Interest paid	(289.89)
	Payment of principal portion of lease liabilities	(2.53)
	Proceeds from Long-term Borrowing	853.64
	Repayment of Long-term Borrowing	(130.79)
	Repayment from Short-term Borrowing (net)	(552.80)
	Net Cash generated / (used in) Financing Activities (C)	**(122.37)**
	Net increase in Cash & Cash Equivalents (A+B+C)	212.97
	Cash and Cash Equivalents - at the beginning of the year	351.64
	Cash and Cash Equivalents - at the end of the year	**564.61**
	Components of Cash & Cash Equivalents:	
	Balances with banks:	
	a) In current accounts	170.98
	b) In cash credit account	6.60
	c) In fixed deposits with banks having original maturity of less than 3 months	380.00
	Cheques on hand (including remittances in transit)	2.77
	Cash on hand	4.26
	Total Cash and Cash Equivalents	**564.61**

GENERAL INFORMATION

Registered Office and Corporate Office

Keventer Agro Limited
34/1 D.H. Road
Kolkata 700 027
West Bengal, India
Corporate Identity Number: U15419WB1986PLC040729
Registration Number: 040729

For details in relation to changes in the Registered Office, see "*History and Certain Corporate Matters*" on page 193.

Address of the RoC

Our Company is registered with the RoC situated at the following address:

Registrar of Companies
Nizam Palace, 2nd MSO Building
2nd Floor, 234/4, A.J.C.B. Road
Kolkata 700 020
West Bengal, India

Board of Directors

Our Board comprises the following:

Name	Designation	DIN	Address
Mayank Jalan	Chairman and Managing Director	00598842	Shreeram Garden, 15, Belvedere Road, Kolkata, 700 027, West Bengal, India
Ram Krishna Agarwal	Independent Director	00416964	FD-226, Salt Lake City, Sector-III, Kolkata 700 091, West Bengal, India
Avinash Gupta	Independent Director	02783217	2A-54A, PL-444, Jaldarshan Building, Laxmibai, Jagmohan Das Marg, Nepean Sea Road, August Kranti Marg, Mumbai 400 036, Maharashtra, India
Sumit Krishna Deb	Non-Executive Director	00524590	67-A, Raja Nabo Krishna Street, Hatkhola, Kolkata 700 005, West Bengal, India
Shruti Swaika	Independent Director	07659238	6, Moore Avenue, Regent Park, Kolkata 700 040, West Bengal, India
Parvana Mayank Jalan	Non-Executive Director	06550070	Shreeram Garden, 15, Belvedere Road, Kolkata, 700 027, West Bengal, India

For further details of our Directors, see "*Our Management*" on page 202. .

Filing of this Draft Red Herring Prospectus

A copy of this Draft Red Herring Prospectus has been filed electronically with SEBI at cfddil@sebi.gov.in in accordance with the SEBI circular dated March 27, 2020, in relation to "*Easing of Operational Procedure – Division of Issues and Listing – CFD*"; and will be filed with SEBI's electronic platform at:https://siportal.sebi.gov.in/intermediary/index.html, in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, and Regulation 25(8) of the SEBI ICDR Regulations.

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 will be filed with the RoC and a copy of the Prospectus shall be filed under Section 26 of the Companies Act, 2013 with the RoC.

Company Secretary and Compliance Officer

Sanjay Gupta
34/1 D.H. Road
Kolkata 700 027
West Bengal, India
Tel: +91 33 3503 6200 / +91 33 3503 6201
E-mail: cs@keventer.com

Book Running Lead Managers

ICICI Securities Limited
ICICI Center
H.T. Parekh Marg Churchgate
Mumbai 400 020
Maharashtra, India
Tel: +91 22 2288 2460
E-mail: keventer.ipo@icicisecurities.com
Investor grievance E-mail: customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact Person: Sameer Purohit/ Kristina Dias

Axis Capital Limited
Axis House, 1st floor
C-2 Wadia International Centre
P.B. Marg, Worli
Mumbai 400 025
Maharashtra, India
Tel: +91 22 4325 2183
E-mail: keventer.ipo@axiscap.in
Website: www.axiscapital.co.in
Investor Grievance ID: complaints@axiscap.in
Contact Person: Pratik Pednekar

JM Financial Limited
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi
Mumbai 400 025
Maharashtra, India
Tel: +91 22 6630 3030
E-mail: keventer.ipo@jmfl.com
Website: www.jmfl.com
Investor Grievance E-mail: grievance.ibd@jmfl.com
Contact Person: Prachee Dhuri

Syndicate Members

[●]

Legal Counsel to the Company as to Indian law

Cyril Amarchand Mangaldas
3rd Floor, Prestige Falcon Towers
19, Brunton Road
Bengaluru 560 025, Karnataka
India
Tel: +91 80 6792 2000

Legal Counsel to the BRLMs as to Indian law

Khaitan & Co
One World Center,
10th and 13th Floors, Tower 1 C,
841, Senapati Bapat Marg
Mumbai 400 013
Maharashtra, India
Tel.: +91 22 6636 5000

Legal Counsel to the Selling Shareholder

DSK Legal, Advocates & Solicitors
1203-BA, One World Centre, Tower 2B,
Floor 12B, 841, Senapati Bapat Marg,
Elphinstone Road
Mumbai 400 013
India
Tel: +91 22 6658 8000

Statutory Auditors to our Company

S. R. Batliboi & Co. LLP
Chartered Accountants
22, Camac Street, 3rd Floor
Block-B, Kolkata- 700 016
West Bengal, India
Tel: +91 33 6134 4000
E-mail: SRBC@srb.in
Firm Registration Number: 301003E/E300005
Peer Review Certificate Number: 013326

There have been no changes in our auditors in the last three years preceding the date of this Draft Red Herring Prospectus.

Registrar to the Offer

Link Intime India Private Limited
C-101, 1st Floor,
247 Park, L.B.S. Marg
Vikhroli (West)
Mumbai 400 083, Maharashtra
Tel: +91 22 4918 6200
E-mail: keventer.ipo@linkintime.co.in
Investor grievance E-mail: keventer.ipo@linkintime.co.in
Contact Person: Shanti Gopalkrishnan
Website: www.linkintime.co.in
SEBI Registration No.: INR000004058

Bankers to the Offer

Escrow Collection Bank(s)

[●]

Refund Bank(s)

[●]

Public Offer Bank(s)

[●]

Sponsor Bank

[●]

Bankers to our Company

Bank of Baroda
International Business Branch
4, India Exchange Place, 1st Floor
Kolkata 700 001
West Bengal, India
Tel: +91 33 2242 6703 /04, 2242 6616
E-Mail: intcal@bankofbaroda.com
Website: www.bankofbaroda.in
Contact Person: S P Satapathy

HDFC Bank Limited
3A, Gurusaday Road
Kolkata 700 019
West Bengal, India
Tel: +91 33 6638 4125
E-Mail: abhinandan.ajitsaria@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Abhinandan Ajitsaria

ICICI Bank Limited
3A, Gurusaday Dutta Road
Rowland Row, Ballygunge
Kolkata 700 019
West Bengal, India
Tel: +91 96 7474 7057
E-Mail: Samrat.mazumdar@icicibank.com
Website: www.icicibank.com

IndusInd Bank Limited
2, J B House, Upper Wood Street
Kolkata 700 016
West Bengal, India
Tel: +91 33 4427 2101
E-Mail: apurb.shakti@indusind.com
Website: www.indusind.com
Contact Person: Apurb Shakti

Contact Person: Samrat Mazumdar

Kotak Mahindra Bank Limited
22, Camac Street
Block-C, 5th Floor
Kolkata 700 016
West Bengal, India
Tel: 033 68254100
E-Mail: bibhudutta.dash@kotak.com
Website: www.kotak.com
Contact Person: Bibhudutta Dash

Yes Bank Limited
56A, Hemanta Basu Sarani
Kolkata 700 001
West Bengal, India
Tel: 033 40854100
E-Mail: piyush.bajaj@yesbank.in
Website: www.yesbank.in
Contact Person: Piyush Bajaj

Designated Intermediaries

Self-Certified Syndicate Banks

The banks registered with SEBI, which offer the facility of ASBA services, (i) in relation to ASBA, where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time, (ii) in relation to RIBs using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time.

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the SEBI website, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019..

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35)and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes as updated from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Monitoring Agency

Our Company shall appoint a monitoring agency prior to filing of the Red Herring Prospectus with the RoC for monitoring the utilisation of Net Proceeds, in accordance with Regulation 41 of the SEBI ICDR Regulations.

Experts

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated August 8, 2021 from S.R. Batliboi & Co. LLP, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination reports, each dated July 27, 2021 on our Restated Unconsolidated Financial Information and Restated Consolidated Financial Information; and (ii) their report dated August 8, 2021 on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

In addition, our Company has received written consent dated July 30, 2021, from Jayanta Kumar Banik, Chartered Engineer, to include their name in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) and 26(5) of the Companies Act in their capacity as the independent chartered engineer and in respect of the certificate issued by them included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency.

Credit Rating

As this is an offer of Equity Shares, there is no credit rating required for the Offer.

IPO Grading

No credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Debenture Trustees

As this is an offer of Equity Shares, the appointment of debenture trustees is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Inter-se allocation of responsibilities

The following table sets forth the inter-se allocation of responsibilities for various activities among the BRLMs:

S. No.	Activities	Responsibility	Coordination
1.	Capital structuring, due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing	BRLMs	I-Sec
2.	Drafting and approval of all statutory advertisement	BRLMs	I-Sec
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report	BRLMs	JM
4.	Appointment of intermediaries – Registrar to the Offer, advertising agency, Banker(s) to the Issue, Sponsor Bank, printer and other intermediaries, including coordination of all agreements to be entered into with such intermediaries	BRLMs	Axis
5.	International institutional marketing of the Issue, which will cover, *inter alia*: • Preparation of road show presentation and frequently asked questions • marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and	BRLMs	JM

S. No.	Activities	Responsibility	Coordination
	• Finalizing road show and investor meeting schedule		
6.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing road show and investor meeting schedule	BRLMs	I-Sec
7.	Retail and non-institutional marketing of the Offer, which will cover, inter-alia: • Finalising media, marketing, public relations strategy and publicity budget including list of frequently asked questions at retail road shows; • Finalising collection centres; • Finalising centres for holding conferences for brokers etc.; • Finalising commission structure; and • Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material.	BRLMs	Axis
8.	Managing the book and finalization of pricing in consultation with the Company	BRLMs	JM
9.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, payment of 1% security deposit (if any), anchor coordination, anchor CAN and intimation of anchor allocation	BRLMs	JM
10.	Post-Issue activities, which shall involve essential follow-up with Bankers to the Issue and SCSBs to get quick estimates of collection and advising Company about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, unblocking of application monies, listing of instruments, dispatch of certificates or demat credit and refunds, payment of STT on behalf of the Selling Shareholders and coordination with various agencies connected with the post-Issue activity such as Registrar to the Issue, Bankers to the Issue, Sponsor Bank, SCSBs including responsibility for underwriting arrangements, as applicable. Coordinating with Stock Exchanges and SEBI for submission of all post-Offer reports including the initial and final post-Issue report to SEBI, release of 1% security deposit post closure of the Offer, if any.	BRLMs	Axis

Book Building Process

Book Building Process, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band, and minimum Bid Lot size will be decided by our Company and the Selling Shareholder in consultation with the BRLMs, and advertised in [●] editions of [●], an English national daily newspaper and [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company and the Selling Shareholder in consultation with the BRLMs after the Bid/Offer Closing Date.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the RIBs may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids on or before the Bid/Offer Closing Date. Further, Anchor Investors are not allowed to revise and withdraw their Bids after the Anchor Investor Bid/Offer Period. Allocation to the Anchor Investors will be on a discretionary basis.

The Book Building Process under the SEBI ICDR Regulations and the Bidding Process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.

For further details on the method and procedure for Bidding, see "*Offer Structure*" and "*Offer Procedure*" on pages 442 and 445, respectively.

Investors should note the Offer is also subject to (i) final approval of the RoC after the Prospectus is filed with the RoC and (ii) obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment within six Working Days of the Bid/Offer Closing Date or such other time period as prescribed under applicable law.

Underwriting Agreement

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed after the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. Our Company and the Selling Shareholder intend to enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be issued and transferred pursuant the Offer. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC.)

Name, Address, Telephone Number and Email Address of the Underwriters	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten (in ₹ million)
[●]	[●]	[●]

The abovementioned underwriting commitments are indicative and will be finalised after pricing of the Offer and actual allocation in accordance with provisions of Regulation 40(2) of the SEBI ICDR Regulations.

In the opinion of our Board, the resources of the abovementioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or are registered as brokers with the Stock Exchanges. Our Board / IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. The extent of underwriting obligations and the Bids to be underwritten in the Offer by each BRLM shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

The share capital of our Company, as on the date of this Draft Red Herring Prospectus, is set forth below.

(in ₹, except share data)

Sr. No.	Particulars	Aggregate value at face value	Aggregate value at Offer Price*
A.	**AUTHORIZED SHARE CAPITAL** (1)		
	85,860,000 Equity Shares (having face value of ₹ 5 each)	429,300,000	-
	24,250,000 CCPS (having face value of ₹ 10 each)	242,500,000	
	Total	**671,800,000**	
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER (PRIOR TO CONVERSION OF CCPS)**		
	26,226,464 Equity Shares (having face value of ₹ 5 each)	131,132,320	-
	24,166,327 CCPS (having face value of ₹ 10 each)(2)	241,663,270	
C.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER (UPON CONVERSION OF THE CCPS)**		
	[●] Equity Shares (having face value of ₹ 5 each) (2)	[●]	
D.	**PRESENT OFFER** (2)		
	Offer of up to [●] Equity Shares #	[●]	[●]
	Of which		
	Fresh Issue of up to [●] Equity Shares (3)	[●]	Up to ₹ 3,500,000,000
	Offer for Sale of up to 10,767,664 Shares (4)	[●]	[●]
	Which includes:		
	Employee Reservation Portion of up to [●] Equity Shares aggregating up to ₹ [●] million (5)	[●]	[●]
	Net Offer of up to [●] Equity Shares	[●]	[●]
E.	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE OFFER***		
	[●] Equity Shares of face value of ₹ 5 each	[●]	[●]
F.	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		46,927,784
	After the Offer		[●]

**To be included upon finalisation of Offer Price*

#A Pre-IPO Placement may be undertaken by our Company subject to the terms of SSHA, in consultation with the BRLMs, at its discretion for an aggregate amount not exceeding ₹ 500 million. The Pre- IPO Placement, if undertaken, will be at a price to be decided by our Company and the Selling Shareholder, in consultation with the BRLMs and will be completed prior to filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue, subject to the minimum Offer size constituting at least 10% of the post-Offer paid-up Equity Share capital of our Company.

(1) *For details in relation to the changes in the authorised share capital of our Company in the last ten years, see "History and Certain Corporate Matters – Amendments to the Memorandum of Association" on page 194.*

(2) *Solely for the purposes of the Offer, 8,814,466 CCPS held by Speedage will be converted up to a maximum of 5,254,552 Equity Shares and 15,351,861 CCPS held by Mandala will be converted up to a maximum of 9,151,678 Equity Shares. The conversion of the CCPS will be completed prior to the filing of the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For details in relation to the conversion of the CCPS, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198.*

(3) *The Offer has been authorized by our Board of Directors pursuant to a resolution passed on July 27, 2021, and the Fresh Issue has been authorized by our Shareholders pursuant to the special resolution passed on July 31, 2021.*

(4) *The Selling Shareholder confirms that the Offered Shares are eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. The Selling Shareholder has confirmed and authorized its participation in the Offer for Sale. For details on the authorization by the Selling Shareholder in relation to the Offered Shares, see "The Offer" on page 57. The Equity Shares proposed to be offered by the Selling Shareholder will include all or a portion of the Equity Shares which will result upon conversion of the 15,351,861 CCPS held by it. The conversion of CCPS will be completed prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations.*

(5) *In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000. The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation of up to ₹ 500,000), shall be added to the Net Offer. For further details, see "Offer Structure" beginning on page 442.*

Notes to the Capital Structure

1. **Share Capital History of our Company**

(a) ***Equity Share Capital***

The history of the Equity Share capital of our Company is provided in the following table:

Date of allotment	No. of equity shares allotted	Face value per equity share at the time of allotment (₹)	Issue price per equity share (₹)	Nature of consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
May 29, 1986	200	100	100	Cash	Subscription to the MoA (1)	200	20,000
September 29, 1987	30,000	100	-	Other than cash	Allotment pursuant to the 1987 Scheme of Arrangement (2)	30,200	30,20,000
January 18, 1988	Pursuant to a resolution passed by our Shareholders on January 18, 1988, our Company sub-divided the face value of its equity shares from ₹ 100 each to ₹ 10 each.						
March 30, 1990	965,000	10	10	Cash	Further issue (3)	1,267,000	12,670,000
April 14, 1990	1,242,000	10	10	Cash	Further issue (4)	2,509,000	25,090,000
March 22, 1999	640,000	10	10	Cash	Further issue (5)	3,149,000	31,490,000
March 14, 2000	70	10	10	Cash	Further issue (6)	3,149,070	31,490,700
January 2, 2003	1,000,000	10	10	Cash	Further issue (7)	4,149,070	41,490,700
March 14, 2005	1,380,000	10	10	Cash	Further issue (8)	5,529,070	55,290,700
July 29, 2005	930,000	10	12	Cash	Further issue (9)	6,459,070	64,590,700
March 31, 2007	874,999	10	24	Cash	Further issue (10)	7,334,069	73,340,690
March 31, 2008	250,000	10	32	Cash	Further issue (11)	7,584,069	75,840,690
August 27, 2010	415,586	10	-	Other than cash	Allotment pursuant to the 2010 Scheme of Amalgamation (12)	7,999,655	79,996,550
September 29, 2010	2,641,509	10	53	Cash	Further issue (13)	10,641,164	106,411,640
October 9, 2010	1,132,075	10	53	Cash	Further issue (14)	11,773,239	117,732,390
March 25, 2016	532,000	10	73	Cash	Private placement (15)	12,305,239	123,052,390
August 3, 2017	807,993	10	68.07	Cash	Private placement (16)	13,113,232	131,132,320
June 29, 2021	Pursuant to a resolution passed by the Shareholders in the EGM held on June 29, 2021, our Company has sub-divided the face value of its equity shares from ₹ 10 each to ₹ 5 each.					26,226,464	131,132,320

(1) 100 equity shares allotted to each of Mahendra Kumar Jalan and Santosh Roongta.

(2) 30,000 equity shares were allotted to Edward Keventer Private Limited for property and assets acquired i.e. 30 acres of land in Fatehabad and Barasat pursuant to the 1987 Scheme of Arrangement.*

** The equity shares were allotted to one of our Group Companies, Edward Food Research & Analysis Centre Limited, which was known as Edward Keventer Private Limited at the time of allotment.*

(3) 315,000 equity shares allotted to each of Bahar Mercentile Limited and Twenty First Century Export Limited, 100,000 equity shares allotted to Maxwell Leasing & Finance Limited, 75,000 equity shares allotted to MKJ Holdings Pvt Ltd, 50,000 equity shares allotted to New Trends Mercantile Limited, 25,000 equity shares allotted to each of Mahendra Kumar Jalan and Paramount Mercantile Limited, 20,000 equity shares allotted to Sukumar V Shah, and 10,000 equity shares allotted to each of Shashi Prabha Jalan, Rajes V Shah, Bansari R Shah and Jyoti Shah.

(4) 930,000 equity shares allotted to Infrastructure Leasing & Financial Services Limited, 277,000 equity shares allotted to Bahar Mercantile Limited and 35,000 equity shares allotted to Twenty First Century Exports Limited.

(5) 50,000 equity shares allotted to Edward Keventer Private Limited, 295,000 equity shares allotted to Bahar Mercantile Limited and 295,000 equity shares allotted to MKJ Developers Limited.

(6) 10 equity shares allotted to each of V Venkatramani, Binod Maroti, Pallab Kumar Ghatak, Amit Kumar Verma, Mahendra Kumar Jalan, Sukumar V Shah and Sumit Deb.

(7) 250,000 equity shares allotted to MKJ Enterprises Limited, 1,70,000 equity shares allotted to The Right Address Limited, 3,00,000 equity shares allotted to Cambridge Construction (Delhi) Limited, 1,30,000 equity shares allotted to MKJ Developers Limited and 1,50,000 equity shares allotted to Sarvesh Housing Projects Private Limited.

(8) 600,000 equity shares allotted to MKJ Enterprises Limited, 100,000 equity shares allotted to Madanlal Limited, 300,000 equity shares allotted to SHPPL and 380,000 equity shares allotted to Mayank Jalan.

(9) 180,000 equity shares allotted to MKJ Enterprises Limited and 250,000 equity shares allotted to each of Mandanlal Limited, MKJ Developers Limited and Mayank Jalan.

(10) 145,833 equity shares allotted to Mayank Jalan and 729,166 equity shares allotted to MKJ Enterprises Limited.

(11) 250,000 equity shares allotted to MKJ Enterprises Limited.

(12) 55,416 equity shares allotted to Edward Keventer Private Limited, 12,291 equity shares allotted to Bahar Mercantile Limited, 416 equity shares allotted to Rajesh V Shah, 833 equity shares allotted to Suketu V Shah, 416 equity shares allotted to Bansari R Shah, 416 equity shares allotted to Jyoti Shah, 8,750 equity shares allotted to Shashi Prabha Jalan, 9,375 equity shares allotted to Mahendra Kumar Jalan, 11,791 equity shares allotted to Valiant Investment & Trades Private Limited, 11,875 equity shares allotted to Akhil Investment & Trades Private Limited, 5,208 equity shares allotted to Mahendra Kumar Jalan & Others HUF, 16,708 equity shares allotted to Madanlal Limited, 28,125 equity shares allotted to MKJ Developers Limited, 195,798 equity shares allotted to MKJ Enterprises Limited, 7,083 equity shares allotted to The Right Address Limited, 18,750 equity shares allotted to Sarvesh Housing Projects Private Limited, 32,326 equity shares allotted to Mayank Jalan and 9 equity shares allotted to Sanjay Gupta pursuant to the 2010 Scheme of Amalgamation in the ratio of one Equity Share for every 20 equity shares held in Keventer Fresh Limited. .

(13) 2,641,509 equity shares allotted to MKJ Enterprises Limited.

(14) 1,132,075 equity shares allotted to MKJ Developers Limited.

(15) 532,000 equity shares allotted to Mayank Jalan.

(16) 807,993 equity shares allotted to Mandala.

(b) ***Preference Share capital***

The history of the outstanding preference share capital of our Company is set forth below:

Date of allotment of Preference Shares	Number of Preference Shares allotted	Face value per Preference Share (in ₹)	Issue price per Preference Share (in ₹)	Nature of allotment	Nature of consideration	Cumulative number of Preference Shares	Cumulative paid-up Preference Share capital
0.01% Compulsorily Convertible Preference Shares ("CCPS")							
May 31, 2017	8,814,466	10	68.07	Preferential issue (1)	Cash	8,814,466	88,144,660
August 3, 2017	15,351,861	10	68.07	Preferential issue (2)	Cash	24,166,327	241,663,270

(1) Allotment of 8,814,466 CCPS to Speedage.

(2) Allotment of 15,351,861 CCPS to Mandala.

Solely for the purposes of the Offer, 8,814,466 CCPS held by Speedage and 15,351,861 CCPS held by Mandala are outstanding and will be converted up to a maximum of 5,254,552 and 9,151,678 Equity Shares, respectively, prior to the filing of the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For further details, see "*History and Certain Corporate Matters – Shareholders' agreements and other agreements*" on page 198.

2. **Offer of shares at a price lower than the Offer Price in the last year**

Our Company has not issued Equity Shares or preference shares, at a price which may be lower than the Offer Price during a period of one year preceding the date of this Draft Red Herring Prospectus.

3. **Offer of shares for consideration other than cash or out of revaluation of reserves**

(a) Our Company has not issued any Equity Shares or preference shares out of revaluation of reserves since its incorporation.

(b) Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash as of the date of this Draft Red Herring Prospectus.

Date of allotment	Number of securities allotted	Face value per security (₹)	Issue price per security (₹)	Reason / Nature for allotment	Benefits accrued to our Company
September 29, 1987	30,000	100	-	Allotment pursuant to the 1987 Scheme of Arrangement (1)	Transfer of 30 acres of land in Fatehabad and Barasat to the Company
August 27, 2010	415,586	10	-	Allotment pursuant to the 2010 Scheme of Amalgamation (2)	Optimum running, growth and development of the business with combined resources and a larger capital and asset base, integrating activities, reducing overheads and other expenses while improving various other operating parameters.

(1) Allotment of 30,000 equity shares to Edward Keventer Private Limited for property and assets acquired i.e. 30 acres of land in Fatehabad and Barasat pursuant to 1987 Scheme of Arrangement.

(2) 55,416 equity shares allotted to Edward Keventer Private Limited, 12,291 equity shares allotted to Bahar Mercantile Limited, 416 equity shares allotted to Rajesh V Shah, 833 equity shares allotted to Suketu V Shah, 416 equity shares allotted to Bansari R Shah, 416 equity shares allotted to Jyoti Shah, 8,750 equity shares allotted to Shashi Prabha Jalan, 9,375 equity shares allotted to Mahendra Kumar Jalan, 11,791 equity shares allotted to Valiant Investment & Trades Private Limited, 11,875 equity shares allotted to Akhil Investment & Trades Private Limited, 5,208 equity shares allotted to Mahendra Kumar Jalan & Others HUF, 16,708 equity shares allotted to Madanlal Limited, 28,125 equity shares allotted to MKJ Developers Limited, 195,798 equity shares allotted to MKJ Enterprises Limited, 7,083 equity shares allotted to The Right Address Limited, 18,750 equity shares allotted to Sarvesh Housing Projects Private Limited, 32,326 equity shares allotted to Mayank Jalan and 9 equity shares allotted to Sanjay Gupta pursuant to the 2010 Scheme of Amalgamation in the ratio of one Equity Share for every 20 equity shares held in Keventer Fresh Limited.

4. **Offer of shares pursuant to schemes of arrangement**

Except for the allotment of 30,000 equity shares of ₹ 100 each on September 29, 1987 and allotment of 415,586 equity shares of ₹ 10 each on August 27, 2010, details of which are set forth above in "– *Notes to the Capital Structure – Share Capital History of our Company*", our Company has not allotted any Equity Shares or preference shares, pursuant to any scheme of arrangement approved under sections 391-394 of the Companies Act, 1956 or sections 230-234 of the Companies Act.

5. **Details of shares held by our Promoters (who are also members of our Promoter Group)**

Set out below are the details of the shares held by our Promoters (who are also members of our Promoter Group) in our Company:

S. No.	Name	No. of Equity Shares/ Preference Shares held	Percentage of the pre-Offer Equity Share/ Preference Share Capital (%)	Percentage of the post-Offer Equity Share (%)
Equity Shares				
1.	Keventer Global Private Limited	11,482,528	43.78	[●]
2.	Mayank Jalan	4,157,122	15.85	[●]
3.	MKJ Developers	3,810,400	14.53	[●]
4.	Edward Keventer Private Limited	2,320,832	8.85	[●]
5.	Keventer Capital Limited	1,902,096	7.25	[●]

S. No.	Name	No. of Equity Shares/ Preference Shares held	Percentage of the pre-Offer Equity Share/ Preference Share Capital (%)	Percentage of the post-Offer Equity Share (%)
6.	Sarvesh Housing Projects Private Limited	937,500	3.58	[●]
Total		**24,610,478**	**93.84**	**[●]**
Preference Shares (CCPS)				
1.	Speedage Trade Limited*	8,814,466	36.47	[●]
Total		**8,814,466**	**36.47**	**[●]**

** Solely for the purposes of the Offer, 8,814,466 CCPS held by Speedage will be converted up to a maximum of 5,254,552 Equity Shares. The conversion of CCPS will be completed prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198.*

6. **Details of shares held by Directors of our Promoters**

Set out below are the details of the shares held by directors of the Promoters in our Company:

S. No.	Name	No. of Equity Shares held	Percentage of the pre-Offer Equity Share Capital (%)	Percentage of the post-Offer Equity Share Capital (%)
Equity Shares				
1.	Mayank Jalan	4,157,122	15.85	[●]
Total		**4,157,122**	**15.85**	**[●]**

7. **History of the Share Capital held by our Promoters**

(a) Build-up of the Equity Share Capital of our Promoters in our Company since incorporation:

As on the date of this Draft Red Herring Prospectus, our Promoters hold 24,610,478 Equity Shares, constituting 93.84% of the issued, subscribed and paid-up Equity Share capital of our Company.

Date of transfer/ allotment of equity shares/ date when fully-paid up	Number of Equity Shares allotted/ transferred	Face Value per Equity Share (₹)	Transfer price/ issue price per Equity Share (₹)	Nature of Consideration	Nature of Transaction	Percentage (%) of pre-Offer Equity Share Capital*^	Percentage (%) of post-Offer Equity Share Capital
Edward Keventer Private Limited ("EKPL")							
December 22, 2016	1,160,416	10	-	Other than cash	Transfer of 1,160,416 equity shares pursuant to the scheme of arrangement between Edward Food Research & Analysis Centre Limited and EKPL and their respective shareholders	8.85	[●]
June 29, 2021	Pursuant to a resolution passed by the Shareholders in the EGM held on June 29, 2021, our Company has sub-divided the face value of the equity shares from ₹ 10 each to ₹ 5 each.						
Sub Total (A)					**2,320,832**	**8.85**	**[●]**
Keventer Capital Limited							
June 28, 2011	951,048	10	70	Cash	Transfer of 11,875 equity shares from Akhil Investment & Trades Private Limited, 416 equity shares from Jyoti Shah, 416 equity shares from Rajesh V Shah, 416 equity shares from Bansari R Shah, 11,791 equity shares from Valiant Investment & Trades Private Limited, 307,291 equity shares from Bahar Mercantile Limited, 618,843 equity shares from	7.25	[●]

Date of transfer/ allotment of equity shares/ date when fully-paid up	Number of Equity Shares allotted/ transferred	Face Value per Equity Share (₹)	Transfer price/ issue price per Equity Share (₹)	Nature of Consideration	Nature of Transaction	Percentage (%) of pre-Offer Equity Share Capital*^	Percentage (%) of post-Offer Equity Share Capital
					Suketu V. Shah to Keventer Capital Limited.		
June 29, 2021	Pursuant to a resolution passed by the Shareholders in the EGM held on June 29, 2021, our Company has sub-divided the face value of the equity shares from ₹ 10 each to ₹ 5 each.						
Sub Total (B)					**1,902,096**	**7.25**	**[●]**
Mayank Jalan							
March 14, 2005	380,000	10	10	Cash	Further issue	2.90	[●]
July 29, 2005	250,000	10	12	Cash	Further issue	1.91	[●]
March 31, 2007	145,833	10	24	Cash	Further issue	1.11	[●]
August 27, 2010	32,326	10	-	Other than cash	Allotment of equity shares pursuant to the 2010 Scheme of Amalgamation	0.25	[●]
April 16, 2012	(250,000)	10	60	Cash	Transfer of 250,000 equity shares to Mahendra Kumar Jalan & Others HUF	(1.91)	[●]
February 25, 2014	59	10	10	Cash	Transfer of 50 equity shares from V Venkatramani, Binod Maroti, Pallab Kumar Ghatak, Amit Kumar Verma and Sumit Deb collectively and transfer of 9 equity shares from Sanjay Gupta	Negligible	[●]
March 31, 2015	155,000	10	73	Cash	Transfer of shares 155,000 equity shares from Edward Food Research & Analysis Centre Limited	1.18	[●]
March 25, 2016	532,000	10	73	Cash	Further issue	4.06	[●]
March 22, 2021	218,750	10	-	Gift	Transfer from Shashi Prabha Jalan	1.67	[●]
March 22, 2021	234,385	10	-	Gift	Transfer from Mahendra Kumar Jalan	1.79	[●]
March 25, 2021	380,208	10	-	Gift	Transfer from Mahendra Kumar Jalan & Others HUF	2.90	[●]
June 29, 2021	Pursuant to a resolution passed by the Shareholders in the EGM held on June 29, 2021, our Company has sub-divided the face value of the equity shares from ₹ 10 each to ₹ 5 each.						
Sub Total (C)					**4,157,122**	**15.85**	**[●]**
MKJ Developers Limited							
March 22, 1999	295,000	10	10	Cash	Further issue	2.25	[●]
January 2, 2003	130,000	10	10	Cash	Further issue	0.99	[●]
July 29, 2005	250,000	10	12	Cash	Further issue	1.91	[●]
August 27, 2010	28,125	10	-	Other than cash	Allotment of equity shares pursuant to the 2010 Scheme of Amalgamation	0.21	[●]
October 9, 2010	1,132,075	10	53	Cash	Further issue	8.63	[●]
March 31, 2015	70,000	10	73	Cash	Transfer of 70,000 equity shares from Edward Food Research & Analysis Centre Limited	0.53	[●]
June 29, 2021	Pursuant to a resolution passed by the Shareholders in the EGM held on June 29, 2021, our Company has sub-divided the face value of the equity shares from ₹ 10 each to ₹ 5 each.						
Sub Total (D)					**3,810,400**	**14.53**	**[●]**

Date of transfer/ allotment of equity shares/ date when fully-paid up	Number of Equity Shares allotted/ transferred	Face Value per Equity Share (₹)	Transfer price/ issue price per Equity Share (₹)	Nature of Consideration	Nature of Transaction	Percentage (%) of pre-Offer Equity Share Capital*^	Percentage (%) of post-Offer Equity Share Capital
Sarvesh Housing Projects Private Limited ("SHPPL")							
January 2, 2003	150,000	10	10	Cash	Further issue	1.14	[●]
March 14, 2005	300,000	10	10	Cash	Further issue	2.29	[●]
August 27, 2010	18,750	10	-	Other than cash	Allotment of equity shares pursuant to the 2010 Scheme of Amalgamation	0.14	[●]
June 29, 2021	Pursuant to a resolution passed by the Shareholders in the EGM held on June 29, 2021, our Company has sub-divided the face value of the equity shares from ₹ 10 each to ₹ 5 each.						
Sub Total (E)	**937,500**					**3.58**	**[●]**
Keventer Global Private Limited ("KGPL")							
March 30, 2021	417,708	10	-	Preference shares of KGPL*	Transfer of 417,708 equity shares from Madanlal Limited	3.18	[●]
March 30, 2021	177,083	10	-	Preference shares of KGPL and cash**	Transfer of 177,083 equity shares from Right Innuva Know-How Limited	1.35	[●]
March 31, 2021	5,146,473	10	-	Preference shares of KGPL and cash***	Transfer of 5,146,473 equity shares from MKJ Enterprises Limited	39.25	[●]
June 29, 2021	Pursuant to a resolution passed by the Shareholders in the EGM held on June 29, 2021, our Company has sub-divided the face value of the equity shares from ₹ 10 each to ₹ 5 each.						
Sub Total (F)	**11,482,528**					**43.78**	**[●]**
Total (A+B+C+D+E+F)	**24,610,478**					**93.84**	**[●]**

**^ As adjusted for split in the face value of the equity shares from ₹ 10 each to ₹ 5 each.*

** Pursuant to the share purchase agreement dated March 27, 2021 entered into between KGPL and Madanlal Limited. The consideration for the transfer of 417,708 equity shares of our Company was 522,135 non-cumulative non-convertible preference shares of ₹ 100 each of KGPL issued to Madanlal Limited.*

*** Pursuant to the share purchase agreement dated March 27, 2021 entered into between KGPL and Right Innuva Know-How Limited, the consideration for the transfer of 177,083 equity shares of our Company was 221,353 non-cumulative non-convertible preference shares of ₹ 100 each of KGPL issued to Right Innuva Know-How Limited and an additional ₹ 75 in cash.*

**** Pursuant to the share purchase agreement dated March 27, 2021 entered into between KGPL and MKJ Enterprises Limited dated March 27, 2021, the consideration for the transfer of 5,146,473 equity shares of our Company was 6,433,091 non-cumulative non-convertible preference shares of ₹ 100 each of KGPL to MKJ Enterprises Limited and an additional ₹ 25 in cash.*

(b) Build-up of the Preference Share Capital of our Promoters in our Company since incorporation:

As on the date of this Draft Red Herring Prospectus, one of our Promoters, Speedage, holds 8,814,466 CCPS, constituting 36.47% of the issued, subscribed and paid-up preference share capital of our Company. The build-up of the CCPS held by Speedage is given below:

Date of transfer/ allotment of Preference Shares/ date when fully-paid up	Number of Preference Shares allotted/ transferred	Face Value per Preference Share (₹)	Transfer price/ issue price per Preference Share (₹)	Nature of Consideration	Nature of Transaction
May 31, 2017	8,814,466*	10	68.07	Cash	Preferential issue
Total	**8,814,466**				

** Solely for the purposes of the Offer, 8,814,466 CCPS held by Speedage will be converted up to a maximum of 5,254,552 Equity Shares prior to the filing of the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198.*

All the Equity Shares and CCPS held by our Promoters were fully paid-up on the respective dates of allotment/ acquisition of such Equity Shares and CCPS.

Except as disclosed below, as of the date of this Draft Red Herring Prospectus, none of the Equity Shares and CCPS held by our Promoters are pledged.

As of the date of this Draft Red Herring Prospectus, (i) 10,292,946 Equity Shares held by KGPL; and (ii) 8,814,466 CCPS held by Speedage, are pledged with Vistra ITCL (India) Limited ("**Debenture Trustee**") in lieu of 60,000 listed, secured, collateralized, rated, rupee denominated and redeemable non-convertible debentures issued by Speedage to Mandala Food Co-Investment I Limited.

However, the debenture trustee has agreed to release the pledge on 10,292,946 Equity Shares held by KGPL and 8,814,466 CCPS (including the resultant Equity Shares) held by Speedage, vide consent letters, each dated August 3, 2021, prior to filing of the RHP with the RoC, subject to a written confirmation from the subscriber of non-convertible debentures, being Mandala Food Co-Investment I Limited.

(c) Details of Promoters' contribution and lock-in:

(i) Pursuant to Regulations 14 and 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by the Promoters shall be locked in for a period of three years or such other period as may be prescribed under the SEBI ICDR Regulations, as minimum Promoters' contribution ("**Promoters' Contribution**") from the date of Allotment and the shareholding of the Promoters in excess of 20% of the fully diluted post-Offer Equity Share capital shall be locked in for a period of one year from the date of Allotment.

(ii) Details of the Equity Shares held by our Promoters to be locked-in for three years or such other period as may be prescribed under the SEBI ICDR Regulations from the date of Allotment as Promoters' Contribution are set forth in the table below:

Name of Promoter	Number of Equity Shares locked-in(1)	Date of allotment/transfer of Equity Shares and when made fully paid-up(2)	Nature of transaction	Face Value per Equity Share (₹)	Offer/ Acquisition price per Equity Share (₹)	Percentage of the pre- Offer paid-up capital (%)	Percentage of the post-Offer paid-up capital (%)	Date up to which Equity Shares are subject to lock-in
Mayank Jalan	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
MKJD	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
KCL	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
SHPPL	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
EKPL	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

(1) Subject to finalisation of Basis of Allotment.

(2) All the Equity Shares were fully paid-up on the respective dates of allotment or acquisition, as the case may be, of such Equity Shares.

(iii) Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations.

(iv) Our Promoters, Mayank Jalan, MKJD, KCL, SHPPL and EKPL have given their consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoters' Contribution as required under the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see " – *History of the Share Capital held by our Promoters*" on page 78.

(v) In this connection, please note that:

(a) The Equity Shares offered for Promoters' Contribution do not include Equity Shares acquired in the three years immediately preceding the date of this Draft Red Herring Prospectus (i) for consideration other than cash involving revaluation of assets or capitalisation of intangible assets; or (ii) resulting from a bonus issue by utilization of revaluation reserves or unrealised profits of our Company or from bonus issue against Equity Shares, which are otherwise ineligible for computation Promoters' Contribution.

(b) The Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer.

(c) Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm.

(d) The Equity Shares forming part of the Promoters' Contribution are not subject to any pledge.

(e) All the Equity Shares held by the Promoters are held in dematerialised form.

(d) Other lock-in requirements:

(i) In addition to the 20% of the fully diluted post-Offer shareholding of our Company held by the Promoters locked in for three years or such other period as may be prescribed under the SEBI ICDR Regulations as specified above, the entire pre-Offer Equity Share capital of our Company will be locked-in for a period of one year or such other period as may be prescribed under the SEBI ICDR Regulations from the date of Allotment except for (i) the Equity Shares offered pursuant to the Offer for Sale; and (ii) the Equity Shares held by VCFs or Category I AIFs or Category II AIFs or FVCIs, subject to certain conditions set out in Regulation 17 of the SEBI ICDR Regulations, provided that such Equity Shares will be locked-in for a period of at least one year or such other period as may be prescribed under the SEBI ICDR Regulations from the date of purchase by the VCFs or Category I AIFs or Category II AIFs or FVCIs.

(ii) Any Equity Shares Allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

(iii) Pursuant to Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in may be transferred to and amongst the members of our Promoter Group or to any new promoter, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Regulations, as applicable.

(iv) The Equity Shares held by any person other than our Promoters and locked-in for a period of one year or such other period as may be prescribed under the SEBI ICDR Regulations from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the Takeover Regulations.

8. **Shareholding Pattern of our Company**

The table below presents the equity shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus.

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			Number of shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialized form (XIV)
								Number of Voting Rights		Total as a % of (A+B+ C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class: Equity Shares	Total								
(A)	Promoters and Promoter Group	6	24,610,478	-	-	24,610,478	93.84	24,610,478	-	93.84	5,254,552*	73.50*	-		10,292,946**	41.82	24,610,478
(B)	Public	1	1,615,986	-	-	1,615,986	6.16	1,615,986	-	6.16	9,151,678*	26.50*	-		-	-	1,615,986
(C)	Non Promoters-Non Public	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-		-	-	-
	Total	**7**	**26,226,464**	**-**		**26,226,464**	**100.00**	**26,226,464**		**100.00**	**14,406,230***	**100.00**	**-**		**10,292,946**	**39.25**	**26,226,464**

**Solely for the purposes of the Offer, 8,814,466 CCPS held by Speedage Trade Limited and 15,351,861 CCPS held by Mandala Swede SPV will be converted up to a maximum of 5,254,552 and 9,151,678 Equity Shares, respectively, prior to the filing of the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198.*

*** Vide consent letter dated August 3, 2021, the pledge on 10,292,946 Equity Shares will be released prior to filing of the RHP with the RoC, subject to a written confirmation from the subscriber of non-convertible debentures, being Mandala Food Co-Investment I Limited*

9. **Details of equity shareholding of the major Shareholders of our Company**

(i) The Shareholders holding 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them as on the date of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of Equity Share capital as on the date of this Draft Red Herring Prospectus (%)
1.	Keventer Global Private Limited	11,482,528	43.78
2.	Mayank Jalan	4,157,122	15.85
3.	MKJ Developers Limited	3,810,400	14.53
4.	Edward Keventer Private Limited	2,320,832	8.85
5.	Keventer Capital Limited	1,902,096	7.25
6.	Mandala Swede SPV*	1,615,986	6.16
7.	Sarvesh Housing Projects Private Limited	937,500	3.58
8.	Speedage Trade Limited*	-	-
	Total	**26,226,464**	**100**

** Solely for the purposes of the Offer, 8,814,466 CCPS held by Speedage Trade Limited and 15,351,861 CCPS held by Mandala Swede SPV will be converted up to a maximum of 5,254,552 and 9,151,678 Equity Shares, respectively, prior to the filing of the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198.*

(ii) The Shareholders who held 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them 10 days prior to the date of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of Equity Share capital as on the date of this Draft Red Herring Prospectus (%)
1.	Keventer Global Private Limited	11,482,528	43.78
2.	Mayank Jalan	4,157,122	15.85
3.	MKJ Developers Limited	3,810,400	14.53
4.	Edward Keventer Private Limited	2,320,832	8.85
5.	Keventer Capital Limited	1,902,096	7.25
6.	Mandala Swede SPV*	1,615,986	6.16
7.	Sarvesh Housing Projects Private Limited	937,500	3.58
8.	Speedage Trade Limited*	-	-
	Total	**26,226,464**	**100**

** Solely for the purposes of the Offer, 8,814,466 CCPS held by Speedage Trade Limited and 15,351,861 CCPS held by Mandala Swede SPV will be converted up to a maximum of 5,254,552 and 9,151,678 Equity Shares, respectively, prior to the filing of the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198.*

(iii) The Shareholders who held 1% or more of the paid-up equity share capital of our Company and the number of equity shares of ₹ 10 each held by them one year prior to the date of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	No. of equity shares of ₹ 10 each	Percentage of Equity Share capital as on the date of this Draft Red Herring Prospectus (%)^
1.	MKJ Enterprises Limited	5,146,473	39.25
2.	MKJ Developers Limited	1,905,200	14.53
3.	Mayank Jalan	1,245,218	9.50
4.	Edward Keventer Private Limited	1,160,416	8.85
5.	Keventer Capital Limited	951,048	7.25
6.	Mandala Swede SPV*	807,993	6.16

Sr. No.	Name of the Shareholder	No. of equity shares of ₹ 10 each	Percentage of Equity Share capital as on the date of this Draft Red Herring Prospectus (%)^
7.	Sarvesh Housing Projects Private Limited	468,750	3.58
8.	Madanlal Limited	417,708	3.18
9.	Mahendra Kumar Jalan & Others HUF	380,208	2.90
10	Mahendra Kumar Jalan	234,385	1.79
11	Shashi Prabha Jalan	218,750	1.66
12	Right Innuva Know-How Limited	177,083	1.35
13	Speedage Trade Limited*	-	-
	Total	**13,113,232**	**100**

** Solely for the purposes of the Offer, 8,814,466 CCPS held by Speedage Trade Limited and 15,351,861 CCPS held by Mandala Swede SPV will be converted up to a maximum of 5,254,552 and 9,151,678 Equity Shares, respectively, prior to the filing of the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198.*

^ As adjusted for split in the face value of the equity shares from ₹ 10 each to ₹ 5 each

(iv) The Shareholders who held 1% or more of the paid-up equity share capital of our Company and the number of equity shares of ₹ 10 each held by them two years prior to the date of this Draft Red Herring Prospectus are set forth in the table below:

Sr. No.	Name of the Shareholder	No. of equity shares of ₹ 10 each	Percentage of Equity Share capital as on the date of this Draft Red Herring Prospectus (%)^
1.	MKJ Enterprises Limited	5,146,473	39.25
2.	MKJ Developers Limited	1,905,200	14.53
3.	Mayank Jalan	1,245,218	9.50
4.	Edward Keventer Private Limited	1,160,416	8.85
5.	Keventer Capital Limited	951,048	7.25
6.	Mandala Swede SPV*	807,993	6.16
7.	Sarvesh Housing Projects Private Limited	468,750	3.58
8.	Madanlal Limited	417,708	3.18
9.	Mahendra Kumar Jalan & Others HUF	380,208	2.90
10	Mahendra Kumar Jalan	234,385	1.79
11	Shashi Prabha Jalan	218,750	1.66
12	Right Innuva Know-How Limited	177,083	1.35
13	Speedage Trade Limited*	-	-
	Total	**13,113,232**	**100**

** Solely for the purposes of the Offer, 8,814,466 CCPS held by Speedage Trade Limited and 15,351,861 CCPS held by Mandala Swede SPV will be converted up to a maximum of 5,254,552 and 9,151,678 Equity Shares, respectively, prior to the filing of the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198.*

^ As adjusted for split in the face value of the Equity shares from ₹ 10 each to ₹ 5 each.

10. None of the BRLMs or their respective associates, as defined in the SEBI Merchant Bankers Regulations, hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

11. There are no partly paid up Equity Shares as on the date of this Draft Red Herring Prospectus and all Equity Shares issued pursuant to the Offer will be fully paid up at the time of Allotment.

12. **Employee Stock Option Plan**

Our Company, pursuant to the resolution passed by our Board and our Shareholders' resolutions dated July 27, 2021 and July 31, 2021 respectively, has adopted the "KAL – Employee Stock Option Plan 2021" ("**ESOP Plan**"). Pursuant to the ESOP Plan our Company can issue up to 800,000 employee stock options to eligible employees post completion of the Offer. Each employee stock option is convertible into one Equity Share.

The primary objective of the ESOP Plan is to reward the key employees of our Company for their association, retention, dedication and contribution to the goals of our Company. Our Company intends to use ESOP Plan to attract, retain and motivate key talents working with us, by way of rewarding their high performance and motivate them to contribute to the overall corporate growth and profitability.

ESOP Plan is in compliance with the SEBI SBEB Regulations.

Our Company has not issued any employee stock options pursuant to the ESOP Plan as on the date of this Draft Red Herring Prospectus and grants, if any, pursuant to the ESOP Plan will be made post listing and trading of Equity Shares of our Company pursuant to the Offer.

13. Except as disclosed below, none of the members of our Promoter Group, directors of our Promoters or our Directors or their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

Name of Promoter / Promoter Group Member	Date of transfer of equity shares	Number of equity shares transferred	Face Value per equity share (₹)	Transfer price/ per Equity Share (₹)	Nature of Consideration	Nature of Transaction	Percentage (%) of pre-Offer Equity Share Capital	Percentage (%) of post-Offer Equity Share Capital
Mayank Jalan	March 22, 2021	218,750	10	-	Gift	Transfer from Shashi Prabha Jalan	1.67	[●]
	March 22, 2021	234,385	10	-	Gift	Transfer from Mahendra Kumar Jalan	1.79	[●]
	March 25, 2021	380,208	10	-	Gift	Transfer from Mahendra Kumar Jalan & Others HUF	2.90	[●]
KGPL	March 30, 2021	417,708	10	125	Preference shares of KGPL*	Transfer of 417,708 equity shares of ₹ 10 each from Madanlal Limited	3.18	[●]
	March 30, 2021	177,083	10	125	Preference shares of KGPL and cash**	Transfer of 177,083 equity shares of ₹ 10 each from Right Innuva Know-How Limited	1.35	[●]
	March 31, 2021	5,146,473	10	125	Preference shares of KGPL and cash***	Transfer of 5,146,473 equity shares of ₹ 10 each from MKJ Enterprises Limited	39.25	[●]

** Pursuant to the share purchase agreement dated March 27, 2021 entered into between KGPL and Madanlal Limited, the consideration for the transfer of 417,708 equity shares of our Company was 522,135 non-cumulative non-convertible preference shares of ₹ 100 each of KGPL issued to Madanlal Limited.*

*** Pursuant to the share purchase agreement dated March 27, 2021 entered into between KGPL and Right Innuva Know-How Limited, the consideration for the transfer of 177,083 equity shares of our Company was 221,353 non-cumulative non-convertible preference shares of ₹ 100 each of KGPL issued to Right Innuva Know-How Limited and an additional ₹ 75 in cash.*

**** Pursuant to the share purchase agreement dated March 27, 2021 entered into between KGPL and MKJ Enterprises Limited dated March 27, 2021, the consideration for the transfer of 5,146,473 equity shares of our Company was 6,433,091 non-cumulative non-convertible preference shares of ₹ 100 each of KGPL to MKJ Enterprises Limited and an additional ₹ 25 in cash.*

14. As of the date of this Draft Red Herring Prospectus, the total number of our Equity shareholders is seven. As of the date of this Draft Red Herring Prospectus, the total number of our CCPS shareholders is two.

15. Our Company, our Directors and/or the BRLMs have not entered into any buy-back arrangement for the purchase of Equity Shares.

16. No person connected with the Offer, including, but not limited to, our Company, the Selling Shareholder, the members of the Syndicate, our Promoters, the members of our Promoter Group or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

17. None of our Promoters or members of our Promoter Group will participate in the Offer.

18. Except for the issuance of any Equity Shares upon conversion of the CCPS, or a Pre-IPO Placement, if any, there will be no further issue of Equity Shares whether by way of issue of bonus shares, rights issue, preferential issue or any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the listing of the Equity Shares on the Stock Exchanges pursuant to the Offer.

19. There have been no financing arrangements whereby our Promoter Group, directors of our Promoters, our Directors and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of the financing entity, during a period of six months preceding the date of filing of this Draft Red Herring Prospectus.

20. Our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise.

21. Except for the CCPS, there are no outstanding convertible securities or any warrant, option or right to convert a debenture, loan or other instrument which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of [●] Equity Shares, aggregating up to ₹ 3,500 million by our Company and an Offer for Sale of up to 10,767,664* Equity Shares, aggregating up to ₹ [●] million by the Selling Shareholder.

** Includes 15,351,861 CCPS, which shall be converted up to a maximum of 9,151,678 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC, solely for the purpose of the Offer. For further details see "History and Certain Corporate Matters" on page 193.*

The Offer for Sale

The proceeds of the Offer for Sale shall be received by the Selling Shareholder after deducting their proportion of Offer expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds.

The Fresh Issue

The Net Proceeds from the Fresh Issue are proposed to be utilised in the following manner:

1. Repayment and/ or pre-payment, in full or part, of certain borrowings availed by our Company;

2. Funding capital expenditure requirements of our Company; and

3. General corporate purposes.

The objects clause in the Memorandum of Association enable us (i) to undertake our existing business activities; and (ii) to undertake the activities proposed to be funded from the Net Proceeds. Further, our Company expects to receive the benefits of listing of the Equity Shares, including to enhance our visibility and our brand image among our existing and potential customers and creation of a public market for our Equity Shares in India.

Net Proceeds

The details of the proceeds from the Fresh Issue are summarised in the following table:

Particulars	Estimated amount (₹ in million)
Gross Proceeds of the Fresh Issue(1)#	3,500
(Less) Offer related expenses in relation to the Fresh Issue	[●]
Net Proceeds(1)#	[●]

(1) To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

 # If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue.

Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in accordance with the details provided in the following table:

Particulars	Amount (₹ in million)
Repayment and/or pre-payment, in full or part, of certain borrowings availed by our Company	1,550.00
Funding incremental capital expenditure requirements of our Company	1,107.61
General corporate purposes(1)	[●]
Total(1)	[●]

(1)To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Net Proceeds from the Fresh Issue

Proposed Schedule of Implementation and Deployment of Net Proceeds

The following table sets forth the schedule of the expected deployment of the Net Proceeds:

(₹ in million)

Particulars	Amount to be funded from the Net Proceeds	Estimated deployment Fiscal 2022
Repayment and/or pre-payment, in full or part, of certain borrowings availed by our Company	1,550.00	1,550.00
Funding incremental capital expenditure requirements of our Company	1,107.61	1,107.61
General corporate purposes[(1)]	[●]	[●]
Total[(1)]	[●]	[●]

[(1)] *To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount utilised for general corporate purposes shall not exceed 25% of the Net Proceeds from the Fresh Issue*

Means of Finance and deployment of Net Proceeds

The fund requirements for all objects are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

The deployment of funds indicated above is based on management estimates, current circumstances of our business, current and valid quotations from suppliers, prevailing market conditions, which are subject to change, and other commercial and technical factors. The deployment of funds described herein has not been appraised by any bank or financial institution or any other independent agency. We may have to revise our funding requirements and deployment from time to time on account of various factors, such as financial and market conditions, competition, business and strategy and interest/exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling the proposed utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. For further details, see "*Risk Factors – Our funding requirements and proposed deployment of the Net Proceeds of the Offer have not been appraised by a bank or a financial institution and maybe subject to change based on various factors, some of which are beyond our control. If there are any changes in our estimated funding requirements, our business, financial condition, cash flows and results of operations may be adversely affected*" on page 46.

In the event the Net Proceeds are not completely utilised for the objects stated above by the end of Fiscal 2022, such amounts will be utilised (in part or full) in subsequent periods, as determined by our Company, in accordance with applicable law.

Details of the Objects of the Offer

1. Repayment and/or pre-payment of certain borrowings, in full or part, availed by our Company

Our Company has entered into various financing arrangements from time to time, with various lenders. The financing arrangements availed by our Company include *inter alia,* term loans and working capital facilities. For further details, see "*Financial Indebtedness*" on page 418. As at March 31, 2021, our Adjusted Total Borrowings were ₹ 2,362.04 million. Our Company proposes to utilize an estimated amount of ₹ 1,550.00 million from the Net Proceeds towards full or partial repayment or pre-payment of certain borrowings availed by our Company.

Given the nature of these borrowings and the terms of repayment or prepayment, the aggregate outstanding amounts under these borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings prior to Allotment or avail of additional credit facilities. If at the time of allotment, any of the below mentioned loans are repaid in part or full or refinanced or if any additional credit facilities are availed or drawn down or if the limits under the working capital borrowings are increased, then our Company may utilise the Net Proceeds for part or full prepayment / repayment of any such refinanced facilities or repayment of any additional facilities obtained by our Company. However, the aggregate amount to be utilised from the Net Proceeds towards prepayment or repayment of borrowings (including refinanced or additional facilities availed, if any), in part or full, would not exceed ₹ 1,550.00 million. We believe that such repayment/ pre-payment will help reduce our outstanding indebtedness and debt servicing costs and enable utilisation of our accruals for further investment in our business growth and expansion. Additionally, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund our potential business development opportunities and plans to grow and expand our business.

For the list of the borrowings availed by our Company, which are proposed to be fully or partially repaid or pre-paid from the Net Proceeds, please refer to the table below and for details of the outstanding borrowings of our Company as of March 31, 2021, please see "*Financial Indebtedness*" on page 418.

Sr. No.	Name of the Lender	Nature of Borrowing	Purpose	Amount Sanctioned	Amount Outstanding as at March 31, 2021	Repayment Date / Schedule	Interest Rate (%)	Pre-payment penalty
				(₹ in million)				
1.	ICICI Bank Limited	Term loan	Capital expenditure	500.00	378.99	Repayment of principal will start post moratorium of 18 months from the date of first disbursement in form of 22 quarterly instalments.	9.25	If prepayment is done within 60 days of increase in 'spread', then no premium, otherwise, prepayment penalty of 1.0%.
2.	IndusInd Bank Limited	Term loan	Take over of existing loan from ICICI Bank Limited	350.00	331.00	20 equal quarterly instalments	8.80	Prepayment charges to be levied, as stipulated by the bank from time to time. Company shall not be allowed to prepay without the prior written consent of the bank.
3.	ICICI Bank Limited	Term loan	Setting up of plant at Barasat for processing / production of ultra heat treatment (UHT) milk, flavored milk and lassi	275.00	177.80	Repayment of principal will start post moratorium of 24 months from the date of first disbursement in form of 22 equal quarterly instalments.	9.50	1.0% on the amount of principal of the facility prepaid.

Sr. No.	Name of the Lender	Nature of Borrowing	Purpose	Amount Sanctioned	Amount Outstanding as at March 31, 2021	Repayment Date / Schedule	Interest Rate (%)	Pre-payment penalty
				(₹ in million)				
4.	Kotak Mahindra Bank Limited	Term loan	Setting up of ultra heat treatment (UHT) milk plant at Barasat	250.00	182.88	To be repaid by way of 20 quarterly instalments	9.10	2% of the amount to be prepaid.
5.	Kotak Mahindra Bank Limited	Working capital demand loan	Working capital requirement	200.00	115.00	On demand	9.10	2% of the amount to be prepaid.
6.	IndusInd Bank Limited	Cash credit	Working capital requirement	100.00	30.36	On demand	9.60	-
7.	YES Bank Limited	Working capital loan	Working capital requirement	250.00	38.54	On demand	10.05	Bank may levy prepayment charges at its discretion.
8.	ICICI Bank Limited	Working capital loan	Working capital requirement	381.50	71.50	On demand	11.10	0.25% premium on principal amount being prepaid.
9.	ICICI Bank Limited	Working capital loan	Working capital requirement	100.00	2.65	On demand	9.50	-
10.	Bank of Baroda	Working capital loan	Working capital requirement	150.00	66.76	On demand	11.25	-
11.	HDFC Bank Limited	Working capital loan	Working capital requirement	250.00	140.00	On demand	9.65	-
12.	Bank of Baroda	Working capital loan	Long term working capital requirement	15.00	12.50	18 principal instalments with first instalment due on seventh month since first disbursement	8.00	-
13.	Yes Bank Limited	Working capital term loan	Long term working capital	82.00	82.00	Repayment of principal will start post	9.25	-

Sr. No.	Name of the Lender	Nature of Borrowing	Purpose	Amount Sanctioned	Amount Outstanding as at March 31, 2021	Repayment Date / Schedule	Interest Rate (%)	Pre-payment penalty
				(₹ in million)				
			requirement			moratorium of 1 year from the date of first disbursement in form of 48 equal monthly instalments.		
14.	ICICI Bank Limited	Working capital term loan	Long term working capital requirement	281.00	281.00	Repayment of principal will start after 13 months from the date of first drawdown in form of 48 equal monthly instalments.	8.30	-
15.	Bank of Baroda	Working capital term loan	Long term working capital requirement	26.00	26.00	Repayment of principal will start post moratorium of 1 year from the date of first disbursement in form of 48 equal monthly instalments.	8.40	-
Total Amount Sanctioned (₹ in million)				**3,210.50**	**Total Amount Outstanding (₹ in million)#**			**1,936.98**

#In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilization of loan for the purposed availed, the Company has obtained the requisite certificate.

Our Company may consider the following factors for identifying the loans that will be repaid out of the Net Proceeds:

(i) Costs, expenses and charges relating to the facility including interest rates involved;

(ii) Presence of onerous terms and conditions under the facility;

(iii) Terms and conditions of consents and waivers;

(iv) Levy of any prepayment penalties and the quantum thereof;

(v) Terms of pre-payment to other lenders, if any; and

(vi) Other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

Some of our financing facilities provide for the levy of prepayment penalties. Given the nature of these borrowings and the terms of prepayment, the aggregate outstanding loan amounts may vary from time to time. In the event that there are any prepayment penalties required to be paid under the terms of the relevant financing agreements, such prepayment penalties shall be paid by our Company out of the Net Proceeds.

We also propose to repay or pre-pay loans and facilities availed by our Company from ICICI Bank Limited from the Net Proceeds. While ICICI Bank Limited is an affiliate of ICICI Securities Limited, one of the BRLMs, it is not an associate of our Company in terms of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 and such loans and facilities sanctioned to our Company by ICICI Bank Limited, have been sanctioned to our Company as part of the normal commercial lending activity by ICICI Bank Limited. Accordingly, there is no conflict of interest under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, or any other applicable SEBI rules or regulations. For details, see "*Risk Factors – A portion of the Net Proceeds may be utilized for repayment or pre-payment of a loan availed by our Company from ICICI Bank Limited, which is an affiliate of ICICI Securities Limited, one of the BRLMs"* on page 47.

2. Funding capital expenditure requirements of the Company

In line with our strategies, we continue to plan our capital expenditure by focusing our investments on more profitable areas of our business. In order to meet the increasing demand for our products, we are expanding our manufacturing infrastructure by setting up additional manufacturing lines in our existing facilities to manufacture products from our packaged foods & beverage segment. For further details, see "*Our Business – Strategies*" on page 166.

We aim to continue investing in existing manufacturing technologies to build new capabilities to support processing operations at our flagship facility at Barasat, West Bengal. As part of our investment in packaging technology, we have issued a purchase order to Sure Technologies F.Z.C. ("**Sure Technologies**") and obtained a quotation from Tetra Pak for purchase of packaging equipment. The details of our arrangements are set out below.

Purchase of Equipment from Sure Technologies

We have issued a purchase order dated June 11, 2021 to Sure Technologies for the purchase of certain packaging equipment for one of our beverage products, namely, Appy Fizz. The installed production capacity of Appy Fizz and B Fizz (PET) as at March 31, 2021 was 270.34 lakh litres per annum and the equipment purchased from Sure Technologies shall augment the production capacity of Appy Fizz and B Fizz (PET) in our flagship facility at Barasat. The equipment to be purchased from Sure Technologies includes (i) CPXX 22-90-30 CSD Blow-Fill-Cap Machine ("**Tech-Long Blowing-Filling-Capping Machine**"); and (ii) ancillary equipment including moulds, conveyor system, packing machine, sleeve labelling machine and inspection systems ("**Tech-Long Ancillary Equipment**, and together with the Tech-Long Blowing-Filling-Capping Machine, the **Tech-Long Equipment**").

A brief description of the Tech-Long Equipment is given below:

Tech-Long Blowing-Filling-Capping Machine:

It is a high-speed PET bottle blowing-filling-capping machine useful for drinking water manufacturers. Some of its key features include a high degree of automation and intelligence levels, stable performance, high production efficiency, low cost and no secondary contamination.

Tech-Long Ancillary Equipment:

Conveyor System: It is used to convey different kinds of containers, such as, glass bottle, PET bottle, can etc., and, *inter alia*, includes a bottle warmer (used for warming of PET bottles and glass bottles after the low temperature filling), an air dryer (for blowing the residue water from the bottles), a carbo mixer and chillers.

Inspection Systems: These include inspection system for label inspection and date code machine and inspection system for capping and liquid fill level inspection.

Other equipment: These include moulds, packing machine and sleeve labelling machine

The Sure Technologies Proposal requires an advance payment of 25% of the consideration and contemplates a delivery period of five months (ex-factory) from the date of receiving the advance payment and confirmation of the layout and bottle drawings. The details of the consideration payable are given in the table below:

Particulars	Total Costs (in USD million)	Total Costs (in ₹ million)*	Amount to be funded from the Net Proceeds (in ₹ million)^#
Tech-Long Blowing-Filling-Capping Machine	1.52	113.13	190.49
Tech-Long ancillary equipment	1.81	134.71	
Equipment forwarding, start up and commissioning charges	0.09	6.70	
Total**	**3.42**	**254.54**	

**Conversion rate as of July 31, 2021: 1 USD = ₹ 74.4262*

***Taxes, if any, will be paid from our internal accruals*

^As on the date of the Draft Red Herring Prospectus, we have deployed an amount of ₹ 63.79 million towards purchase of the Tech-Long Equipment

Purchase of Equipment from Tetra Pak

We received a proposal from Tetra Pak dated July 26, 2021 ("**Tetra Pak Proposal**") for setting up on a turnkey basis the following (i) Tetra Pak processing line for fizz products; (ii) Tetra Pak processing line for curd; (iii) Tetra Pak packaging and processing line for dairy beverages; and (iv) Tetra Pak filling line for still drinks ("**Tetra Pak Equipment**"). The installed production capacity as at March 31, 2021 of (a) Appy Fizz and B Fizz (PET) was 270.34 million lakh litres per annum; (b) metro pouch milk and dahi was 1,277.50 lakh litres per annum; (c) Keventer milk shake and lassi (tetra pack) was 121.31 million lakh litres per annum, and the Tetra Pak equipment to be purchased shall augment the production capacity of these products in our flagship facility at Barasat.

A brief description of the Tetra Pak Equipment is given below:

Tetra Pak processing line for fizz products:

The Tetra Pak processing line for fizz products consists of processing equipment to enable the production of fruit based carbonated beverages to packet in PET bottles. The processing line consists of sugar syrup preparation section, blending section, pasteuriser, cleaning in place section, installation, commissioning and piping and automation.

Tetra Pak processing line for curd:

The Tetra Pak processing line for curd consists processing equipment to enable the production of curd products in cups and poly pouches. The processing line consists of sugar syrup preparation section, incubation section, pasteuriser, cleaning in place section, installation, commissioning and piping and automation.

Tetra Pak packaging and processing line for dairy beverages:

The Tetra Pak packaging and processing line for dairy beverages consists processing and packaging equipment to enable the production of dairy beverages such as lassi and flavoured milk to be packed in paper based Tetra Pak cartons. The packaging line consists of the A3 Speed Filling Machine, SA 30 straw applicator, conveyors, local items, installation and commissioning. The processing line consists of reconstitution section, cocoa slurry section, pasteuriser, stabiliser preparation section, UHT steriliser, alsafe asceptic tank, cleaning in place section and piping and automation.

Tetra Pak filling line for still drinks:

The Tetra Pak filling line for still drinks consists packaging equipment to enable the production of beverages such as still drinks to be packed in paper based Tetra Pak cartons. The filling line consists of the E3 Speed Hyper Filling Machine, SA 40 straw applicator, ACHX 40 Helix Accumulator, conveyors, installation and commissioning.

The details of the consideration payable under the Tetra Pak Proposal are given in the table below:

Particulars	**Total Costs (in ₹ million)**	**Amount to be funded from the Net Proceeds (in ₹ million)**	**Date of quotation**	**Validity of quotation**
Tetra Pak processing line for fizz products	78.81	78.81	July 26, 2021	30 days from date of quotation
Tetra Pak processing line for curd	64.00	64.00		
Tetra Pak packaging and processing line for dairy beverages and white milk	426.33	426.33		
Tetra Pak Filling line for still drinks	208.09	208.09		
Total Cost of Tetra Pak Equipment	**777.22**	**777.22**		
GST (at the rate of 18%)	139.90	139.90		
Total	**917.12**	**917.12**		

Note: Abovementioned costs are all inclusive and includes costs towards installation, commissioning and taxes

We intend to utilise ₹ 917.12 million from the Net Proceeds to fund the abovementioned purchases of Tetra Pak Equipment.

Our Promoters, Directors and Key Managerial Personnel do not have any interest in the proposed purchase of equipment or in the entities from whom we have obtained the quotation in relation to such proposed purchase of equipment.

3. General corporate purposes

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] million towards general corporate purposes, subject to such amount not exceeding 25% of the Net Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds include, but are not restricted to, (i) strategic initiatives; (ii) funding growth opportunities; (iii) strengthening marketing capabilities and brand building exercises; (iv) meeting contingencies; (v) capital expenditure; (vi) part or full debt prepayment or repayment by our Company; and (vii) any other purpose, as may be approved by the Board or a duly constituted committee thereof, subject to compliance with applicable law, including provisions of the Companies Act.

The quantum of utilisation of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any.

Offer Expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million.

The Offer related expenses primarily include fees payable to the BRLMs and legal counsels, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Bank's fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Except for listing fees which shall be solely borne by our Company, all Offer expenses will be shared between our Company and the Selling Shareholder in compliance with applicable law and in the manner agreed to between our Company and the Selling Shareholder. All the expenses relating to the Offer shall be paid by our Company in the first instance. The Selling Shareholder agrees that it shall reimburse our Company for any expenses in relation to the Offer paid by our Company on behalf of the Selling Shareholder in the manner agreed to between our Company and the Selling Shareholder.

The estimated Offer related expenses are as under:

Activity	Estimated expenses[(1)] (in ₹ million)	As a % of the total estimated Offer expenses[(1)]	As a % of the total Offer size[(1)]
BRLMs fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Selling commission/processing fee for SCSBs, Sponsor Bank and fee payable to the Sponsor Bank for Bids made by RIBs[(2)(3)(4)]	[●]	[●]	[●]
Brokerage and selling commission and bidding charges for members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs[(5)]	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others			
- Listing fees, SEBI filing fees, upload fees, BSE & NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
- Printing and stationery expenses	[●]	[●]	[●]
- Advertising and marketing expenses	[●]	[●]	[●]
- Fee payable to legal counsels	[●]	[●]	[●]
- Fees payable to the other advisors to the Offer	[●]	[●]	[●]
- Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

(1) *Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price*

(2) *Selling commission payable to the SCSBs on the portion for Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows:*

*Portion for Retail Individual Bidders**	[●]*% of the Amount Allotted* (plus applicable taxes)*
*Portion for Eligible Employees**	*[●]% of the Amount Allotted* (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	[●]*% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

(3) *No processing fees shall be payable by our Company and the Selling Shareholder to the SCSBs on the applications directly procured by them Processing fees payable to the SCSBs on the portion for Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSB for blocking, would be as follows:*

Portion for Retail Individual Bidders	₹[●] *per valid application (plus applicable taxes)*
*Portion for Eligible Employees**	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	₹[●] *per valid application (plus applicable taxes)*

(4) *The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:*

Sponsor Bank	₹[●] *per valid Bid cum Application Form* (plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

**For each valid application*

(5) *Selling commission on the portion for Retail Individual Bidders, Eligible Employees and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:*

Portion for Retail Individual Bidders	[●]*% of the Amount Allotted* (plus applicable taxes)*
*Portion for Eligible Employees**	*[●]% of the Amount Allotted* (plus applicable taxes)*
Portion for Non-Institutional Bidders	[●]*% of the Amount Allotted* (plus applicable taxes)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price*

Interim use of Net Proceeds

Pending utilisation of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Financing Facilities

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending upon business requirements, our Company may consider raising bridge financing facilities, including through secured or unsecured loans or any short-term instrument like non-convertible debentures, commercial papers etc. pending receipt of the Net Proceeds.

Monitoring of Utilisation of Funds

Our Company has appointed [●] as the monitoring agency in accordance with Regulation 41 of the SEBI ICDR Regulations. Our Board and the monitoring agency will monitor the utilisation of the Net Proceeds, and submit the report required under Regulation 41(2) of the SEBI ICDR Regulations.

Our Company will disclose the utilisation of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilised.

Pursuant to the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in the Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above; and (ii) details of category wise variations in the actual utilization of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Appraising Entity

None of the objects for which the Net Proceeds will be utilised have been appraised by any agency

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act and applicable rules, our Company shall not vary the objects of the Offer without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Postal Ballot Notice**") shall specify the prescribed details as required under the Companies

Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Bengali, being the local language of the jurisdiction where the Registered Office is situated in accordance with the Companies Act and applicable rules. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, in accordance with our AoA, and the SEBI ICDR Regulations.

Other Confirmations

None of our Promoters, Directors, KMPs, Promoter Group or Group Companies will receive any portion of the Net Proceeds and there are no existing or anticipated transactions in relation to utilization of the Net Proceeds with our Promoters, Directors, Key Managerial Personnel, Promoter Group or Group Companies. Our Company has not entered into nor has planned to enter into any arrangement/ agreements with our Promoter, our Promoter Group, our Directors, our Key Managerial Personnel or our Group Companies in relation to the utilization of the Net Proceeds of the Offer. Further, there are no existing or anticipated interest of such individuals and entities in the objects of the Offer as set out above.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and the Selling Shareholder in consultation with BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Red Herring Prospectus pursuant to the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹5 each and the Offer Price is [●] times the Floor Price and [●] times the Cap Price of the Price Band. Investors should also see "*Our Business*", "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" "*Financial Statements*" and "*Summary of Financial Information*" on pages 150, 31, 379, 418 and 59, respectively, to have an informed view before making an investment decision.

Qualitative Factors

We believe the following business strengths allow us to successfully compete in the industry and form the basis of our Offer Price:

- One of the leading players in the East and North East of India, across a wide and varied product range that serves a cross section of different customer needs;
- Robust multi-channel distribution platform and use of technology to derive distribution efficiencies;
- Our brand visibility and marketing initiatives;
- Strong track record of introducing new products and innovation supported by successful placement through established distribution platform;
- Our state-of-the-art manufacturing infrastructure, superior sourcing and stringent quality and food safety procedures;
- Experienced Board and qualified senior management team.

For further details, see "*Our Business – Strengths*" on page 153.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Financial Information. For details, see "*Financial Statements*" on page 240.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings / (Loss) Per Equity Share ("EPS"):

Derived from the Restated Financial Information:

Fiscal	Basic Earnings / (Loss) per Equity Share (in ₹)	Diluted Earnings / (Loss) per Equity Share (in ₹)	Weight
March 31, 2019	(0.04)	(0.04)	1.00
March 31, 2020	1.30	(0.87)	2.00
March 31, 2021	(29.05)	(29.05)	3.00
Weighted Average*	**(14.10)**	**(14.82)**	

**Weighted average means weighted average diluted and basic EPS derived from Restated Financial Information based on weights assigned for the respective year ends*

NOTES:

(a) Basic EPS: Basic Earning per share= Profit attributable to equity shareholders/Weighted average number of equity shares;

(b) Diluted EPS: Diluted Earnings per share = Profit attributable to equity shareholders adjusted for the effect of dilution / Weighted average number of Equity shares adjusted for the effect of dilution.

(c) All share data has been adjusted for sub-division of face value of equity shares of our Company. Pursuant to a resolution passed by the Shareholders in the extraordinary general meeting held on June 29, 2021, our Company has sub-divided the face value of its equity shares from ₹10 each to ₹5 each.

(d) *Our Company is having 0.01% cumulative compulsorily convertible preference shares (CCPS) of ₹ 10 each which are potential equity shares. The number of ordinary shares that will be issued on conversion of CCPS to ordinary shares is not fixed and hence, maximum number of ordinary shares that could be issued on conversion of CCPS as per the Shareholders agreement i.e. 36,889,104 shares have been considered in calculation of diluted earning per share as per Ind AS 33, Earnings per share. The impact of potential equity shares on earnings per share for the year ended March 31, 2021 and March 31, 2019 are anti-dilutive and hence, Basic earnings/(loss) per share has been considered as the Diluted earnings/(loss) per share for the above years.*

(e) *Solely for the purposes of the Offer, 8,814,466 CCPS held by Speedage Trade Limited and 15,351,861 CCPS held by Mandala Swede SPV will be converted up to a maximum of 5,254,552 and 9,151,678 Equity Shares, respectively, prior to the filing of the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198. The aforesaid computation has not been considered in the computation of diluted EPS.*

2. Price/Earning ("P/E") ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share:

Particulars	P/E at the Floor Price (no. of times)	P/E at the Cap Price (no. of times)
Based on basic EPS for Fiscal 2021	NA	NA
Based on diluted EPS for Fiscal 2021	NA	NA

Industry Peer Group P/E ratio

Particulars	P/E Ratio
Highest	82.7x
Lowest	14.5x
Average	**51.5x**

Note: The industry high and low has been considered from the industry peer set provided later in this section. The industry composite has been calculated as the arithmetic average P / E of the industry peer set disclosed in this section. For further details, see "– Comparison with Listed Industry Peers" on page 100.

3. Return on Net worth ("RoNW")

Fiscal	RoNW (%)	Weight
March 31, 2019	(0.07)%	1.00
March 31, 2020	1.97%	2.00
March 31, 2021	(79.27)%	3.00
Weighted Average	(38.99)%	

Notes:
Return on net worth % = (Restated Profit / (loss) after tax / Net worth)

Restated Profit / (loss) after tax considered above includes (Loss) / Gain on Fair valuation of 0.01% Compulsorily Convertible Preference shares amounting to ₹ (678.21) million, ₹ 89.03 million and ₹ (65.96) million for financial year ended March 31, 2021, March 31, 2020 and March 31, 2019 respectively

Net worth does not include 0.01% Compulsorily Convertible Preference shares valued at ₹ 2,312.21 million, ₹ 1634.00 million and ₹ 1,723.03 million as on March 31, 2021, March 31, 2020 and March 31, 2019 respectively, which has been considered as Non-current borrowings

CCPS shall be converted into equity shares prior to filing of RHP with the RoC. Once the conversion happens, the borrowings will reduce by the carrying value of the CCPS as on the date of such conversion and net worth will increase by the same amount.

4. Net Asset Value ("NAV") per Equity Share

Fiscal/ Period ended	NAV (₹)
As on March 31, 2021	38.69*
After the completion of the Offer	At the Floor Price: [●] At the Cap Price: [●]
Offer Price	[●]

** Derived from Restated Unconsolidated Financial Information for the year ended March 31, 2021.*
Notes:
Net asset value per share (in ₹): (total assets – total liabilities) / number of Equity Shares as at the year end.

5. Comparison with listed industry peers

Name of the company	Face value per equity share (₹)	P/ E	Total income (in ₹ million)	Earnings / (Loss) per Equity Share (Basic) (₹)	Earnings / (Loss) per Equity Share (Diluted) (₹)	Net worth (in ₹ million)	RoNW (%)	Net Asset Value per Equity Share (₹)	Closing Share Price as on 20th July, 2021 (₹ per equity share)
Keventer Agro Limited*	5	NA	8,360.25	(29.05)	(29.05)	960.98	(79.27%)	38.69	NA
ITC Limited	1	19.3x	557,876.8	10.70	10.70	603,473.4	21.82%	49.03	206.60
Nestle India Limited(1)	10	82.7x	134,958.8	215.98	215.98	20,193.4	103.12%	209.44	17860.00
Dabur India Limited	1	61.4x	98,869.4	9.58	9.55	76,635.3	22.09%	43.36	586.25
Hatsun Agro Products Limited	1	82.7x	55,755.1	11.43	11.43	10,215.1	24.12%	47.39	945.00
Heritage Foods Limited	5	14.5x	24,811.5	32.32	32.32	5,958.3	25.17%	128.42	469.00
Parag Milk Foods Limited	10	56.4x	18,552.7	2.47	2.46	9,281.4	2.24%	110.34	138.65
Dodla Dairy Limited	10	26.9x	19,503.7	22.48	22.33	6,579.7	19.93%	112.81	600.00
Varun Beverages Limited(1)	10	68.4x	65,927.6	11.40	11.40	35,240.0	9.34%	122.07	779.90

**Based on the Restated Financial Information as at and for the financial year ended March 31, 2021. CCPS shall be converted into equity shares prior to filing of RHP with the ROC. Once the conversion happens, the borrowings will reduce by the carrying value of the CCPS as on the date of such conversion and net worth will increase by the same amount.*

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the financial statements of the respective company for the year ended March 31, 2021 submitted to stock exchanges.

Notes:

1. *Financial results for CY2020.*

6. The Offer price is [●] times of the face value of the Equity Shares

The Offer Price of ₹[●] has been determined by our Company and Selling Shareholder in consultation with the BRLMs, on the basis of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters. Investors should read the above mentioned information along with "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Statements*" on pages 31, 150, 379 and 240, respectively, to have a more informed view. The trading price of Equity Shares could decline due to factors mentioned in "*Risk Factors*" beginning on page 31 and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO KEVENTER AGRO LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

The Board of Directors
Keventer Agro Limited
34/1 D.H. Road
Kolkata - 700 027
West Bengal, India.

Dear Sirs,

Statement of Special Tax Benefits available to Keventer Agro Limited and its shareholders under the Indian tax laws

1. We hereby confirm that the enclosed Annexure 1 and 2 (together the "Annexures"), prepared by the Company, provide the special tax benefits available to the Company and to the shareholders of the Company as stated in those Annexures under:

   - the Income-tax Act, 1961 ('the Act') as amended by the Finance Act 2021, i.e. applicable for the Financial Year 2021-22 relevant to the assessment year 2022-23, presently in force in India

   - the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017 and the applicable State / Union Territory Goods and Services Tax Act, 2017, The Goods and Services Tax (Compensation to States) Act, 2017 and relevant rules made thereunder ("GST Acts"), as amended from time to time, the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act") as amended by the Finance Act 2021, i.e., applicable for the Financial Year 2021-22 relevant to the assessment year 2022-23 and the Foreign Trade Policy 2015-20 ("FTP") as extended till September 30, 2021 vide Notification No 60/2015-20 dated 31.03.2021 (unless otherwise specified), presently in force in India.

   The Act, the GST Acts, the Customs Act, the Tariff Act and the FTP as defined above, are collectively referred to as the "Tax Laws".

2. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

3. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that the Annexures are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company.

4. We do not express any opinion or provide any assurance as to whether:

   i) the Company or its shareholders will continue to obtain these benefits in future;
   ii) the conditions prescribed for availing the benefits have been / would be met with; and
   iii) the revenue authorities/courts will concur with the views expressed herein.

5. The contents of the enclosed Annexures are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

6. This Statement is issued solely in connection with the proposed initial public offering of the Company and is not to be used, referred to or distributed for any other purpose.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Sanjay Kumar Agarwal
Partner
Membership Number: 060352
Place of Signature: Kolkata
Date: August 08, 2021

ANNEXURE 1 TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

UNDER THE INCOME-TAX ACT, 1961 (hereinafter referred to as 'the Act'), as amended by the Finance Act 2021, applicable for Financial Year 2021-22 relevant to Assessment Year 2022-23

Special tax benefits available to the Company under the Act

1. Deduction under section 80IA of the Income-tax Act, 1961 (the "Act")
In accordance with and subject to the conditions specified in Section 80-IA of the Act, the Company is entitled for a deduction of an amount equal to hundred percent of profits or gains derived from business of developing, operating, and maintaining infrastructure facility, for any ten consecutive assessment years out of twenty years beginning from the year in which the enterprise has started its operation.
The aforesaid deduction is not available while computing Minimum Alternative Tax ("MAT") liability of the Company under Section 115JB of the Act.

   However, if the company exercises option for concessional income tax rate as prescribed under Section 115BAA of the IT Act, the said benefit shall not be available.

2. Deduction under section 80-IB of the Act
In accordance with and subject to fulfilment of conditions as laid out in Section 80IB(11A) of the IT Act, the Company is entitled to claim deduction under Section 80IB(11A) of the IT Act, with respect to the undertaking engaged in processing, preservation and packaging of fruits, vegetables, meat, meat products, poultry, marine or dairy products The amount of deduction available is 100% of the profits and gains derived from such undertaking, for first five years and 30% of the profits and gains for next five years, in such a manner that total period of deduction does not exceed ten consecutive years.
The aforesaid deduction is not available while computing MAT liability of the Company under Section 115JB of the Act.

   However, if the company exercises option for concessional income tax rate as prescribed under Section 115BAA of the IT Act, the said benefit shall not be available.

3. Lower corporate tax rate under Section 115BAA of the Act and MAT credit under section 115JAA of the Act
A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ('the Amendment Act, 2019') w.e.f. FY 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.17% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives.
The option under section 115BAA of the Act once exercised cannot be subsequently withdrawn for the same or any future financial year.
The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ('MAT') under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available.

   The Company has not yet opted to pay concessional tax rate under section 115BAA of the Act for AY 2021-22 and hence is eligible to claim MAT credit. In case the Company opts for concessional tax rate under section 115BAA of the Act, it shall be eligible to claim and carry forward losses (except losses arising from specified exemptions/ incentives availed in the past). However, MAT credit shall not be available.

4. Deduction under section 80JJAA of the Act
As per section 80JJAA (deduction in respect of employment of new employees) of the IT Act, the Company is allowed to claim a deduction, in computing profits and gains from business, of 30% of additional employee cost paid to additional employees employed or deemed to be employed in the concerned year, for three assessment years beginning from the year in which the employment is provided subject to such conditions specified in the said section.
The aforesaid deduction is not available while computing MAT liability of the Company under Section 115JB of the Act.

5. Deduction under section 35D of the Act
In accordance with and subject to fulfilment of conditions as laid out under Section 35D of the IT Act, the Company is entitled to amortize preliminary expenditure, being expenditure incurred in connection with the issue for public subscription, under section 35D of the IT Act, subject to the limit specified in section 35D(3) of the IT Act. The deduction is allowable for an amount equal to one-fifth of such expenditure for each of five successive assessment years beginning with the assessment year in which the business commences or as the case may be, the previous year in which the extension of the undertaking is completed or the new unit commences production or operation.
The aforesaid deduction is not available while computing MAT liability of the Company under Section 115JB of the Act.

6. <u>Deduction under section 35DD of the Act</u>

In accordance with and subject to fulfilment of conditions as laid out under Section 35DD of the IT Act, 35DD. (1) Where an assessee, being an Indian company, incurs any expenditure, on or after the 1st day of April, 1999, wholly and exclusively for the purposes of amalgamation or demerger of an undertaking, the assessee shall be allowed a deduction of an amount equal to one-fifth of such expenditure for each of the five successive previous years beginning with the previous year in which the amalgamation or demerger takes place.

No deduction shall be allowed in respect of the expenditure mentioned in sub-section (1) under any other provision of this Act.

The aforesaid deduction is not available while computing MAT liability of the Company under Section 115JB of the Act.

<u>Special tax benefits available to the shareholders of the Company under the Act</u>

There are no special tax benefits available to the shareholders of the Company, for investing in the shares of the Company.

Notes:

1. The above Annexure covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

2. The above Annexure covers only the special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.

3. The above Annexure of special tax benefits are as per the current direct tax laws relevant for the assessment year 2022 – 23. Several of these benefits are dependent on the Company or its shareholder fulfilling the conditions prescribed under the relevant tax laws.

4. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of their investment in the shares of the Company.

5. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement(s), if any, entered into between India and the country in which the non-resident has fiscal domicile.

6. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For **Keventer Agro Limited**

Sanjay Gupta
Company Secretary

For **Keventer Agro Limited**

Mayank Jalan
Managing Director
DIN: 00598842

Place: Kolkata
Date: August 08, 2021

ANNEXURE 2 TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The Central Goods and Services Tax Act, 2017 ("CGST Act"), the Integrated Goods and Services Tax Act, 2017 ("IGST Act"), the Customs Act, 1962 ("Customs Act"), the Customs Tariff Act, 1975 ("Tariff Act"), Foreign Trade Policy 2015-20 ("FTP") *(collectively referred to as "Indirect Tax Laws")*

1. <u>Special indirect tax benefits available to the Company</u>

There are no special tax benefits available to the Company under Indirect Tax Laws

2. <u>Special indirect tax benefits available to shareholders of the Company</u>

There are no special indirect tax benefits available in the hands of the shareholders for investing in the shares of the Company.

Notes:

1. This Annexure is based on our understanding of the specific activities carried out by the Company which is relevant for FY 2021-22.

2. This Annexure is based upon the provisions of the specified Indirect Tax Laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.

3. Till the date of this Annexure, the Company has:

   - claimed the following exemptions / benefits which are in general available under the provisions of the Indirect Tax laws and hence may not be treated as special tax benefits:

     - exemption from payment of taxes wherever appliable in respect of its products in terms of notification 02/2017 – Central Tax (Rate) dated 28 June 2017 and notification 50/2017 – Customs dated 30 June 2017

     - Duty free import of capital goods under Export Promotion Capital Goods scheme under Chapter 5 of FTP on fulfilment of specified export obligation

     - Duty free import of inputs under Advance Authorization Scheme under Chapter 4 of FTP on achievement of specified value addition

     - Transport and Marketing Assistance under Para 7 (A) of FTP (as introduced by Notification No. 17/3/2018 EP (Agri.IV) dated 27.2.2019) for export of specified products in respect of the international component of freight and marketing of agricultural produce

     - Refund of Input Tax Credit in respect of goods and services utilised for effecting export of goods under section 54 of CGST Act read with Rule 96A of CGST Rules, 2017

   - not claimed any exemption / benefit under the Indirect Tax laws and any incentive under any state incentive policy apart from the benefits as mentioned above

   - not made any fresh investment in any State of the country and has not claimed any incentive under any State Incentive Policy

4. The above Annexure covers only above-mentioned tax laws benefits and does not cover any income tax law benefits or benefit under any other law.

5. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of their investment in the shares of the Company.

6. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For **Keventer Agro Limited**	For **Keventer Agro Limited**
Sanjay Gupta	**Mayank Jalan**
Company Secretary	**Managing Director**
	DIN: 00598842

Place: Kolkata
Date: August 08, 2021

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information in this section may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources we believe to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information. Figures used in this section are presented as in the original sources and have not been adjusted, restated or rounded off for presentation in this Draft Red Herring Prospectus.

*The information contained in this section has been derived from the report titled "Industry Report on Fresh and Packaged Food Market in India" dated August 2, 2021, prepared and issued by Technopak Advisors Private Limited ("**Technopak**") (which has been paid and commissioned by us). Technopak has been appointed by our Company pursuant to a letter of authorisation dated March 18, 2021.*

Statements in this section that are not statements of historical fact constitute "forward-looking statements". Such forward-looking statements are subject to various risks, assumptions and uncertainties and certain factors could cause actual results or outcomes to differ materially.

MACROECONOMIC OVERVIEW OF INDIA

India GDP and GDP Growth

India is the world's 6th largest economy and expected to be in the top 3 global economies by FY 2050

Currently, India ranks sixth in the world in terms of nominal gross domestic product ("GDP") and is the third-largest economy in the world in terms of purchasing power parity ("PPP"). India is estimated to be among the top three global economies in nominal GDP by Fiscal 2050.

GDP Ranking of Key Global Economies (CY 2020)

Country	Rank	% Share (World GDP, at current prices)	Rank PPP	% Share (World GDP, PPP)
United States	1	24.7%	2	15.8%
China	2	17.4%	1	18.3%
Japan	3	5.8%	4	3.9%
Germany	4	4.5%	5	3.3%
United Kingdom	5	3.2%	9	2.3%
India	6	3.1%	**3**	**6.7%**
France	7	3.1%	10	2.3%
Italy	8	2.2%	11	1.8%
Brazil	9	1.9%	8	1.3%
Canada	10	1.9%	17	1.7%

Source: World Bank Data, RBI, Technopak Analysis

India expected to fare better than developed economies and recover to a high growth path in the coming years

India's real gross domestic product ("**GDP**") has sustained an average growth between 6% and 7% since FY 1991. India has been the fastest-growing G20 economy since FY 2015, with an annual growth rate hovering around 7%. India's economy grew at ~7% in FY 2019. The real growth rate declined to 4% in FY 2020 and witnessed a degrowth of 7.3% in FY 2021 due to the outbreak of the COVID-19 pandemic, which led to the imposition of lockdowns towards the last quarter of FY 2020 and a major part of the first quarter of FY 2021 causing a contraction in the economy. The impact of COVID-19 has caused several large economies to shrink. It is being estimated that India's GDP is expected to resume its pre-COVID growth momentum by FY22.

India witnessed a lower-case load in the 3rd quarter along with economic recovery, which continued till the mid of the 4th quarter of FY2021. However, since early March 2021, there has been a continuous rise in the number of COVID -19 cases in India. Daily new cases had risen to more than 0.2 million at the start of April 2021, and it increased to more than 0.3 million towards the end of April 2021. At the start of FY 22, projections of the Indian government, the IMF, and other organizations projected India's GDP to resume its pre-COVID growth momentum in FY22. This was in the backdrop of India witnessing a lower-case load in the 3rd quarter of FY 21 and the economic recovery that ensued during that period and in the following quarter 4. India launched its vaccination drive on 16 January. The vaccination scope was also widened to include all adults from the earlier approach of vaccinating only above the age group of 45 years. With the revised vaccination policy currently underway, India plans to vaccinate its entire population by December 2021.

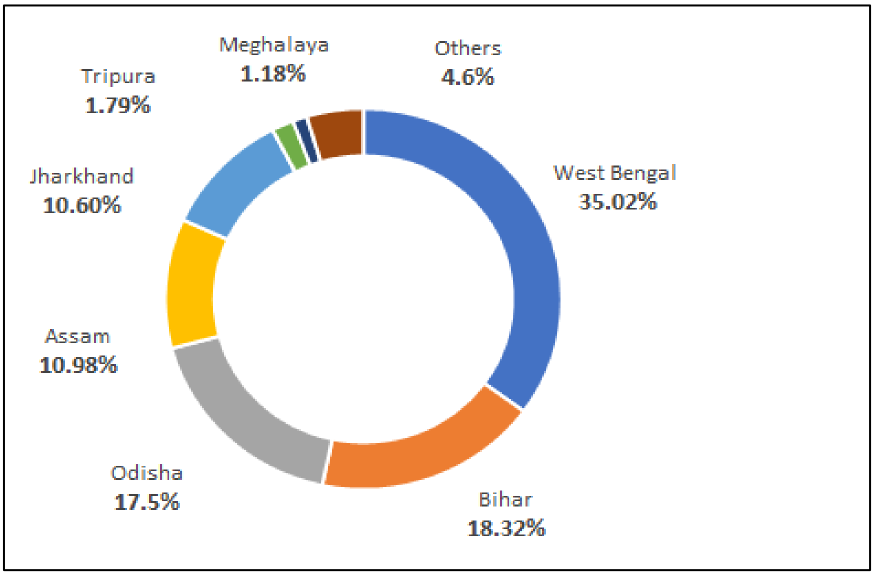
Economic Overview of Eastern and North-eastern States

GSDP and Growth

Eastern and North Eastern states contribute ~15.08% of India's GDP

The eight states of the North-Eastern Region contribute to ~2.75% of India's GDP. The contribution of Eastern States is ~12.33%. Together, **both regions contribute 15.08% of India's GDP**. At constant prices (2011-12), in FY 2019-20, Mizoram had the highest GSDP growth rate in India of 14.07%, followed by Bihar with a growth rate of 10.47%. Sikkim, Mizoram, and Tripura are in the top 5 fastest growing states in India in terms of their economy. The table below shows the state-wise GSDP split of the entire region.

State-wise GSDP Split (2019-20)



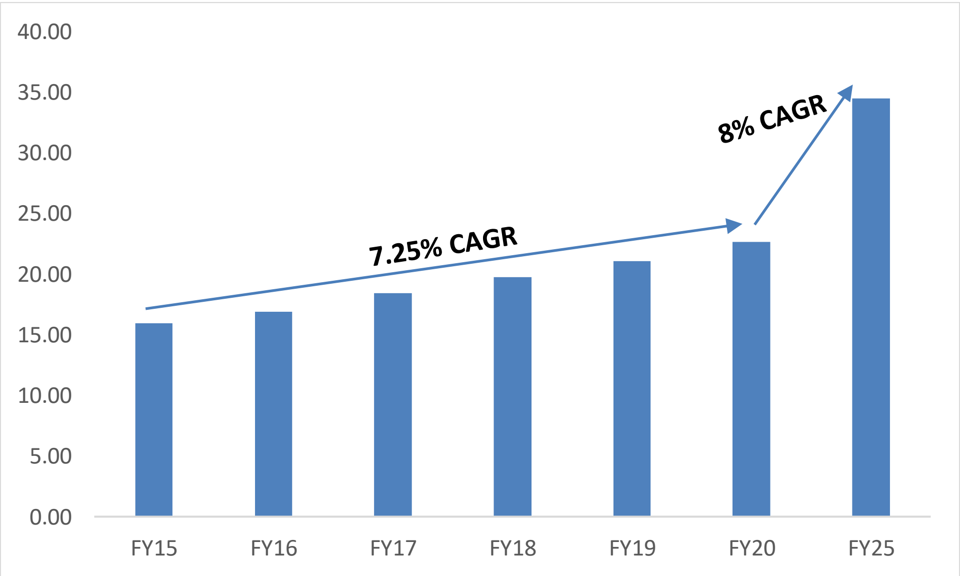
Source: Ministry of Statistics and Programme Implementation, Technopak Analysis;

Note: GSDP is calculated at constant prices (2011-12 series)

GSDP Growth in the Eastern and North Eastern region to be higher at ~8% over the next 5 years

In the period FY15 to FY20, the GSDP of the region has grown at a CAGR of ~7.25%. Combined GSDP in FY20 was INR 22.65 lakh Cr.

GSDP Growth of Eastern and North-Eastern States (in INR lakh Cr.)



Source: Ministry of Statistics and Programme Implementation, Technopak Analysis;

Note: GSDP is calculated at constant prices (2011-12 series)

Population Growth

Total population of Eastern and North Eastern region to touch ~35 Cr. by 2025

The Eastern and North-eastern regions respectively house 21.43% and 3.7% of the population of India. Projected population of the region for 2021 is ~33.55 Cr. and for 2025 is ~34.55 Cr. The population in the East and North- East is expected to grow at a CAGR of ~0.77% between 2021 and 2025.

Source: Census of India Projected Populations, Technopak Analysis

Per Capita Income

Eastern and North Eastern states have Per Capita Income lower than the national average

Sikkim has the second highest per capita income (~INR 2.55 lakhs), preceded only by Goa (~INR 3.67 lakhs). Andaman & Nicobar Islands, Arunachal Pradesh, Mizoram, and Sikkim have a per capita Net State Domestic Product (NSDP) which is greater than the national average. The 2019-20 per capita NSDP (National State Domestic Product) of India was INR 96,563 at constant prices. The combined PCI (Per Capita Income) of the Eastern States and the NE states are ~INR 67,780 and ~INR 54,838, respectively. The combined Per Capita NSDP of the Eastern Region is grew at a CAGR (2015-2020) of 6.31%. Similarly, per capita income of the north-east region grew at a 6.13% CAGR (2015-20).

India's 'Act East' Policy and its Impact

India's Act East Policy was launched by PM Narendra Modi in 2014 at the twelfth ASEAN-India Summit, which was held in Myanmar. The policy is in continuation of the India 'Look East' policy, which was introduced in 1991. Owing to the changing economic situation and security concerns after the cold war, India sought to build strong relations with Southeast and East Asia for the mutual benefit of the countries. The need for a policy like this was further accentuated by the fall of the USSR (the then strategic partner of India). The Look East policy was launched to establish elaborate institutional mechanisms, safeguard common strategic interests, and improve economic ties and connectivity with ASEAN and East Asia. Today, the India-ASEAN trade amounts to US $80 billion. The combined economy of the region is US $3 trillion with a large trade market of about 1.8 billion people.

Impact on the Northeast Region

The Act East Policy will ultimately impact the trade and investments in the North-Eastern region of India, leading to better economic prosperity for the region.

PM Modi, in his Act East policy, has emphasised the need for the infrastructural development (including transport, airports, cultural and academic institutions, highways, communication, power and waterways) of the **Northeast Region** to improve connectivity with its neighbouring countries. With the Tokyo Declaration (2014), Japan has committed to develop and improve connectivity in the north-east region. The key pillars of the policy benefiting the north-east region are - free movement of people, socio-cultural exchange, economic integration, seamless trade and commerce, and seamless connectivity.

Scope of the north-east in the Act East policy: Border trade via the Northeast Region is just 0.18% of the total bilateral trade with its neighbouring countries. The north-east shares several kilometers of border with these countries and has immense potential to improve bilateral trade. This will also bring economic prosperity to the region. As the road connectivity improves and trade agreements are in place, a lot more possibilities of trade between East India and South-East Asia would emerge specially in segments such as FMCG and Packaged Food.

Border connectivity projects - Kaladan Multimodal Transport Project, Border Haats (markets), Rhi-Tiddim Project, Trilateral Highway Project, etc. are already underway.

Assam has become a lucrative investment destination because of the policy focus and special investments / subsidies given for development in the north-east region. For instance, Government of India launched "Northeast Industrial Development Scheme" for industrial units in the North Eastern Regions of the country, to promote sustainable industrializations and employment generation in North East regions. Several logistics centres, industrial parks, and townships have started emerging in the north-east region. The region has seen investments from big players like SpiceJet, ITC, Century Ply, Dalmia Bharat Cement, Sun Pharma, Patanjali, Dabur, Tata, and NATCO; hospital chains such as Apollo, Fortis, and Narayana Health; hotel chains such as Radisson Blu, Taj Vivanta, and Hyatt. Countries such as Singapore, Thailand, Bhutan, and Bangladesh have decided to open consulates and skill enhancement centres in various states of the northeast region. The state government of Assam is also working on attracting various European and American companies which pulled out of China after the onset of the COVID-19 pandemic.

The Japan-India Act East Forum will take measures to attract Japanese technology and investment in the north-east region. Japan's expertise and packaging technology can give a boost to horticultural exports from the north-east region and improve the region's supply chain competitiveness. Investment from Japanese private corporations such as Toshiba, NEC Technologies, Sony, Sumitomo, Mitsubishi, Honda can connect the north-east region with larger markets. The India-Bangladesh corridor holds the potential to reduce prices and make production competitive in the north-east region, thereby increasing the entrepreneurial spirit in the region. The north-east region can also play an important role in Bangladesh's automobile supply chain, thereby creating more job opportunities

Indian FMCG Segment and Packaged Food Overview

Size and Growth

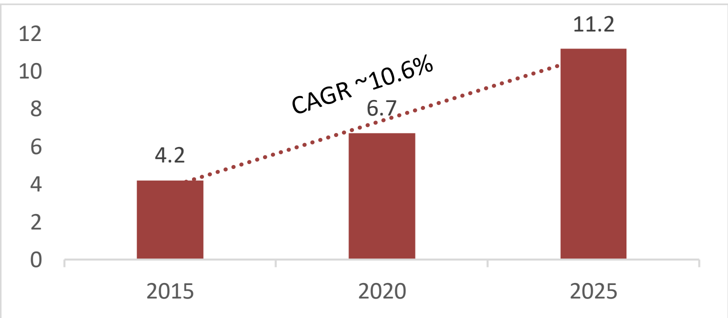
The Fast-Moving Consumer Goods (FMCG) Industry is currently the fourth largest contributor to the Indian economy. In FY20, the FMCG market in India was estimated at INR 6.75 lakh Cr. expected to reach INR 11.20 lakh Cr. by FY25. At an aggregate level, the FMCG market is expected to grow at a CAGR of 11% in the period FY20 and FY25. Packaged food segment forms major share of the FMCG market in India. Approximately 75% of the FMCG market of INR 6.75 Lakh Cr., is constituted by sales of F&G categories such as packaged staples, packaged beverages amongst others. Packaged Food and Nutraceuticals are expected to gain share in the total FMCG market as these categories will benefit from increasing demand owing to health and safety reasons due to the pandemic and also overall growing trends towards wellness and hygiene in the country. The Indian FMCG market is a space with healthy but high level of competition. A large consumer base coupled with multiple target audiences presents ample opportunities to innovate new products, and augment and alter existing products for different target groups

FMCG Segment Market Size and Growth (2015-2025) (INR Cr.)

	Market Size FY2015 (INR Cr.)	Share in FY2015	Market Size FY2020 (INR Cr.)	Share in FY2020	Market Size FY2025 (INR Cr.)	Share in FY2025	CAGR (FY2020-FY2025)
Packaged Staples	1,51,000	35%	2,26,000	33%	3,54,000	31%	9%
Other Packaged Food	1,28,000	30%	2,16,200	32%	3,95,000	34%	13%
Non-Food FMCG	96,000	22%	1,38,800	21%	1,97,000	18%	7%
Packaged Beverages	30,000	7%	48,000	7%	77,000	9%	10%
Nutraceuticals (Dietary)	12,750	3%	31,500	5%	77,250	6%	20%
Meat	12,000	3%	15,000	2%	20,000	2%	6%
Total	**4,29,750**		**6,75,500**		**11,20,250**		**11%**

Source: Secondary Research, Technopak Analysis. Note: Packaged Fresh Dairy not included in FMCG

FMCG Segment Growth (2020-2025) (INR Lakh Cr.)



Source: Secondary Research, Technopak Analysis

Eastern and North Eastern FMCG Market

The Eastern and the North Eastern Region of India contribute approximately ~11.5% of the total FMCG Market share in FY20. The contribution of various sub-segments within FMCG, mirrors the national trend. However, Eastern and North Eastern regions is expected to grow at a faster rate than the overall market and contribute ~12.75% of total FMCG market by the FY25. The population of East and North Eastern region is expected to touch 35 crores by 2025 from current 33.5 crore (in 2020). Almost 60-65% of the total population constitutes the core consuming class for packaged food, dairy and other food and grocery items.

Some of the fastest growing sub-segments will be other packaged food and nutraceuticals. The consumption levels of Eastern and North Eastern regions of the country have traditionally been much lower than compared to Western or Northern India due to infrastructural limitations, low per capital incomes and higher share of rural population in the total population. The government (both Central and respective State govts.) have been addressing the issues specific to Eastern region and there has been significant development in the last few years. Thus, the share of the Eastern and North Eastern regions in the total FMCG market and subsequently in the F&G space will continue to grow faster than the national average and expand in the overall market. The FMCG market of Eastern and North Eastern regions will grow at a CAGR of ~13% compared to overall market growth which is growing at a CAGR of 11%.

FMCG Segment Market Size and Growth in Eastern and NER India (2020-2025) (INR Cr.)

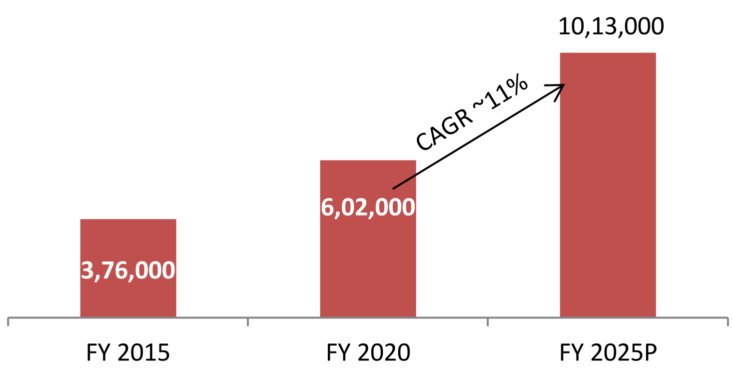
	Market Size FY2015 (INR Cr.)	Market Size FY2020 (INR Cr.)	Market Size FY2025 (INR Cr.)	CAGR (FY2020-FY2025)
Packaged Staples	18,120	25,175	38,735	9%
Other Packaged Food	15,360	25,939	54,876	16%
Non-Food FMCG	12,477	17,913	29,007	10%
Packaged Beverages	3,257	4,861	7,932	10%
Nutraceuticals	1,840	3,242	9,669	24%
Meat	951	1,750	2,432	7%
Total	**52,005**	**78,880**	**1,42,651**	**13%**

Source: Secondary Research, Technopak Analysis

Indian Packaged Food Market Overview

The Indian packaged food retail market, estimated at INR 6,02,000 Cr. in FY 2020 contributes only 15% to the total food and grocery retail market estimated at INR 39,45,000 Cr. in FY 2020. Indian food retail remains dominated by unbranded products such as fresh fruits and vegetables, loose staples, fresh unpackaged dairy and meat. However, food in packaged form is growing at almost double the pace of the overall market and is expected to contribute 18% of the total food and grocery sales in India.

Packaged Food Retail Market in India 2015-2025 P (INR Cr.)



Source: Technopak Analysis

The Processed Packaged Food and Packaged Fresh Dairy segment is expected to grow in double digits in the period FY20-FY25, except for staples, beverages, meat and poultry which are also growing albeit at a lower growth rate.

The total Packaged Food market is expected to reach INR 10,13,000 Cr. by FY25 growing at a CAGR of ~11%.

Packaged Food – Key Retail Categories

	Market Size FY2015 (INR Cr.)	Share in FY2015	Market Size FY2020 (INR Cr.)	Share in FY2020	Market Size FY2025 (INR Cr.)	Share in FY2025	CAGR (FY2020-FY2025)
Other Processed Packaged Food	1,28,000	34%	2,16,200	36%	3,95,000	39%	**13%**
Packaged Staples	1,51,000	40%	2,26,000	38%	3,54,000	35%	**9%**
Packaged Dairy (Fresh)	55,000	15%	96,800	16%	1,67,000	16%	**12%**

	Market Size FY2015 (INR Cr.)	Share in FY2015	Market Size FY2020 (INR Cr.)	Share in FY2020	Market Size FY2025 (INR Cr.)	Share in FY2025	CAGR (FY2020-FY2025)
Packaged Beverages	30,000	8%	48,000	8%	77,000	8%	**10%**
Packaged Meat and Poultry	12,000	3%	15,000	2%	20,000	2%	**6%**
Total	3,76,000		6,02,000		10,13,000		**11%**

Source: Technopak Analysis

- ***Packaged Dairy (Fresh)*** is the pouched milk/curd/yoghurt/paneer etc. with a shelf life of 2-3 days for fresh milk, 7-14 days for packaged curd and paneer, marketed by national and state dairy co-operatives and number of private dairy players.
- ***Packaged Meat*** comprises of branded animal products such eggs, frozen and chilled meat products and other packaged cold cuts. Given the dominance of the fresh cuts in India (through butcher shops etc), packaged meat is a relatively small category.
- ***Packaged Staples*** primarily include branded edible oils, wheat flour, rice, pulses, sugar and spices. Packaged edible oil contributes a significant share of 60% followed by rice with a share of 15%. The balance comprises of spices, wheat flour and pulses. Spices, wheat flour and pulses are expected to consolidate their share as these categories continue to transition from unbranded to branded play.
- ***Other Processed Packaged Food*** includes baked goods such as biscuits and breads, confectionery, savoury snacks, pasta, noodles, sauces, breakfast cereals, value added dairy products, baby food, tea leaves, coffee powder and other categories. Value added dairy products, baked goods including biscuits and breads and savoury snacks dominate this segment.
- ***Packaged Beverages include*** packaged water, aerated beverages, juices and sports drinks amongst others. Aerated beverages contribute more than 50% to this segment followed by juices and packaged water.

Packaged Food in Eastern and North East India

The Eastern and the North Eastern Regions contributed 10.5% of the total Packaged Food market in the country in the year FY2020. It is expected that the contribution of Eastern and North Eastern region will rise from the present ~10% to 11% in 2025 with consumption in these regions equalling to the national level. At present the consumption levels of basic F&G categories such as staples, dairy and products of discretionary spends such as biscuits, snacks, confectionary are lower in Eastern region compared to rest of the country. However, the growth is promising, and leading F&G players are focussing on the under-served regions specially of the North East. The total Packaged Food market in Eastern and North Eastern region in the year 2020 was estimated to be INR 63,571 Cr. and would almost double over the next five years reaching INR 1,14,566 Cr. by 2025. Most of the packaged food sub-segments are expected to witness a high double-digit growth and would be growing faster than the other regions.

Size of Packaged Food retail categories in the East and North East India

	Market Size FY2015 (INR Cr.)	Market Size FY2020 (INR Cr.)	Market Size FY2025 (INR Cr.)	CAGR (FY2020-FY2025)
Other Processed Packaged Food	15,360	25,939	54,876	***16%***
Packaged Staples	18,120	25,175	38,735	***9%***
Packaged Dairy (Fresh)	3,327	5,846	10,591	***13%***
Packaged Beverages	3,257	4,861	7,932	***10%***
Packaged Meat	951	1,750	2,432	***7%***
Total	**41,015**	**63,571**	**1,14,566**	***13%***

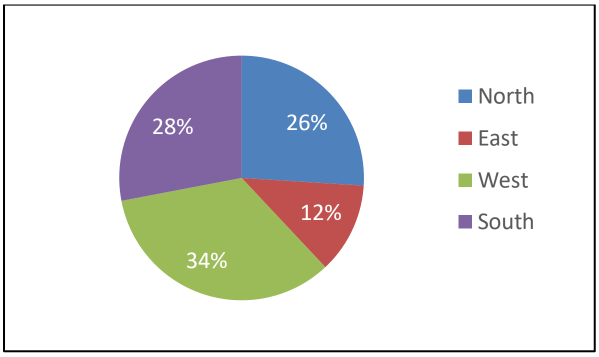
Source: Technopak Analysis & Estimates

Market Segmentation of Packaged Food in India

Segmentation by Geography

Western India is the biggest market for consumption for packaged food, followed by South and North regions. East and North East region are relatively underpenetrated in terms of modern retail, and Grade A grocery stores and thus lack the adequate infrastructure for availability and sale of Packaged Food.

Market segmentation of Packaged Food – by Geography



Source: Technopak Analysis

Key Sub Segments – Packaged Food

Packaged Food Market – Key Categories

Packaged Food Categories	Market Size FY2015 (INR Cr.)	Share in FY2015	Market Size FY2020 (INR Cr.)	Share in FY2020	Market Size FY2025 (INR Cr.)	Share in FY2025	CAGR (FY2020-FY2025)
Packaged Beverages	16,559	34.8%	27,770	29.43%	41,010	27.93%	***8%***
Packaged Dairy	1,635	3.4%	3,300	3.49%	7,145	4.87%	***17%***
Packaged Water	6,000	12.6%	17,000	18.01%	29,000	19.75%	***11%***
Packaged Frozen Food	2,338	4.9%	4,051	4.29%	6,230	4.24%	***9%***
Packaged Snacks	21,087	44.3%	42,230	44.75%	63,458	43.21%	***8%***
Total	**47,619**		**94,351**		**1,46,843**		***9 %***

Source: Technopak Analysis

- ***Packaged Beverages*** *include* packaged water, aerated beverages, juices and sports drinks amongst others. Aerated beverages contribute more than 50% to this segment followed by juices and packaged water.
- ***Packaged Dairy*** includes UHT milk and other dairy products with a longer shelf-life ranging from few 45 days to 3 months, which can be stored in ambient environment.
- ***Packaged Water*** includes bottled drinking water and other forms of packaged water.
- ***Packaged Frozen Food*** includes frozen meat, seafood, veg and non-veg snack products and frozen processed vegetables.
- ***Packaged Snacks*** includes potato chips, extruded snacks, nut-based snacks, traditional namkeens and snacks, and all other packaged snacks bought as impulse purchase.

Key Players in Packaged Food Retail Categories

	Beverages	Dairy	Water	Frozen Food	Snacks
Coca-Cola India	✓		✓		
Pepsico India	✓		✓		✓
Keventer Agro Ltd.	✓*	✓	✓*	✓	
Amul	✓	✓	✓	✓	
Patanjali	✓	✓			✓
ITC Ltd.	✓	✓		✓	✓
Dabur India Ltd.	✓				
Nestle India Ltd.	✓	✓	✓		
Mother Dairy		✓		✓	

	Beverages	Dairy	Water	Frozen Food	Snacks
Britannia Industries Ltd.		✓			
Cavin Kare Pvt. Ltd.	✓	✓			✓
Parle Agro	✓		✓		✓
Tata Consumer Products Ltd.	✓		✓		
McCain Food				✓	

*Source: Secondary Research, Note *: Franchisee*

While players like PepsiCo and Coca Cola are focussed on beverages and packaged water, players like Amul, Keventer Agro Ltd. and ITC are present across a number of product segments. While ITC and Amul are present through their own brands, Keventer Agro Ltd. has presence in high growth segment of F&G through master franchisee of leading brands and through its own brand in dairy and frozen food. Keventer Agro Ltd. is a leading fast-moving consumer goods ("FMCG") company headquartered out of Kolkata with interests in packaged, dairy, and fresh food products. The company has invested and built the supply chain infrastructure and own logistics to serve the key cities in East and the North East regions. Keventer Agro Ltd. is one of the fastest growing companies in East and North East India showing a strong growth rate of 18.46% CAGR over the past 10 years, increasing its revenue from INR 173.59 Cr. in FY 2010 to INR 945.1 Cr. in FY2020.

Source: Technopak Analysis

Key Success Factors for the Growth of Packaged Food Business in India

Build and expand reach in the traditional retail channel

Traditional retail channel is the mainstay of the packaged food brands in India and it will continue to remain so going forward. This is reflected in their high dependence on traditional retail for volume growth. Between 2015 and 2020, most leading Food FMCG majors expanded their reach in traditional retail (measured as presence in total number of kirana stores) by a factor that ranged from 1.26x (in the case of Dabur) to 3x (in the case of ITC). Their respective overall topline sales during the same period continues to be dominated by these traditional retail counters with more than ¾ of the revenue coming from Kirana shops in most cases. All the leading FMCG and packaged food brands have managed to demonstrate sustained growth on the back of their ability to grow their traditional retail reach, comprising access to distributors, wholesalers, traders, and retailers (also known as 'kirana'). Typically, large packaged food brands have distributors in the range of 5,000-6,000 and can go upto 10,000 (as in case of Amul) that provides the desired access to traditional retail counters. Most packaged food players have increased their reach in traditional retail channel in the last five years. This imperative is not going to change going forward and traditional retail will continue to dominate packaged food sales. For this reason, the distribution network of traditional retail in India provides coverage and access to packaged food for 60-65% of the Indian population. Therefore, for all major FMCG food majors, traditional retail's importance remains imperative for growth.

Expanding into products and categories

Indian packaged food companies displayed high product specificity a few decades ago. For instance, companies like Dabur focussed on Ayurveda based products like immunity boasters or Pepsi Co. was primarily focused on carbonated drinks. But today both companies have significantly expanded their product portfolio in India in many other categories viz. Juices for instance. Constant emphasis on innovation to pursue new product introduction and category extension has been a key growth lever for food FMCG companies in India. This allows them to leverage retail adjacencies in the market in pursuit of capturing consumer's wallet share. The global players such as Unilever and Nestle have introduced products from their global portfolio at various stages depending upon the readiness of Indian consumers. Many homegrown FMCG majors have also expanded their offerings depending upon the product adjacencies, offering variants on health, wellness and nutrition platform and to complete the range of a particular category of products. In the last one year itself, responding to covid crises, a number of the packaged food companies for instance have launched products focussed on nutrition and immunity that were earlier not part of their offering. Today food FMCG majors are signified by multiple product SKUs and product categories that represent a portfolio rather than a product centric association that defined them few decades ago.

Number of product lines/ brand offered by leading Packaged Food brands

	2015		**2020**	
Company	**Number product lines / Brands**	**New categories added**	**Number product lines / Brands**	**New categories added**
ITC	15-18 brands	Packaged Snacks, Luxury Chocolates, RTC/ RTE	25 + brands	Spices, Dairy, Fresh and Frozen food, Hygiene and cleansing products
Britannia	20+ product lines	Dairy, healthier variants of biscuits and breads	25+ product lines	Cakes, Croissants

	2015		2020	
Company	**Number product lines / Brands**	**New categories added**	**Number product lines / Brands**	**New categories added**
Coca Cola India (HCCB)	12 brands	NA	14 brands	Premium packaged drinking water, Traditional beverages
Nestle	45+	Chocolate desserts, premium baby food	50+ brands	Breakfast cereals, Flavoured Dairy
Adani Wilmar	7 product lines	Staples	10 product lines	RTE/RTC
Amul	15-18 product lines	Spreads, sour cream, variants in cheese, ice-creams etc	25+ product lines	Frozen food and snacks, Immunity and nutrition focussed products
Mother Dairy	12-15 product lines	Sweets, Flavoured Dairy	20+ product lines	Breads, nutrition focussed products
Keventer Agro Ltd.	10+ product lines / 6 brands	RTE/RTC (Frozen Food)	15+ product lines / 7 brands	B-Fizz, Milkshake, lassi and UHT Milk

Source: Company Annual Reports and Published data sources

Leverage Modern Trade and E-commerce to compliment growth

While traditional retail channel is the volume driver for Food FMCG majors in India, they do leverage modern retail and E-commerce to ensure brand visibility & digital connect with the consumer and to pursue premiumization and category advocacy opportunities. For most FMCG majors the company share of their sales from Modern Trade and E-commerce was under 20% in FY 20. However, this has growth from under 10% in 2015. Rise of E-commerce and expansion of brick modern retail in west and south India have created appropriate retail point of sales for food FMCG companies to pursue targeted sales and brand building opportunities. Post Covid, E-commerce boost for packaged food has further enabled the growth of modern retail, however at an overall India level its combine reach will continue to be small and / or important for specific clusters & geographies. In this context, brick modern retail and e-commerce will continue to be viewed as a complimentary channel for Food FMCG companies in India.

Share of Modern Trade channels of Packaged Food brands

	2015			2020		
Company	**Share of Modern Retail**	**Share of E-commerce**	**Company's turnover (INR Cr.)**	**Share of Modern retail**	**Share of E-commerce**	**Company's turnover (INR Cr.)**
ITC	~5%	Negligible	40,091	~12-15%	~2-3%	53,992
HUL	~5%	Negligible	33,591	~10-12%	~5%	40,415
Marico	9%	Negligible	6225	17%	5%	7439
Dabur	10%	Negligible	8673	19%	14%	9008
Britannia	~5%	Negligible	8778	~10-15%	~5%	11,878
Coca Cola India (HCCB)	~1%	Negligible	7859	~4%	NA	9892
Nestle	~5%	Negligible	8175	~10-12%	~5%	13,495
Adani Wilmar	~5%	Negligible	NA	~13-15%	~1-2%	NA
Amul	~5%	Negligible	~23,000	~13-15%	~2-3%	38,550
Mrs Bector's Cremica	~5%	Negligible	NA	~10-12%	5%	657

Source: Company Annual Reports and Published data sources

Key Demand Drivers for the Packaged Food FMCG

Categories such as staples, dairy and processed food and beverages are expected to drive growth in the category. Steady interest of large-scale business houses such as Adani, Emami, Cargill, ITC, Dabur, Parle in F&G space and growing organised food retail led by e-commerce is aiding the growth of packaged food. The shift towards packaged food from unpackaged unbranded products, premiumisation trend, and competition amongst bigger brands leading to innovative product offering is fuelling growth within packaged food.

- ***Demographic change is powering a rise in demand for packaged products***

  Growing number of youth in the workforce, pace of urbanisation, rise in the middle-class population are principal drivers of the consumption of packaged food in India. Other influencing factors include the evolution of the Indian household, from a multi-generational, extended family unit to single occupant or nuclear family households. These changes mean time poverty, for primary processing and preparation of food, both of which favour a shift from unbranded to branded products which offer consistent and assured quality along with convenience.

- ***Gradual expansion of modern retail including e-commerce***

  While the current share of modern retail in packaged food sales continues to be small this share has slowly increased over the last few years and will continue to rise going forward. The quality of retail shelves and customer interface of modern retail both brick and mortar and e-commerce aid the growth of packaged food for their ability to introduce new categories of packaged food, create advocacy for new trends and offer more choice to consumers facilitating changes in shopping habits.

- ***Increased in-home consumption during COVID-19***

  Food retail is the only category within overall retail that is expected to register 6-7% growth in the year FY 2021 given the negative impact of COVID-19 on the overall consumption across all other product categories. In-home consumption of food products soared initially during the Covid induced lockdown and thereafter also remained elevated with consumers working from home significantly increasing both the occasions and quantum of food consumed at home.

- ***Demand for convenience, on-the-go and nutrition category***

- Post covid consumer behaviour has not only accentuated the need to seek convenience in packaged food but it now also seeks preventive health like immunity and nutrition built into it. The various products under packaged food market are getting healthier and aim towards providing nutrition in some form. A preference for on-the-go nutrition has seen increasing offtake of products that offer such a combination that has promoted companies like Britannia, Amul, Keventer, Mother Dairy to enhance focus on products like packaged yogurt, packaged paneer, milk shakes, lassi and frozen. Packaged food market is also driven by themes which has positively impacted various segments of the market. Some of the themes are on-the-go (fruit-based beverages, milkshakes, lassi etc.), wellness (fruit bars, health drinks), convenience (RTE/RTC, set curd), indulgence (icecream, premium cookies), snacking (frozen food snacks) and daily nutrition (packaged fresh milk, processed fruits and vegetables) etc.

- ***Government policies supporting food processing***

  The food production and processing industry is now accorded a high focus and priority sector for the government and multiple schemes / initiatives have been launched to bolster growth in this sector.

  - FDI up to 100%, under the automatic route, is allowed in food processing industry. Further, 100% FDI under government route for retail trading, including through e-commerce, is permitted in respect of food products manufactured and/or produced in India. Over the years, India has been able to attract investment from food and beverages companies like Nestle, Cargill, McCain, Mondelez, Pepsi, Coca Cola and also from retail trade companies like Amazon and Walmart.

  - **The Govt of India has also launched PLI (**Production Linked Incentive) Scheme **for Packaged Food sector.** The investments in food processing industry are approximately 5.5% of the total investment going into PLI Schemes, amounting to around INR 11,000 Cr. It is estimated that this investment would generate an income of INR 33,500 Cr. and an additional 3.5 lakh jobs by 2025.

Key Emerging Trends for Packaged Food

Emerging trends in India are affecting consumers' behaviours and consumption patterns.

- ***Continued shift towards packaged and branded products***

  This shift first manifested in staple categories such as wheat flour, spices and pulses. However it is also becoming significant in categories like savoury snacks, biscuits, breads and buns given the growing concern for food safety and inclination towards hygienically packaged products. This shift has been accelerated by the COVID 19 pandemic and this is expected to continue in future.

- ***Premiumization in F&G segment specially in some urban pockets***

  Whether this means a change from preparing all food from scratch to purchasing certain ready-made items, a move from standard to premium snack items, or the switch from basic staples to enriched, organic or luxury versions, consumers are moving upwards through food categories and prices. As India's different market segments evolve, they move in the same order through the same stages, with a 5-7-year time-lag. Thus, the premium currently placed on health by a high-income urban housewife will be echoed in time by a lower-income consumer, who will subsequently begin to purchase items such as soups or breakfast cereals.

- ***Regional companies gaining sales share and competing strongly with Leading Players***

  Across packaged food strong regional leaders have evolved that have established their regional dominance while competing with national brands. Two reasons have contributed to emergence/success of regional brands. Firstly, regional focus has allowed these brands to respond to local taste and preferences of consumers faster than national brands. Secondly, their integrated supply chains (which own manufacturing) have allowed them to build competencies on quality assurance and standardisation, factors important for success of packaged food play.

Key Packaged Food & Beverage Players (North East and East Region)

Most of the international and national brands in packaged food, beverages and dairy products segment have presence in the East and the North-East region of the country. In packaged food, there are some region-specific players such as Keventer Agro Ltd., The Goel Group, Prabhu Ji which have grown in size and scale of operations. Keventer Agro Ltd. has wider presence in food and beverage, fresh dairy and branded bananas providing the company an edge over some of the smaller players who have focussed on single product category. In the fresh dairy segment, there are State Dairy Co-operatives such as Sudha and Ben’s. There are private dairy players including Red Cow, Osam, Metro Dairy (part of Keventer Agro Ltd.), ITC and few others which have a strong presence in East and the North Eastern regions. Fresh dairy business is also more regional compared to larger packaged food and groceries segment, implying a greater role of regional players.

Key Packaged Food & Beverage Players of the East and North East

Segment	Player	Key Brands	Revenue 2020 (INR Cr.)
Packaged Food	Keventer Agro Ltd.	Keventer, Metro, Appy and Appy fizz ,Frooti, Bailley	958.5
	Kishlay Food Pvt. Ltd.	Non Stop, Kishlay, Mamooz	-
	The Goel Group	GOELD	171.3
	Prabhu Ji	Prabhu Ji	-
Fresh Packaged Dairy	Red Cow Dairy	Red Cow	346*
	ITC	Aashirwad	-
	HR Food Processing Pvt Ltd	Osam	120**
	Bihar State Milk Co-Operative Federation Ltd. (COMFED)	Sudha	~2000+
	Metro Dairy Ltd (Keventer Agro)	Metro	958.5
	WBCMPF	Ben’s	-
	Thacker Dairy	Thacker	-

*Source: Technopak Analysis; * For 2019; ** Estimated*

North- east of India is an untapped emerging market both in terms of consumption and setting up of industries. Earlier there was limited investment, owing to its location in terms of distance from the market, mountainous location, high levels of poverty and unemployment, and limited private sector interest. However, in the recent past the Union Government has undertaken several initiatives to increase the food production, encourage the farmers and promote food processing industries in North East. Under the Pradhan Mantri Kisan Sampada Yojana (PMKSY) many benefits have been introduced for entrepreneurs in the food processing sector. The Union Government has also proposed to provide 75 per cent subsidy to entrepreneurs to set up food-based industries in North East India. Out of 42 Mega Food Parks to be set up in India, 6 of them are in the north-eastern region.

Eastern and North-Eastern Regions have ~20,00,000 traditional retail outlets and ~5,000-6,000 distributors

Traditional channels dominate the retail market across all consumption categories in East and North East India with 92.5% sales happening through traditional channels and 7.5% sales through modern channels. In the Eastern and North-Eastern Regions, there are 1.8 – 2 million retail outlets. Distributors are intrinsic to the retail trade; they act as enablers for the small and mid-sized retail stores. Distributors understand the fundamentals of a particular region very well and develop strong relationship with retailers. While 75% of packaged food sold in India is through the traditional channels, 88% of packaged food sold in the East and North East is still sold through the traditional retail channels. Eastern and North Eastern regions are expected to witness higher growth in the coming years, resultant increase in demand for goods and services including packaged food. The population of East and North Eastern region is expected to touch 35 crores by 2025 from current 33.5 crore (in 2020). Almost 60-65% of the total population constitutes the core consuming class for packaged food, dairy and other food and grocery items. Distributor trade has high entry barriers since it takes a long period of time to build a network and relationships with retailers. Thus, it becomes imperative for any player to have a strong distribution network which will provide access to reach 60-65% population of the East and North East region who are the potential customers of packaged food. Keventer Agro, a key player in the East and North East has built a large distributor network with approximately 3,300 distributors catering to 1,63,000 retail touch points across categories of packaged food and fresh bananas.

Traditional Retail Landscape in East and North East FY 2020

Stakeholders	FY 2020
Traditional Retail Outlets	**~18,00,000 – 20,00,000**
Distributors*	**5,000-6,000**
Wholesale Outlets	**~45,000**

Source: Technopak Analysis, Primary Research

**Direct and Indirect Distributors*

Traditional Reach of Companies in East and North East FY 2020

Brand	Total Retail touch points
Coca-Cola	~2,00,000-~2,50,000
Keventer Agro Ltd	~1,60,000-1,70,000
ITC	~1,30,000
Pepsi	~90,000 - ~1,00,000
Amul	~35,000 - ~45,000
Mother Dairy	~17,000 - ~23,000

OVERVIEW OF KEY PACKAGED FOOD SEGMENTS IN INDIA

Packaged Beverages

Overview of Packaged Beverage Retail in India

Packaged Beverages market in India

Juices and Sports Drinks are the fastest growing categories among Packaged Beverages

India's Packaged Beverage market was worth INR 27,770 Cr. in the year FY2020. The market grew at the 9.6% and is expected to grow further by CAGR of 8.1% and reach a value of INR 41,010 Cr. by year 2025. Carbonated drinks contributed ~59% of the total Packaged Beverage market in India followed by juice, concentrates, energy drinks, sports drinks etc.

Market Size of Packaged Beverages in India FY 2015 - 2025 (INR Cr.)

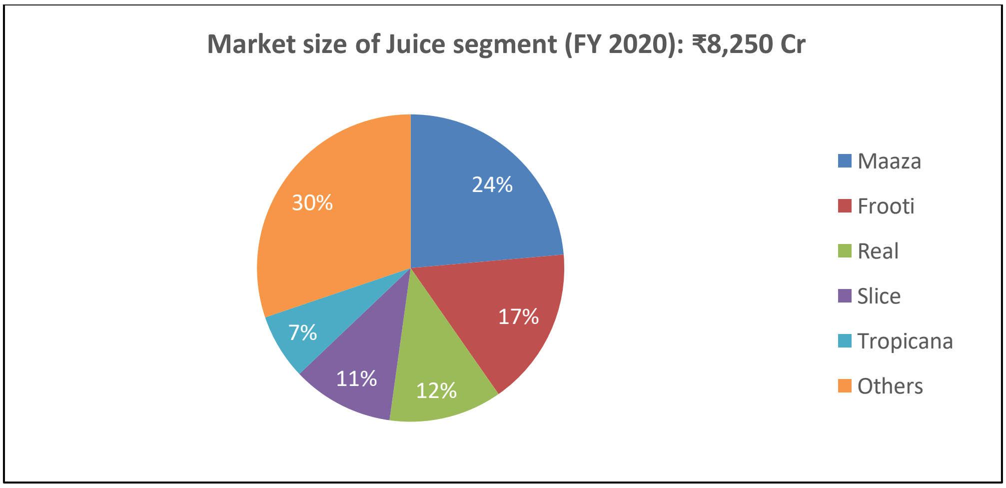
	2015	**2020**	**2025***	**CAGR (FY 2020-FY2025)**
Carbonated Beverages	9,850	16,520	23,170	7%
Juices	4,920	8,250	13,280	10%
Sports Drinks	715	1,200	2,210	13%
Concentrates	656	1,100	1,275	3%
Energy drinks	418	700	1,075	9%
Total	**16,559**	**27,770**	**41,010**	**8%**

Source: Technopak Analysis, Secondary Research

Coca-Cola, PepsiCo, Parle Agro and Dabur are the leading Packaged Beverage companies in India

Coca-Cola, PepsiCo, Parle Agro and Dabur are the major packaged beverage companies in India. Coca-Cola is India's largest Packaged Beverage company and has a 26% market share of all Packaged Beverages Maaza, a Coca-Cola product is the market leader in Juice segment with a market share of almost 24%, followed by Frooti, a Parle Agro product with a market share of about 17%.

Brand Shares in Packaged Beverage subcategories FY 2020



Packaged Beverage market was impacted during pandemic in FY21. However, the market is witnessing recovery

Packaged beverages showed a marginal dip in growth since the 1st quarter of FY21 due to the pandemic. The decrease in growth was steepest in carbonated beverages, due to lock-down restrictions, decline in sales through HORECA and health perception driven reason. There was marginal increase in in-home consumption. The highest growth in the packaged beverage segment is expected to from the sports drinks and juices segment, which are expected to grow at 13% and 10% respectively over the next 5 years. While approximately 45% of sales in pre-COVID times were through institutional channels such HORECA, hospitality, aviation, travel etc; this has fallen to 35% in 2020 post-COVID.

Market Segmentation

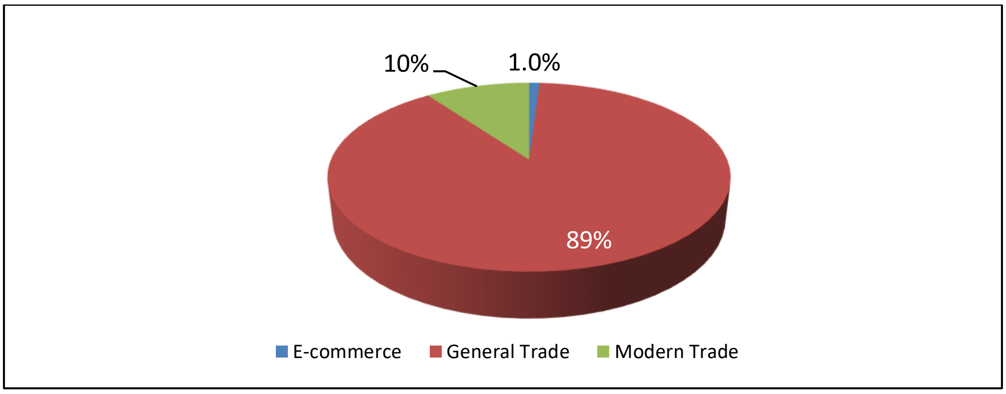
Segmentation by Type

Segmentation by Distribution Channel

~90% of the Packaged Beverage sales happen through General Trade

Distribution of packaged beverages is driven by the traditional formats. E-commerce channels contributes ~1% of the total retail market. Post COVID-19, there has been a temporary disruption in distribution with companies aiming to expand their e-commerce presence to sustain sales.

Packaged Beverage market segmentation – by Distribution channel

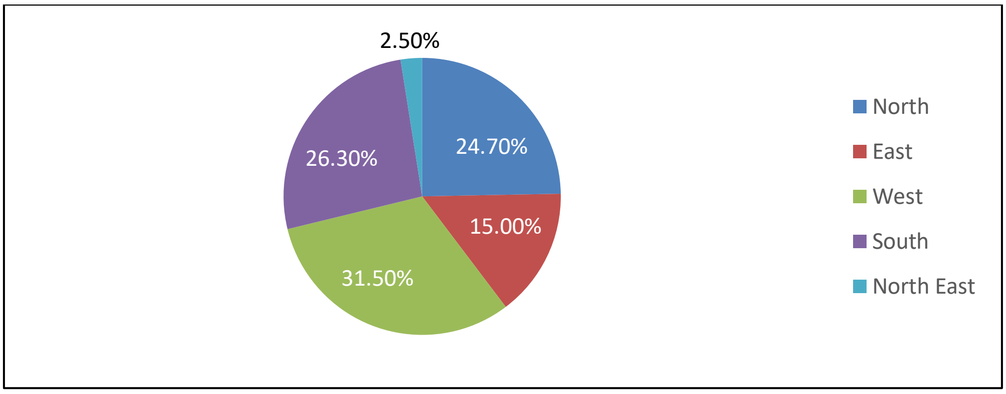


Source: Technopak Analysis

Segmentation by Geography

Western Indian regions followed by Southern regions have the highest share of packaged beverages sales in India

Packaged Beverages market segmentation – by Geography



Source: Technopak Analysis

Eastern and North Eastern Packaged Beverage Market

Packaged Beverages Market in Eastern and North Eastern regions of India is ~INR 4,800 Cr.

The market size of Packaged Beverage in East and North Eastern region was ~INR 4,860 Cr. in FY2020. It has grown at the rate of 8.3% in the period FY2015- 2020 and is expected to grow at over 10.3% over during FY 2020-2025. Carbonated Beverages category is the largest contributor to sales in the Eastern and North Eastern region of India. The other significant categories are fruit-based drinks and energy drinks. The demand for Packaged Beverages is low in Eastern and North Eastern India due to high share of rural population, low per capita income in urban and semi urban areas, low concentration of population in urban and semi urban cities. Also, supply-chain constraints such as underdeveloped infrastructure, limited retail channels exist which further limits the supply for Packaged Beverages. However, due to the low base of Eastern and North Eastern market, the opportunity for growth in this segment is high and is expected to reach ~INR 7,900 Cr. by 2025.

Size of Packaged Beverage in Eastern and North Eastern India FY 2015 - 2025 (INR Cr.)

	2015	2020	2025*	CAGR (FY 2020-FY2025)
Carbonated Beverages	1,723	2,891	4,189	**8%**
Juices	861	1,444	2,839	**14%**
Sports Drinks	483	210	459	**17%**
Concentrates	115	193	233	**4%**
Energy drinks	75	123	212	**11%**
Total	**3,257**	**4,861**	**7,932**	**10%**

Source: Technopak Analysis, Secondary Research

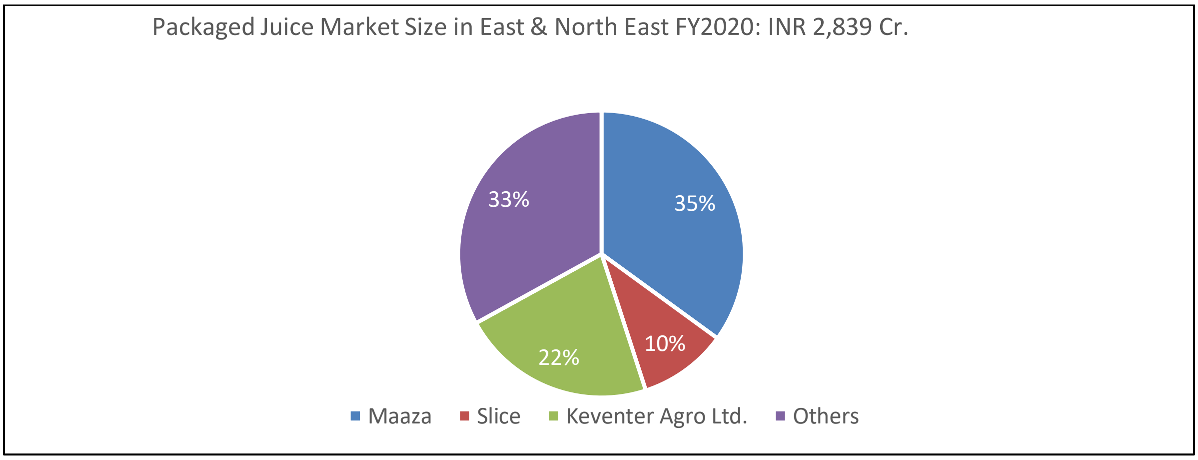
Kolkata Metropolitan Region is the largest market for Packaged Beverages in the East and North Eastern India

According to census 2011, Kolkata is the largest city in the Eastern and North Eastern India in terms of population. It also has the highest private final consumption expenditure and the highest urban population in East and North East India. Apart from Kolkata, the state of Bihar followed by Jharkhand and North Eastern region contribute to the sales of packaged beverages specially carbonated segment.

Keventer has ~22% share of Packaged Juice and Fruit-based beverages market in East and North East India

In FY 2020, Keventer Agro Ltd. has a share of 22% in the Packaged Juice and Fruit based beverages market in East and North East India, through franchised distribution of brands such as Frooti, Appy, Appy Fizz. Frooti brand is a leading player in mango-based beverages and has year-round demand from children and adults alike. It is estimated that by FY 2025, the share of Keventer Agro Ltd. should go up to ~25% owing to improved distribution, increased retail presence and sustained efforts to capture more market share.

Brand Share in Packaged Juice and Fruit Based Beverages market in East and North East India



*Source: Primary and Secondary Research, *Note: Includes Keventer Agro Ltd as a franchisee of Frooti, Appy etc*

North Eastern states have higher demand of fruit-based drinks and juices

It is worthwhile to note that, North Eastern regions have high demand for juices as there is a higher degree of awareness regarding health and nutrition and also concern of one's health. In cities such as Guwahati and Dibrugarh, the sale of fruit-based drinks and beverages is quite high. There is tremendous growth potential for introduction of newer variants in juices and also improve upon the distribution to ensure a wider reach and availability which would further enhance the prospects of juice sales in the North Eastern region.

Distribution strengths of key players in East and North East region

Coca Cola is the largest brand for Packaged Beverages, thus has the highest number of distributors and retail touch points. FMCG companies have typically two types of retail touch points i.e. direct and in-direct. Since East and North East regions are still remote and not connected with mainstream towns and cities, the dependence on distributors is high which is also reflected by the higher number of indirect retail touch points. For the Packaged Beverages product segment, the total number of retail touch points in Eastern and North Eastern states put together is ~5,00,000 (including direct and indirect retail touch points). Coca-Cola and Frooti brands have highest number of retail touch points, i.e. ~2,00,000-2,50,000.

Characteristics of Packaged Beverages in East and North East India

Younger population driving demand for Packaged Beverages

Eastern and North Eastern region of India have high share of literate youths both in urban as well as in rural areas. Their demand and aspirations are almost equivalent to any other populous and prosperous cities in India. The younger population is the major drive factor behind the sales and growth of Packaged Beverages specially colas, sports and energy drinks.

Experience of distribution in Eastern region is the key

The distribution channel in East and North East is mostly traditional barring the few cities. This is mainly due to fact that infrastructure in East is still being developed and some regions stand inaccessible. Hence, it is important for large Packaged Beverage companies to have a localised approach for distribution. Approximately, 95% of the total sales of packaged beverages occurs through traditional retail outlets. This is one of the key reasons companies look for partnering with local and regional distributors especially in East and North East India.

Growth in tourists arrival in East and North East region, led by leisure and culture tourism

Eastern India and North Eastern regions are also a popular travel destination, it is estimated that over 1 Cr. tourists visited the seven North Eastern states put together in FY 2018-2019. There is round the year demand for Packaged beverages and consumers prefer to consume known national brands while they are on a move. All the states in the North Eastern region and also Bihar, West Bengal and Orrisa have stater-run campaigns to promote tourism and thus demand for Packaged Beverages and impulse food products is likely to benefit from the same.

Competitive intensity

The packaged beverage market has intense competition across all its segments. The leading brands, for instance Coco-Cola and Pepsi Co in carbonated beverages; Frooti, Maaza, Slice in fruit-based beverages control the respective segments. The Packaged Beverage market much like the larger Packaged Food market is distribution driven, so the brands which have been around for many years and have invested in a strong distribution network of middlemen, retailers and other sales channels have a definite edge. Nonetheless, there are number of small players, regional brands, private labels (belonging to large modern retailers) and artisanal brands which exist and draw reasonable scale for themselves.

Key Players in the Packaged Beverages subsegments

	Carbonated Beverages	Juices (Fruit-based Drinks)	Energy Drinks	Sports Drinks
National Players				
Hindustan Coca Cola Beverages (Coca Cola India Pvt. Ltd.)	✓	✓	✓	-
Varun Beverages (Pepsi Co India Pvt. Ltd.)	✓	✓	✓	✓
Dabur India Pvt. Ltd.	-	✓	-	-
ITC Ltd.	-	✓	-	-
Keventer Agro Ltd.*	✓	✓	-	-

*Source: Technopak Analysis, Secondary Research; *Note: Franchisee of Parle Agro in East and North-East India*

Opportunities and Challenges

Opportunities

1. There is an opportunity for new-age probiotic beverages to be made available on a large scale, as there is growing demand for such health drinks among millennials.

2. With increasing health awareness among Indian consumers and a desire to lose or maintain weight, players in the soft drinks industry will need increasingly focus on offering 'Diet' versions of Carbonated Beverages and '100%, no added sugar' in juices and fruit-based drinks.

3. The introduction of non-cola carbonated drinks is also widely appreciated by the customers. Appy Fizz, a Parle Agro product, is a well-known brand in Non-cola aerated beverages. Recently, Bisleri also launched a new product- Bisleri Fonzo in the non-cola carbonated drinks segment.

4. There is a rise in popularity of traditionally flavoured drinks and consumers view them as a healthy alternative For e.g. Nimbu Paani, a traditional Indian drink is being sold in packaged form.

Challenges

1. One of the biggest challenges of packaged beverages industry is their entry into the rural market, which forms about 70% of the total population. The purchasing power in most rural areas is below the national average, and the infrastructural limitations pose a severe challenge for the packaged beverage industry.

2. Consumers opting for fresh juices from organized and unorganized sector also pose a severe threat to the Packaged Juice and other fruit-based beverages.

Eastern and North Eastern Packaged Water Market

Packaged Water is >INR 1,000 Cr. market in East and North East region

The market size of Eastern and North Eastern Packaged Water was INR 1,700 Cr. in FY2020. It has grown by 10% over the last 5 years and is expected to grow 11.25% over 2020-2025 to INR 2,900 crores. The contribution of Eastern and North Eastern Region to the total Packaged Water market is about 10%. This is due to the various factors of which overall low population base is one of the key factors. Other factors include low per capita income in East and North Eastern and lack of business and economic activity in key cities apart from Kolkata.

Exhibit 29: Size of Packaged Water Market in Eastern and North Eastern India

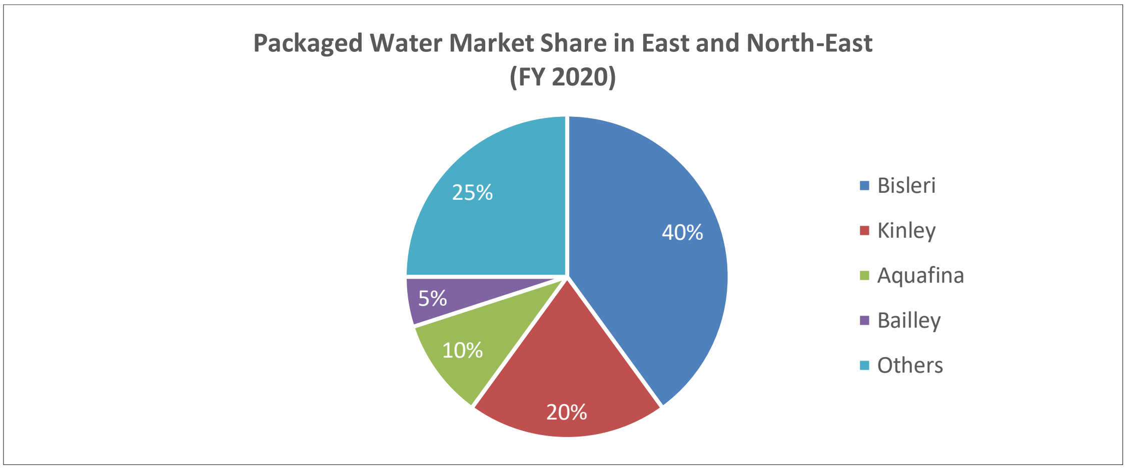
	2015	2020	2025*	CAGR (FY2020-FY2025)
Packaged Water	600	1,700	2,900	11%

Source: Technopak Analysis

Among National Players, Bailley has 5% share in Packaged Water market in East and North East India

Bailley is a relatively newer brand of packaged water to be introduced in the Eastern and North Eastern region, Keventer Agro Ltd. is the franchisee of Bailley in East and North East regions of India. Bailley is expected to grow faster in the regions given the expertise and distribution strengths of Keventer Agro Ltd and is expected to have a market share of 5% share of the Total Packaged Water market held by national brands in the East and North East regions.

Exhibit 34: Brand Share in Packaged Water in East and North East India FY 2020



*Source: Primary and Secondary Research, *Note: Includes Keventer Agro Ltd as a franchisee of Bailley*

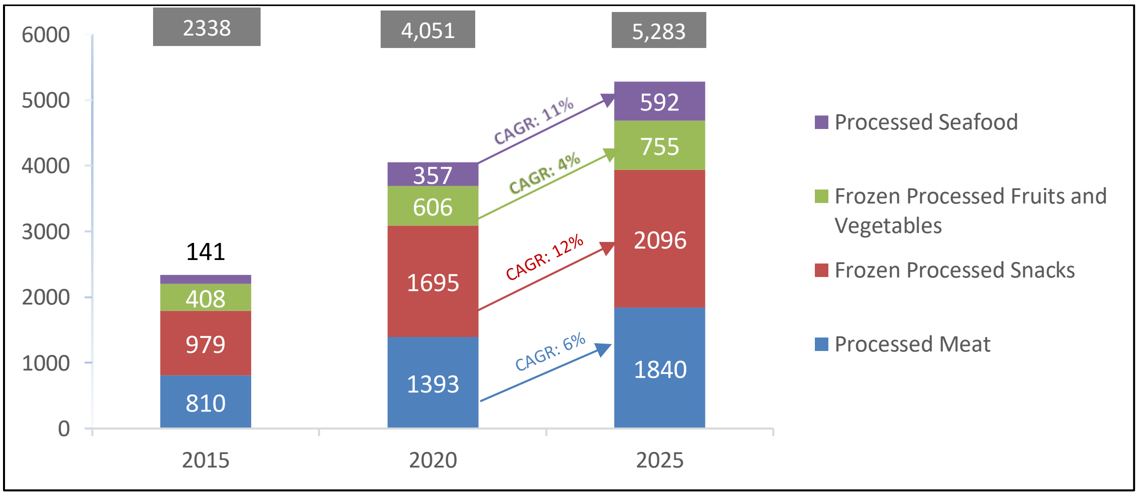
Overview of Packaged Frozen Food in India

Packaged Frozen Food Market in India

Packaged Frozen Food in India worth ~INR 4000 Cr.

The market for Packaged Frozen Food in India was worth INR 4051 Cr.in FY2020. The market size has grown at ~ 12% over the past 5 years. Frozen Processed Snacks has the highest contribution which is close to 41% of the total packaged frozen food market in India followed by Processed Meat with over 34% contribution, Processed Frozen Fruits and Vegetables with ~14% contribution and Processed Seafood with ~8% contribution. The overall Packaged Frozen Food market in India is expected to grow at 8.9% CAGR over the next 5 years.

Market Size of Packaged Frozen Food in India FY 2015 - 2025 (INR Cr.)



Source: Technopak Analysis

After the initial blip, there was sustained demand for packaged frozen food during Covid-19

Sales of Packaged Frozen Food experience a dip in first quarter of FY21 owing to impact of COVID-19 and driven by rumours and fears that people could contract COVID through chicken consumption. The sales were also hit due to subdued demand from Consumer Food Service Sector. The overall market is expected to grow at 8.9% and the highest growth is likely to come from the Frozen Seafood Segment at 11% over the 5-year period of 2020-25. Another important shift in this industry has been related to the distribution of products, i.e. shift from modern retail and specialty retail to specialized E-commerce platforms.

Segmentation of Packaged Frozen Food market in India

Segmentation by Branded and Un-Branded

50% sales of Packaged Frozen Food market in India comes from Institutional segment

Almost 50% of the packaged frozen food market is contributed by institutional segment which consist of consumer food service, HORECA, and other direct consumption channels. The remaining 50% of frozen food segment is sold to end consumers.

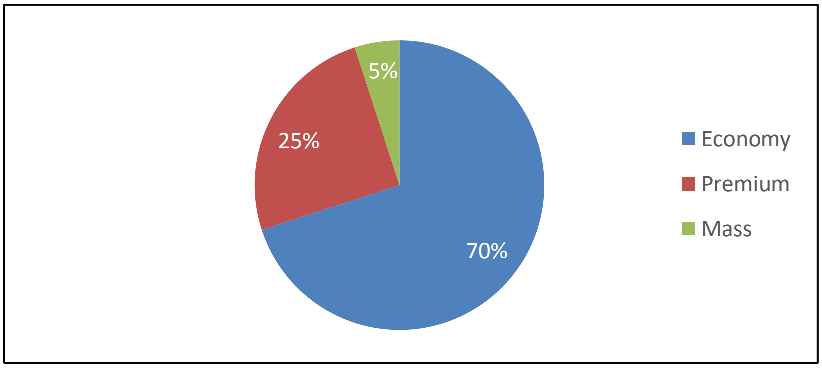
Segmentation by Type

Price Based Segmentation

70% of the sales of Packaged Frozen Food is contributed by the economy segment

The Packaged Frozen food market is divided into economy and premium segment. Processed Meat, Processed Seafood and some of Processed Snack brands are in the premium segment as they use premium quality raw materials, superior processing and packaging compared to brands in the economy segment.

Market segmentation of Packaged Frozen Food – by Target segment



Source: Technopak Analysis

Segmentation by Distribution Channel

Modern retail and Grade A+, A traditional stores driving sales on Packaged Frozen Food. Retail channels with chillers and interrupted supply of electricity can support sales of Frozen Food.

Modern retail formats, Grade A traditional stores, speciality meat stores are key distribution channels for sales of Packaged Frozen Food. Since a certain temperature must be maintained, Packaged Frozen Food is usually retailed through stored which have chillers/freezers and required throughput in terms of sales.

Market segmentation of Packaged Frozen Food – by Distribution channel

Packaged Frozen Food	2020
Brick & Mortar Retail	**88%**
Modern Retail Formats	*28%*
Cash & Carry and Hypermarkets	3%
Supermarkets	12%
Specialty Retail	13%
Traditional Retail Formats	*60%*
Grade A+ and Grade A stores	50%
Grade B & C and Small Kirana	10%
E-commerce	**12%**

Packaged Frozen Food	2020
Online Grocers	8%
E-marketplace	4%
Total	100%

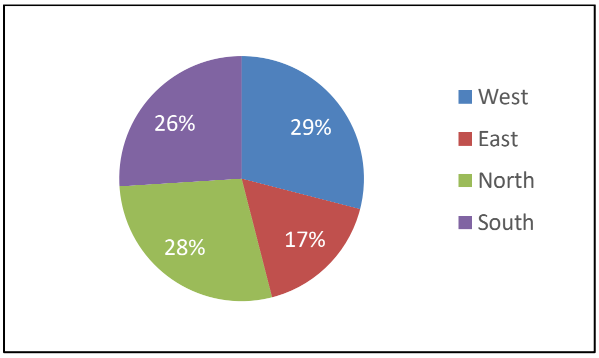
Source: Technopak Analysis

Segmentation by Geography

West India, followed by North India are the key regions for sale of Packaged Frozen Food

West India is the biggest market of consumption for Packaged Frozen Food, followed by North and Southern regions. East and North East region are relatively underpenetrated in terms of modern retail, and Grade A grocery stores and thus lack the adequate infrastructure for presence of frozen food.

Market segmentation of Packaged Frozen Food – by Geography



Source: Technopak Analysis

Packaged Frozen Food in East and North East India

Packaged Frozen Food in East and North East India amounts to ~INR 406 Cr.

The market size of Packaged Frozen Food in the Eastern and North Eastern region was INR 406 Cr. in FY2020. It is expected to grow ~9% over the 5-year period from 2020-2025. Processed Snacks segment is the largest contributor to sales in the Eastern and North Eastern Packaged Frozen Food market, followed by Processed Meat, Frozen Processed Fruits and Vegetables and Processed Seafood.

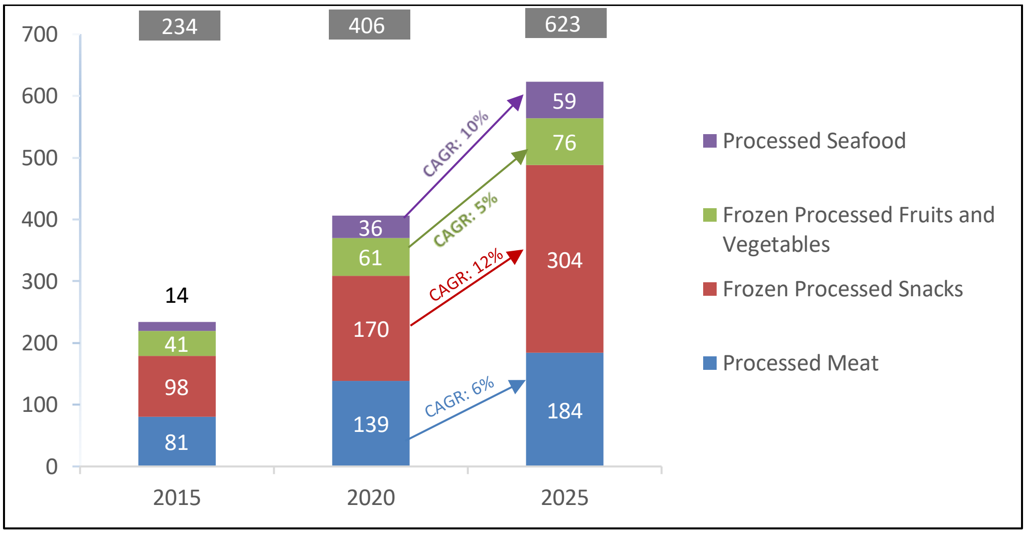
Market Size of Packaged Frozen Food in East and North East India in FY2015 - 2025 (INR Cr.)

	2015	2020	2025*	CAGR (FY 2020-FY 2025)
Processed Seafood	14	36	59	10%
Processed Fruits and Vegetable	41	61	76	5%
Processed Snacks	98	170	304	12%
Processed Meat	81	139	184	6%
Total	**234**	**406**	**623**	**9%**

Packaged Frozen Food segment to cross sales of INR 623 Cr. by year 2025

The Packaged Frozen Food market is growing strong in the East and North East regions and by 2025 it is expected to reach INR 623 Cr. The market for Frozen Snacks itself is expected to cross sales of INR 300 Cr. which would be the largest segment within overall Packaged Frozen Food and Processed Meat will be worth INR 184 Cr. by 2025.

Segments of Packaged Frozen Food in East and North East India FY 2015 - 25 (in INR Cr.)



Source: Technopak Analysis

Kolkata Metropolitan area is the largest market for Packaged Frozen Food

Packaged Frozen Food require a certain kind of infrastructure i.e., deep freezers which is only available at modern retailers, select traditional retailers (Grade A), specialty stores and other similar premium retail channels. The penetration of Frozen Food in East and North East Indian is thus limited as the retail channels are still traditional in nature. Kolkata is the largest market for Packaged Frozen Food in the East and North Eastern region, followed by Guwahati, Patna, Ranchi.

Key Players in Packaged Frozen Food Segment (East and North East India)

National Players such as McCain, Mother Dairy, Godrej Tyson are present in the Eastern and North Eastern India. There are very few regional players in Packaged Frozen food segment in the East and North-East region as the market and demand for Frozen Food has so far been limited. Regional players such as Keventer Agro Ltd. is one of the popular brands of Packaged Frozen Food having presence in all key sub-segments of Frozen food.

Key Players in the Packaged Frozen Food segment (in East and North-East India)

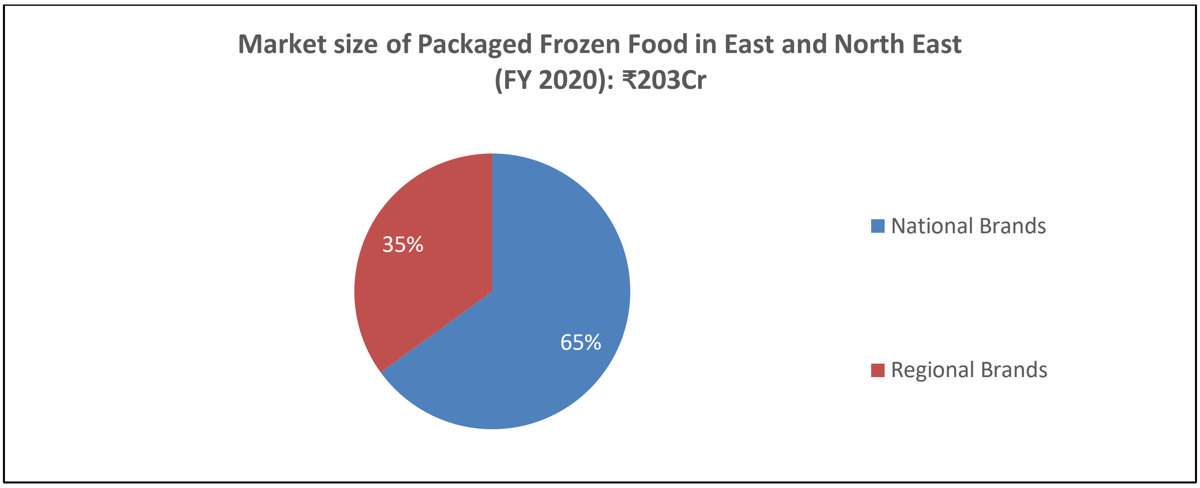
Parent Company	Brand Name	HQs	East and North-East presence
McCain Food Pvt. Ltd.	McCain	Delhi	Pan India including East and North-East
National Dairy Development Board	Mother Dairy (Safal)	Anand	Pan India including East and North-East
Godrej Tyson Food Ltd.	Yummiez	Mumbai	Pan India including East and North-East
Venky’s India Pvt. Ltd	Venky’s	Pune	Pan India including East and North-East
Keventer Agro Ltd.	Keventer	Kolkata	East and North-East India
Sirius Food Pvt Ltd	Tasty Fresh	Noida	East and North-East India

Source: Secondary Research

Mc Cain is the leading brand in Packaged Frozen Food

Mc Cain is the leading brands of Packaged Frozen Food, especially in the Packaged Frozen Snacks. Mc Cain has built a very strong distribution and retail channel for its products across East and North Eastern regions. Mc Cain is very strong in the B2B and institutional sales specially for frozen snacks such as Potato Fries. Other national brands which have sizable presence in the East and North east include Yummiez, Safal etc.

Brand Shares in Packaged Frozen Food East and North East FY 2020

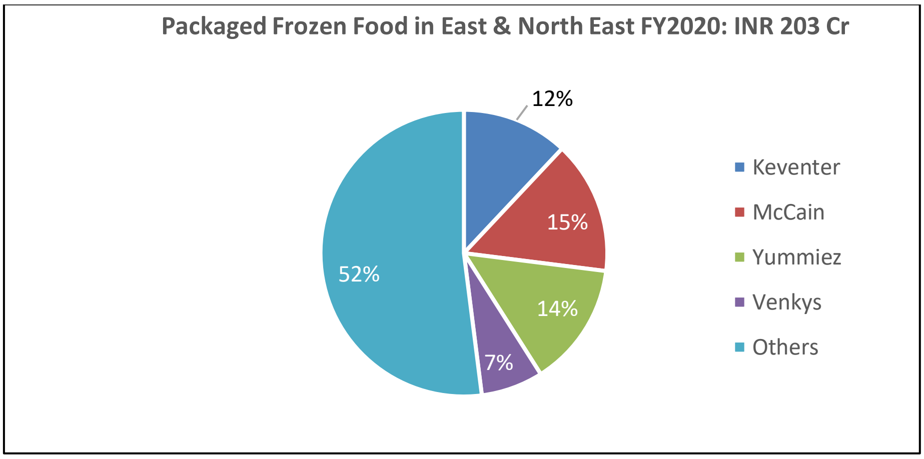


Source: Primary and Secondary Research

Keventer Agro has ~12% share of Packaged Frozen Food market in East and North East India, expected to double its share by 2025 to ~20%

Keventer Agro Ltd has a share of ~12% in the Frozen Packaged Food market in the East and North East India, expected to be ~20% by FY 2025. Keventer Agro Ltd. has strong distribution capabilities and retail network in the region which helps their products to be on the shelf of most of the modern retail and relevant traditional retail counters across West Bengal and other key cities of East and North East India. Keventer Agro is thus expected to grow faster than other brands operating in the same space.

Brand Share in Packaged Frozen Food in East and North East India



Source: Primary and Secondary Research

Keventer Agro has emerged as a leading regional brand in Packaged Frozen Food

Since distribution is the key to growth, regional brands offering Packaged Frozen Food have also gained significant traction in the region. Keventer Agro Ltd offers complete range of Packaged Frozen Food and is widely available in Kolkata Metropolitan region. As the penetration of modern retail will improve, categories reliant on modern trade channels will gain access and their reach to a larger audience.

Characteristics of Packaged Frozen Food in East and North East India

Entry level, trial packs more popular in East India compared to bulk packs

Owing to lower than national average discretionary incomes and low adoption of Packaged Frozen Food in general, players in this segment more on small packs with entry level pricing to induce trial amongst their target audience. Bulk packs have negligible sales except from Kolkata and Guwahati.

Increasing urbanization and rising incomes could lead to higher demand of Frozen Food in east and North East region

The pace of urbanization and migration of people from rural to urban areas, largely impacts the consumption of Packaged Food and Beverages in the country. In the Eastern part of India, still a significant share of population resides in rural areas and small towns which are not well connected to the big towns and cities. As people migrate from rural to urban regions and their incomes improve, the demand for higher order goods and service which includes Frozen Food as well, will improve.

Improvement in infrastructure and development of modern retail is the key to growth of Packaged Frozen food in East and North East regions

The current infrastructure in terms of accessibility throughout the East and North East regions is still a challenge for most national brands. As the retail channels evolve with a corresponding rise in consumer incomes in these regions, the market for products such as Frozen Food will witness a high growth in East and North East regions.

Frozen Non vegetarian products and vegetables can potentially drive future demand

As of now, Packaged Frozen Snacks have the highest share of contribution to the sale of overall Packaged Frozen Food, potato-based snacks such as French Fries is fastest selling product Frozen Food space. However, non-vegetarian products, sea-food, frozen meals, etc have good potential since Eastern region also has one of the highest share of non-vegetarian population in India.

Competitive Intensity

There are significantly high entry barriers for new entrants in the Packaged Frozen Meat and Seafood segments because most players are vertically integrated to a large extent and competing with them on cost for a new entrant is challenging.

The biggest players in the segment are Godrej Tyson and Venky's. Venky's has around 40 plants across 12 states, which include commercial farms, processing plants, etc. Venky's even has its own retail stores where its products are sold. With the entire supply chain being vertically integrated, it becomes difficult for new players to enter the frozen processed meat market at competitive prices. However, there is threat to the big players in the Packaged Frozen Vegetable segment. Market leaders such as McCain have shown nominal growth, whereas small players with negligible market share have grown well over the past few year. Keventer Agro Ltd. is one of the fastest growing Regional brand with presence in Eastern and North eastern India competing with National players. Similarly, other smaller and regional players, compete on price and offer basic (fast moving) SKU's only.

Key Players in the Packaged Frozen Food – presence by sub segments

	Frozen Meat	Fruits and Vegetables	Processed Snacks	Frozen Seafood	Meals
National Players					
Mother Dairy Pvt. Ltd. (Safal)	-	✓	✓	-	-
McCain Food Pvt. Ltd. (McCain)	-	-	✓	-	✓
Godrej Tyson Food Ltd. (Yummiez)	✓	-	✓	-	✓
Venky's India Pvt. Ltd.	✓	-	✓	-	✓
ITC (ITC Masterchef)	✓	-	✓	✓	
Keventer Agro	✓	✓	✓	✓	✓

Source: Technopak Analysis, Secondary Research

Opportunities and Challenges

Opportunities

1. Indian Frozen food segment has come a long way, from selling just French fries and potato wedges to selling Ready to Cook meals. This market would continue to grow especially by government schemes such as Integrated Development of Horticulture and Pradhan Mantri Kisan Sampada Yojana (PMKSY) that provided financial support for building and enhancing new cold storage facilities in India.

2. Along with traditional frozen products such as potato based, cold cuts; introduction of *Traditional Indian products* such as kebabs, paratha, samosa etc has drawn the attention of not just upper income groups but also a wide audience such as middle-income groups to patronize frozen food. A deep product portfolio is an important strength to build presence in the frozen food market. At present only few players offer wide range across vegetarian and non-vegetarian options.

3. At-home consumption of all types of Packaged Frozen Food will further provide more opportunities to the frozen food brands to expand their presence beyond the top cities and focus on semi-urban areas.

4. In the second quarter of 2020 there was a sharp rise in demand for frozen meat and seafood, as consumers moved from fresh cut meat to packaged meat due to hygiene and safety concerns. With increasing concerns about hygiene during the ongoing pandemic, companies can market frozen food products as a hygienic alternative to fresh meat and vegetables.

5. The vast gap between our present per capita consumption (65 eggs and 3.9 kgs of meat – prior to outbreak of Covid-19 pandemic) and National Institute of Nutrition (NIN) recommended level (180 eggs and 11 kg of meat) offers growth potential for poultry industry.

Challenges

1. Lack of infrastructure of cold storages will hamper penetration into rural areas. Most players do not have own cold storage and cold-chain led supply chains which acts as a deterrent for growth.

2. Competition is very high, number of new brands are entering in the Packaged Frozen Food segment, digital first (E-commerce driven brands) have made an impact specially in the meat and seafood segment of frozen food.

Overview of Packaged Snacks Retail in India

Packaged Snacks Market in India is worth INR 42,230 Cr.

The market size of Packaged Snacks in India was INR 42,230 Cr. in FY20. The market size is expected to grow by almost 9% in 5 years. Salty snacks contributed close to 58% of the total packaged snacks market in India followed by savoury biscuits contributing to around 13%, nuts contributing to 7%, and popcorn contributing to around 1%.

Overview of Fresh Dairy Segment

Share of Private dairies in the organised dairy sector is gradually increasing

Private dairies currently are ~ 50% by value of organised dairy sector. Private dairy such as Dodla Dairy, Hatsun Agro Products Ltd., Heritage Food and Milky Mist in South India; Parag Dairy in West India; Kwality Dairy in North India and Keventer Agro Ltd. (Metro Dairy), Red Cow in Eastern part of India have managed to grow well and achieve leadership position in their respective markets.

Market Size estimations for East and North-East

Packaged Fresh Milk market in East and North-East India is ~INR 5900 Cr.

The total market size for Fresh Dairy in the East and North Eastern region is expected to be around INR 5,846 Cr. for FY 2020. There are both demand and supply-side constraints for a relatively low market size of fresh dairy products in these regions. The demand side constraints include a high share of rural population, low capita income in urban and semi-urban towns and cities and an overall low population in urban cities in East and North-East regions. Supply chain constraints are underdeveloped infrastructure and retail channels which limit availability of fresh dairy (in packaged form) since fresh products require chillers and freezers throughout supply-chain and at the retail channel level as well. Lastly, Eastern and North Eastern regions are milk deficit in terms of production and have least per capita consumption compared to other regions of India. However, the low base of the market gives ample opportunity for growth and the Fresh Dairy market is expected to reach INR 10,591 Cr. by the FY2025, growing a CAGR of 12.6%.

Market Size of Fresh Dairy in East and North-East India (In Rs Cr. for the FY 2020)

Total Market Size of Fresh Dairy in East and North East India (In INR Cr.)			
	2020	**2025 (E)**	**CAGR**
Fresh Milk (Sold in packaged form)	5,358	9,359	12%
Fresh Yogurt and Yogurt Based Products*	463	1,159	20%
Fresh Packaged Paneer	25	73	24%
Total	**5,846**	**10,591**	**13%**

Source: Technopak Analysis,

**Note: Estimate only*

Kolkata Metropolitan region contributed almost 50% of the Fresh Dairy market in the East and the North-East region

Kolkata is the largest market for fresh dairy consumptions contributing to about ~50% of consumption of packaged fresh dairy in the East and North East India. Other cities such as Durgapur, Asansol and Siliguri are also key contributors to the fresh dairy market in the region contributing to approximately 2%, 5% and 3% respectively. In the North Eastern market, Guwahati has the highest contribution as a city form North-Eastern region, with a share of ~4% of the total market of fresh dairy in the East and North East regions. Agartala and Aizawl are urban states which has presence of few fresh dairy brands.

Fresh Dairy Market Size Estimation for East and North-East Indian cities (for FY 2020)

	Major City	Packaged Fresh Milk (INR Cr.)	Fresh Yogurt (INR Cr.)	Fresh Paneer (E)
Eastern Region	Kolkata	2518	262	-
	Durgapur	105	11	-
	Asansol	224	23	-
	Siliguri	126	13	-
	Midnapur/Kharagpur	36	4	-
	Ranchi	192	20	-
	Patna	306	32	-
	Total (Eastern)	**3506**	**364**	**20**
North Eastern Region	Guwahati	245	9	-
	Imphal	26	3	-
	Shillong	7	1	-
	Agartala	20	4	-
	Gangtok	5	1	-
	Aizawl	15	3	-
	Dimapur	9	1	-
	Total (North Eastern)	**327**	**22**	**5**
	Others (other cities in East and NE)	**1525**	**77**	
	Total East and Northeast*	**5358**	**463**	**25**

Source: Technopak Analysis and Secondary Research, Note: for key cities mentioned above, Other cities include rural and semi urban areas of East and North East India.*

Market Size of Packaged Fresh Milk in East and North East India (by Volume)

Eastern and North Eastern market has an overall Fresh milk requirement of around 30.47 Lakh Litre per day and 2.14 lakh Litre per day respectively. Thus, the total Fresh milk demand in the Eastern and North Eastern regions of India is around 32.61 Lakh Litre per day. Out of these 32.61 Lakh litre per day, large National Dairy Cooperatives Like Amul, Mother Dairy, etc. and State Dairy Cooperatives such as Gomati Cooperative Milk Union Ltd., Dimapur District Cooperative Milk Producers Union Ltd., etc cater to around 75% of the total demand. The rest 25% of the fresh milk demand is supplied for by the Private Dairy players.

Market Size of Fresh Packaged Milk in East and North-East India by Volume

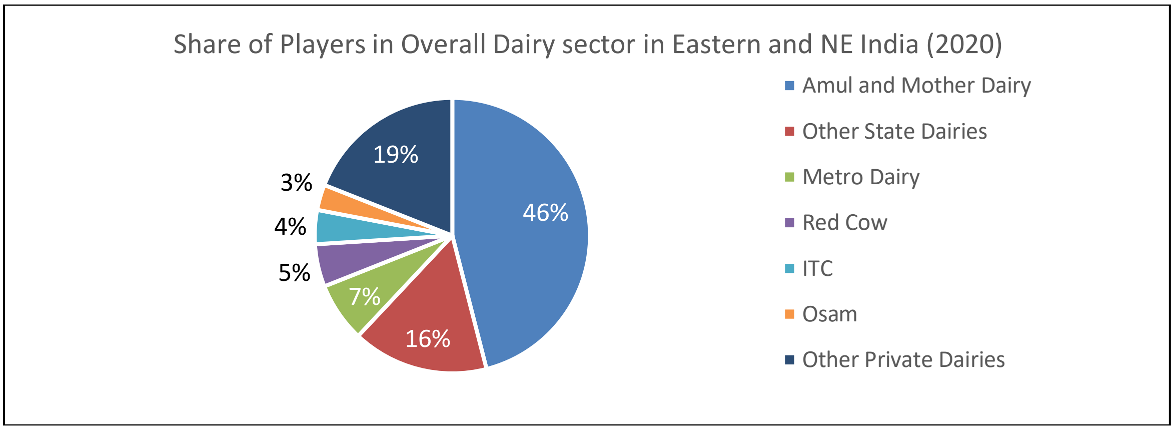
Region	Fresh Milk capacity (Litres/day)
East India	30.47 Lakhs
North East India	2.14 Lakhs
Total	32.61 Lakhs

Source: Technopak Analysis and Secondary Research

Metro Dairy Is the largest private dairy in Packaged Fresh Milk Market having about 6-7% share in Eastern and North Eastern regions

Amul and Mother Dairy are leading dairy cooperatives in Eastern and North Eastern regions, commanding a high share of 46% in the Total Packaged Fresh Milk market. The state dairy cooperatives experienced low growth in past one decade, due to certain inefficiencies in their procurement and distribution operations. The share of state dairy cooperatives is 16% and private players hold a 19% share in the market.

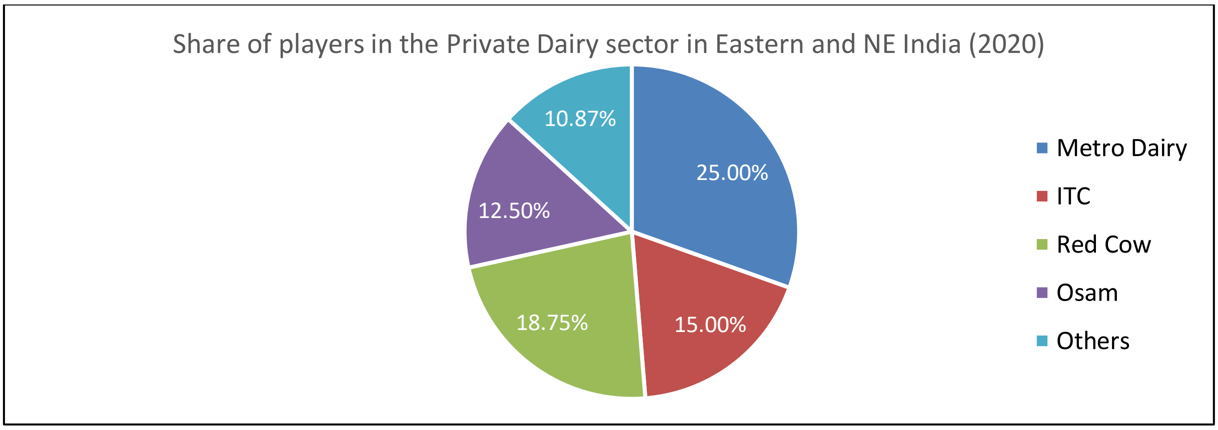
Share of Players in Dairy sector in East and North East India (2020)



Source: Technopak Analysis and Secondary Research

Within the private sector dairy business in the Eastern and North Eastern India, Metro Dairy (Keventer Agro Ltd.) has 25% share by volume, Red Cow also has a volume like that of Keventer Agro Ltd., followed by ITC (which is a relatively newer player) and Osam.

Key Private Players in East and North East India



Source: Technopak Analysis and Secondary Research

Key players in the Packaged Fresh Dairy segment (East and North-East India)

Private dairy players such as Metro Dairy and Red Cow have a significant share in the fresh dairy market in East and North East India

There is sizeable presence of state dairy co-operatives, national dairy co-operatives and private players operating in the fresh dairy segment in the East and North East regions. Historically the production and consumption of milk and other dairy products has been low in the East and North-East part of India, however entry of private dairy players such as Metro Dairy, Red Cow, Thacker Dairy and few other have led the growth of dairy market in the East and North-East regions of India. At an overall level, East India especially West Bengal is a milk deficit region.

Key Players in the Packaged Fresh Dairy segment (in East and North-East India)

Parent Company	Brand Name	HQs	East and North-East presence
National Dairy Cooperatives			
Gujarat Co-operative Milk Marketing Federation Ltd.	Amul	Anand	Pan India including East and North-East
National Dairy Development Board	Mother Dairy	Noida	Pan India including East and North-East
Eastern State Dairy Cooperatives			
West Bengal Cooperative Milk Producers Federation Ltd	Ben's	Kolkata	West Bengal
Bihar State Milk Co-Operative Federation Ltd.	Sudha	Patna	Bihar
Jharkhand Milk Federation	Medha	Ranchi	Jharkhand
Private Dairy Companies in East and North Eastern India			
ITC	Aashirvaad	Kolkata	Bihar, West Bengal

Parent Company	Brand Name	HQs	East and North-East presence
Keventer Agro Limited	Metro Dairy	Kolkata	West Bengal
Red Cow Dairy	Red Cow	Hooghly	West Bengal, Jharkhand, Assam
Osam	Osam	Jharkhand	Jharkhand, Bihar
Thacker Dairy	Thacker	Howrah	West Bengal
Prabhat dairy	Prabhat	Mumbai	West Bengal, Bihar, Jharkhand, Odisha, Sikkim, Assam

Source: Secondary Research

Characteristics of Fresh Dairy in East and North-East India

Low per capita consumption compared to national average

East India and North Eastern region of India are milk deficit regions in terms of production and per capita availability of fresh milk. The national per capital availability of fresh milk per day is ~415 grams, whereas most of the East and North East regions are under 200 grams and some states have less than 100 grams availability of fresh milk per day. However, the Eastern and North Eastern regions are now on a strong growth path and fresh milk market is also growing at a high CAGR of ~13% and soon likely to catch up with other regions.

Private Dairy players have higher share of the fresh dairy market

In the Eastern region, private dairy companies such as Metro Dairy, Red Cow, Thacker Dairy has been able to exhibit much stronger growth compared to the state dairy cooperatives. The private dairy companies have invested in the supply chain, logistics and distribution ensuring reach and availability of products on a uniform basis. This is slight contrast from some other regions such as North India where dairy cooperatives such as Amul, Mother Dairy, Vita, Verka etc have very strong foothold and private dairies have relatively struggled.

Experience of distribution in Eastern region is the key

Distribution is key to success in F&G business, and it is furthermore so when it comes to Eastern India. Localised approach and deep understanding of the regions gives an edge to the players who have originated from this region itself, for instance, Metro Dairy has scaled rapidly in last five years in dairy and other fresh segments. On the other hand some of the large MNC's including Nestle, Britannia etc have not been able to succeed with their dairy products in the Eastern region.

Distribution Strengths of players in Fresh Dairy segment

Success in fresh dairy business is largely dependent on the strength of distribution.

Dairy is a well-established industry and is a significant contributor to the overall consumption basket of an average Indian consumer. The national dairy co-operatives have strong presence in all towns and cities throughout the country. Amul and Mother Dairy are present in large parts of the country. State dairy co-operatives have presence in a particular state and they primary operate own milk booths and parlours for dispensing of milk and sale of other dairy products. The private dairy players also have a regional presence but not as much state specific. In the East and the North-East region, players such as Metro Dairy, Red Cow, Osam, Thacker Dairy are very popular and equally preferred by consumers. Players like Metro Dairy (Keventer Agro) have a strong distribution network which had helped in capturing significant market.

Distribution strengthen of players in the Dairy segment (in East and North-East India)

Brand	Number of distributors in the East and North-East region	Overall Presence (Retail/Distribution)
Amul	~2000	10000+ Distributors Pan-India
Mother Dairy	~1000	3000+ Exclusive Retail points Pan-India
Ben's	-	-
Sudha	258	-
Aashirvaad	~1000-1200	-
Red Cow	225	-
Metro Dairy (Keventer Agro)	~1000	25000 Retail touchpoints
Osam	320	-
Milk Magic	-	4000 Distributors Pan-India
Thacker	103	-
Prabhat Dairy	-	1375 Distributors Pan-India

Key Success Factors for Packaged Fresh Dairy Segment and Future Outlook

India has always focused only on cow and buffalo fresh milk and their products. In the future, niche dairy products like flavoured milk, fortified milk, camel and goat milk apart from already popular cow milk. Premium and organic variants are likely to contribute higher share to total packaged milk market. Also, as people shift from loose milk to packaged milk, the packaged milk market is likely to gain more prominence in the overall dairy segment. Increased awareness among consumers has caused consumers also to adopt healthier alternatives – organic milk, premium milk, single source milk. In case of other packaged fresh dairy product such as yogurt and paneer, the market holds a lot of potential since the penetration of these fresh packaged dairy products is very low.

- ***Investment in Technology*** – Companies can manifest technologies to gain a competitive advantage. Big Data Analytics can be used to predict consumer buying patterns and help in Inventory management. Artificial Intelligence can automate farmers' processes such as milking, tracking cattle health, managing cattle traffic, etc. Biotechnology helps with disease resistance, artificial insemination, scientific feeding of cows, etc.

- ***Marketing Plan*** – Due to the enormous scope in the dairy segment, many new players are entering the market, leading to increased competition. Government policies and incentives for foreign investment in the dairy sector will likely drive up the number of foreign players in the market. Hence, a distinguished brand image and marketing plan can help secure a company's market share. It would also help the company gain the first-mover advantage in this changing landscape.

- ***Diversifying Portfolio Mix*** – With an increased demand for value-added, nutritional, innovative dairy products, most dairy players are eyeing to produce and innovate such products. Hence, to remain competitive, a dairy company needs to diversify its product portfolio. Constant product innovation is necessary to satisfy the changing consumer requirements. India's growing focus on traditional and regional flavours also increases the demand for specialized products.

- ***Infrastructure Augmentation*** – To cater to the increasing consumption of milk products, milk procurement will need to increase. Robust distribution networks, cold chain storage, and infrastructure for processing milk are critical factors required to expand or grow an existing dairy business.

- ***Increasing Disposable Income*** – Due to the growing number of middle- and higher-income households and rising per capita income, consumption of dairy products is likely to grow. The World Economic Forum projects that high and upper-middle-income groups will grow from 25% in 2019 to 50% of household by 2030. As consumers become more quality-sensitive, demand for healthy and innovative dairy products will also increase.

- ***Urbanization –*** Urbanization is growing at a face pace in India. Increasing population, favourable demographic, raising young and working population will boost demand for value-added dairy products.

Challenges for the Fresh Dairy segment

- ***Poor Conditions of Dairy Farms*** – For most dairy players, the poor condition of dairy farms remains a challenge. Additionally, some farmers have little know-how of quality parameters and best dairy practices.

- ***Shortage of Fodder*** – There is a deficit of fodder in certain states such as Maharashtra, Delhi, and Gujarat. This leads to lower milk productivity of cattle and higher milk prices. The milk productivity of India is 20-60% lower than the global average. One reason for the low availability of fodder is decreasing grazing area because of increasing industrialization.

- ***Susceptibility to Change in Weather Conditions*** – Erratic weather conditions such as prolonged heat pose production challenges. Extended rainfall reduces the availability and consumption of fresh milk, curds, buttermilk, etc. Lower yield increases production costs. Consequently, different weather conditions in another part of India does create pricing differences.

- ***Supply chain and Logistic challenges*** – Due to an inefficient supply chain, there is high cost of transportation thus most dairy companies are likely to concentrate in select states and expand only to a few nearby states.

- ***Livestock breeding issues*** – Indigenous breeds face a threat of disappearance due to excessive crossbreeding for higher milk yield.

Packaged UHT Dairy

Overview of Packaged UHT Milk Dairy in India

Packaged (UHT) Milk in India

UHT Milk market is worth INR 3300 Cr. and growing at strong CAGR of >16%

The Packaged (UHT) Milk (with longer shelf life) market in India stood at INR 3300 Cr. in year FY 2020 and is expected to grow at a CAGR of ~17%. UHT Milk constitutes highest share of Shelf Stable Milk in India, contributing to around 66% of total sales and is expected to grow at a CAGR of 13.3% over the next 5 years. Flavoured Milk Drinks such as Milk Shakes and UHT Lassi is the second largest segment contributing to around ~30% of Shelf Stable Milk market followed by Soy Milk, which is relatively a new segment which contributes to around 4% of Shelf Stable milk sales.

Market size of UHT Milk in India FY 2020 - 2025 (INR Cr.)

Total Market Size of UHT Milk in India FY 2015 - 2025 (In Rs Cr.)				
	2015	**2020**	**2025**	**CAGR (FY 2020-2025)**
Total UHT Milk	1,200	2,170	4,050	13%
- Skimmed & Semi Skimmed (Toned and Double Toned) UHT Milk	990	1,800	3,360	13%
- Full Fat (Standardised) UHT Milk	210	370	690	13%
Milk Shakes & UHT Lassi	355	1,000	2,870	24%
Soy Milk	80	130	225	12%
TOTAL	**1,635**	**3,300**	**7,145**	**17%**

Source: Secondary Research, Technopak Analysis

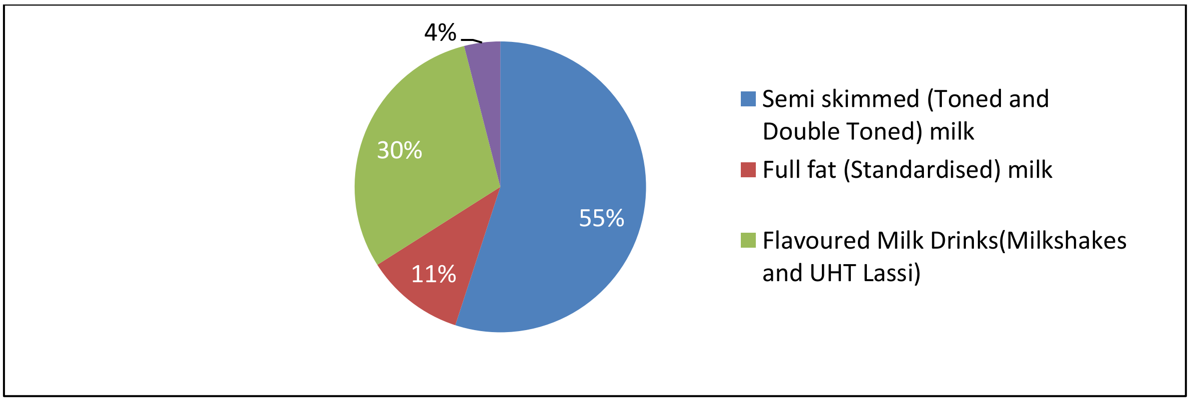
Segmentation of UHT Milk in India

Market Segmentation by Type

Milk Shakes and UHT Lassi are high growth segments, growing at a CAGR of 23%

There are 3 main segments in the Shelf Stable Milk market in India including UHT Milk, Flavoured Milk and Soy Milk. UHT Milk is further segregated into Skimmed & Semi Skimmed Milk (Toned and Double Toned) and Full Fat (Standardised) milk. Semi Skimmed Milk (Toned and Double Toned) makes up most of the market at 83% and is expected to grow at 13.3% annually. Rest of the UHT Milk market is taken up by Full fat (Standardised) milk ~ 17%. There is another segment of Fat-Free Milk (also known as *lite, or Slim*), however the market share of the same is negligible in India as of now.

Market segmentation – by Type



Source: Technopak Analysis

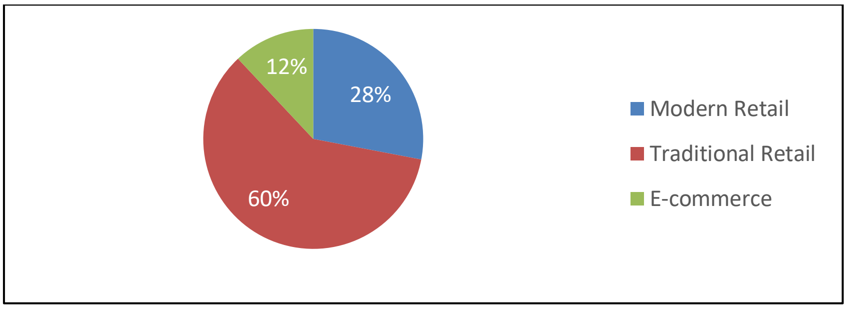
In Packaged Milk segment, Milkshakes is showing phenomenally high growth rate. Many National and Regional brands such as Nestle, Hershey's, Storia, Amul and others have launched various types of Milkshakes and UHT Lassi products. Keventer Agro Ltd. has also launched flavoured Milkshakes and UHT Lassi as a part of their product portfolio. Earlier considered to be a seasonal product, Milkshake and Lassi are now considered to be a healthier drink alternative especially for the kids and young adult's segment. These products are also an alternative to snacks and are a healthier alternative thus growing at a much faster rate.

Market Segmentation by Channel of Distribution

Modern retail channels are key to distribution of UHT Milk

A sizeable portion of Shelf stable Milk sales is through modern retail channels in the Tier 1 and 3 cities. However, since UHT milk is widely available in remote cities, North East and mountainous regions, traditional retail channel is also key to its growth. UHT milk is also widely sold through E-commerce marketplaces and grocery specialists because of the ease of handling and convenience of delivery.

Market segmentation – by Distribution Channel



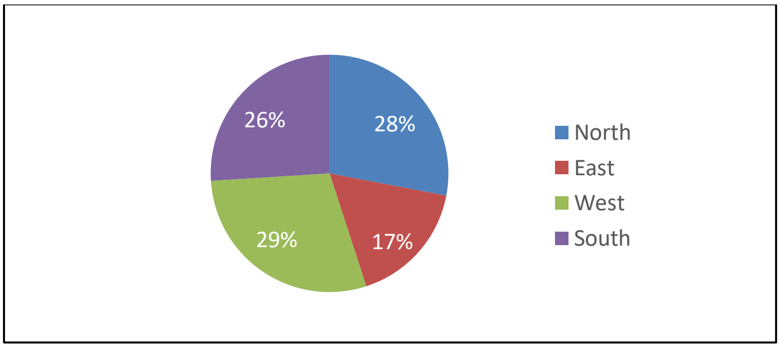
Source: Technopak Research and Analysis

Market Segmentation by Geography

North East India is an important market for UHT Milk as it's a milk deficit region and has traditionally relied on SMP (skimmed milk powder)

The geographical segmentation of the market for Shelf Stable milk products mirrors the larger Packaged Food industry, especially the gourmet and premium products. However, there are certain exceptions for the UHT milk since it has demand from milk deficit regions and from regions which are not well covered by the supply chain of fresh milk.

Market segmentation – by Geography



Source: Technopak Research and Analysis

UHT Milk in East and North East India

North East regions of India are the fastest growing market for UHT Milk

The Eastern and specially the North Eastern region of India are an important market for the shelf stable milk segment. Although there has been significant development in terms of infrastructure and investments in various developmental project, the North East regions are yet to fully integrate with the FMCG supply chain network. The supply chain is specifically weak for fresh dairy products, thus North Eastern region emerges as a key market for UHT milk and other Shelf Stable Milk products. The north eastern regions of India are the fastest growing market for UHT milk.

Shelf Stable Milk market in Eastern and North-Eastern regions FY 2015-25 (INR Cr.)

UHT Milk Eastern and North Eastern India				
	2015	**2020**	**2025**	**CAGR**
Total UHT Milk	180	325.5	713.6	17%
- Semi Skimmed (Toned and Double Toned) UHT Milk	148.5	270	592.0	17%
- Full Fat (Standardised) UHT Milk	31.5	55.5	121.6	17%
Flavoured Milk Drinks	53	150	430.5	24%
TOTAL	**233**	**475.5**	**1,144**	**19%**

Source: Technopak Analysis

Urban-Rural Split in East and North East India

In the UHT milk segment, rural regions contribute ~40% of sales in the North Eastern states. The contribution of rural regions is negligible in other Eastern states is~10-15% since people living in rural areas produce their own milk. Also, UHT milk is expensive for use on day-to-day basis. In urban regions however, UHT milk is popular and fills the gap between demand and supply of fresh milk. UHT milk is also widely used in institutional segments such as hotels, restaurants, tea-stalls, offices etc. as it is easy to store in ambient environment and can be stored for a long time as well.

Key Players in UHT Milk Segment (East and North East India)

Since Eastern and North Eastern are an important consumption markets for UHT milk, milkshakes and other types of shelf stable dairy products, most national brands of dairy industry have a well-entrenched presence in this region. There are some regional players such as Keventer Agro Ltd. who have built good network of distribution in dairy products and counted amongst the popular brands for shelf stable dairy products in the region.

Key Players in the UHT Milk segment (in East and North-East India)

Parent Company	Brand Name	HQs	East and North-East presence
Gujarat Co-operative Milk Marketing Federation Ltd	Amul	Anand	Pan India including East and North-East
National Dairy Development Board	Mother Dairy	Anand	Pan India including East and North-East
Hersheys Ltd	Sofit	Mumbai	Pan India including East and North-East
Parag Milk Food Pvt Ltd	Gowardhan	Mumbai	Pan India including East and North-East
Keventer Agro Ltd.	Keventer	Kolkata	East and North-East India
Karnataka Cooperative Milk Producers Federation Ltd	Nandini	Bangalore	South and East India
Nestle	Nestle a+	Gurgaon	North and East India

Source: Secondary Research

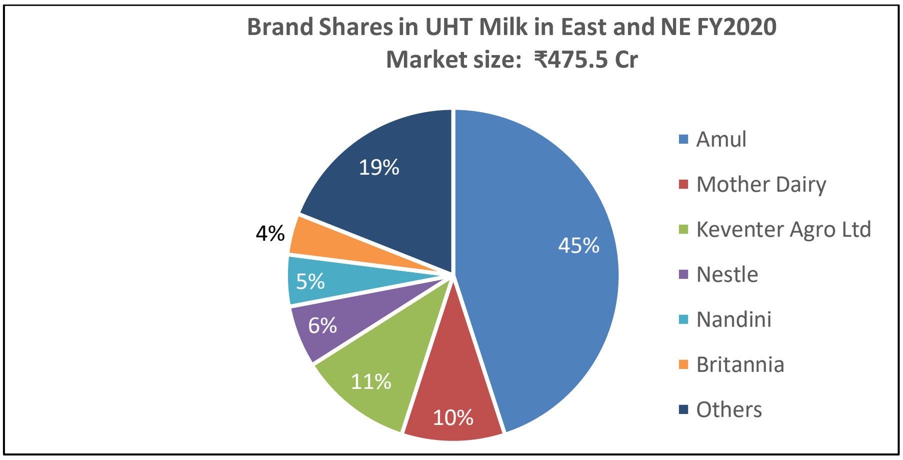
Amul is the leading player in UHT milk segment

Amul has ~45% share in the UHT milk segment (in plain drinking milk products), followed by Keventer Agro and Mother Dairy. Nestle and Britannia though have good brand recall and equity in the UHT milk, their distribution in the East and North East regions isn't adequate. Since East and North are heavily distributor dependent regions, any player in order to gain share in Eastern regions, needs to have strong network of distributors.

Keventer Agro Ltd has ~11% share in UHT Milk market in East and North East India

Keventer Agro Ltd has a strong presence in UHT dairy segment in the East and North East regions of India. Launched in Dec 2018, Keventer Agro Ltd. has been able to capture a market share of 11% by FY2020. UHT milk and products such as Lassi, Milkshakes are fast growing segments and there are other brands too which are likely to launch their products in the East and North Eastern regions. Other leading national brands such as Nestle and Britannia have small share of ~5% as the distribution and reach of these brands are limited.

Brand Share in UHT Milk in East and North East India FY 2020



*Source: Primary and Secondary Research, *Note: Includes Keventer Agro Ltd as a parent company of Metro Dairy*

Private Dairies such as Keventer Agro Ltd, gaining share in UHT milk and Milk Shakes, Lassi etc

Traditionally East and North Eastern regions have had lower consumption of drinking milk and value-added dairy products largely because of the unavailability and the demand supply gap. In the last decade, private dairies have tried to address these issues and hence improved the supply of milk in the region. In UHT milk segment as well, regional private players such as Keventer Agro Ltd. who have deep understanding of the North East regions have successfully built scale in dairy business.

Keventer Agro is credited with establishing the first UHT milk plant in Eastern India

Keventer set up a plant for UHT milk processing and packaging which is the first and only UHT milk processing unit in the entire eastern region of India. This gives Keventer Agro a distinct advantage over our competitors including leading brands such as Amul and Mother Dairy..

Characteristics of Shelf Stable Milk products market in East and North Eastern India

UHT to grow as a replacement to SMP

In last decade UHT milk has well replaced the SMP (skimmed milk powder) in the North Eastern states, and the region has emerged as the fastest growing market for UHT brands. Though high price of UHT milk compared to fresh milk and pouched milk may still be a deterrent for consumption amongst masses.

North Eastern region continue to drive growth of UHT Milk

The per capital income and the development index of the North Eastern states is continuously improving thereby the disposable income and spend on F&G (food and grocery) products is also witnessing an increase. Dairy and milk products are likely to gain from this increased spends on F&G and will continue to drive sales of UHT milk.

Demand for Milk Shakes, Lassi and flavoured milk products from youths and kids

The demand for Milk Shakes and Lassi is also growing since consumer demand nutritious products and thus prefer consuming milk-based products over other snacks. Milk based products are seen as ideal substitute for snacks which are perceived both nutritious as well as healthy. As earlier mentioned in Packaged Beverages and Water segments, there is stable demand for flavored milk drinks, milk shakes, lassi etc in UHT packaging from Indian Railways.

Competitive intensity

Amul is the market leader in the UHT Milk segment. It invested in UHT milk processing, way back in 2000, and as of 2020 the brand has the most UHT milk products in its portfolio compared to its competitors. Since all players essentially sell same product, they do not compete on price, they compete on brand recognisability and distribution strengths. However, there is no ‘moat’ for the market leaders, and players even with lesser market share can rapidly innovate and compete with a differentiated product strategy, without being disadvantaged by the size of the market leaders.

List of Players in the UHT Milk

List of Players in Packaged Shelf Stable Milk market in India				
	UHT Milk	**Flavoured Milk Drinks**	**Soy Milk**	**Others**
National and State Cooperatives				
Gujarat Co-operative Milk Marketing Federation Ltd. (Amul)	✓	✓	-	UHT Buttermilk, Lactose Free
Karnataka Cooperative Milk Producers Federation Ltd (Nandini)	✓	✓	-	UHT Buttermilk, UHT Lassi
Mother Dairy India Pvt. Ltd.	✓	✓	-	-
Private Dairies				
Nestle	✓	✓	-	-
Keventer Agro Ltd.	✓	✓	-	UHT Lassi
Hershey Ltd. (Sofit)	-	✓	✓	-
So Good	-	-	✓	-
Parag Milk Food (Go)	✓	✓	-	UHT Buttermilk

Key Trends

1. ***Hygiene conscious consumers switching to UHT milk***. Higher income consumer groups are patronizing UHT milk, as become aware of its benefits, which include safety, contamination free and more hygienic compared to fresh milk of any kind. Consumers have especially become more concerned about their safety and hygiene during the COVID-19 pandemic, and this has led to a rise in sales.

2. ***Surge in demand after lockdown announcement***. After the government announced lockdown, consumers stocked up on essential groceries, and turned to packaged shelf stable milk as there was uncertainty around availability of fresh milk. Even after the lockdown restrictions have lifted, demand have remained strong.

3. ***Demand from foodervice establishments declines, offset by rise in demand for at-home consumption***. Government mandating lockdowns throughout the country and the trend of consumers working from home led to negligible consumption of UHT milk in consumer foodervice establishments especially from tea stall etc. However, this was slightly offset increase in demand for at-home consumption.

4. ***Innovation headroom in UHT milk compared to regular dairy***. UHT milk offers headroom for innovation since it has longer shelf life and innovative packaging. Since introduction of shelf stable milk, there have been multiple launched in flavoured milk, fortified milk, soy milk, almond milk etc. Such value-additions are limited in fresh milk.

5. ***UHT milk acts as a convenient alternative to regular milk***. In regions such as north east of India which is a milk deficit region, UHT milk has huge potential as the penetration is still very limited. UHT milk is easy to handle, making transport and storage easier in ambient environment as well.

Opportunities

1. **Opportunity for innovative products with a focus on health and wellness.** Packaged Shelf Stable milk offers opportunities to innovate in terms of flavours, fortification with essentials Vitamins such as Vitamin D and other innovations addressing health and wellness.

2. **UHT milk growth to benefit from modern retail and E-commerce.** As the penetration of modern retail channels and E-commerce improves, the entire Packaged Food category stands to gain. This specially holds true for premium products such as UHT milk and other value-added dairy which require proper display and a certain kind of retail ambience for their sales.

Challenges

1. UHT milk face competition from fresh milk, especially pouched milk as it is widely available in most parts of the country. A higher penetration of the UHT milk further to what it has achieved organically, will require deep marketing budget and innovative products to attract consumers.

2. A false perception around UHT milk prevails that it loses essential nutrients in the process of *ultra-high temperature homogenisation* which affects the overall demand of the category.

Ice-cream

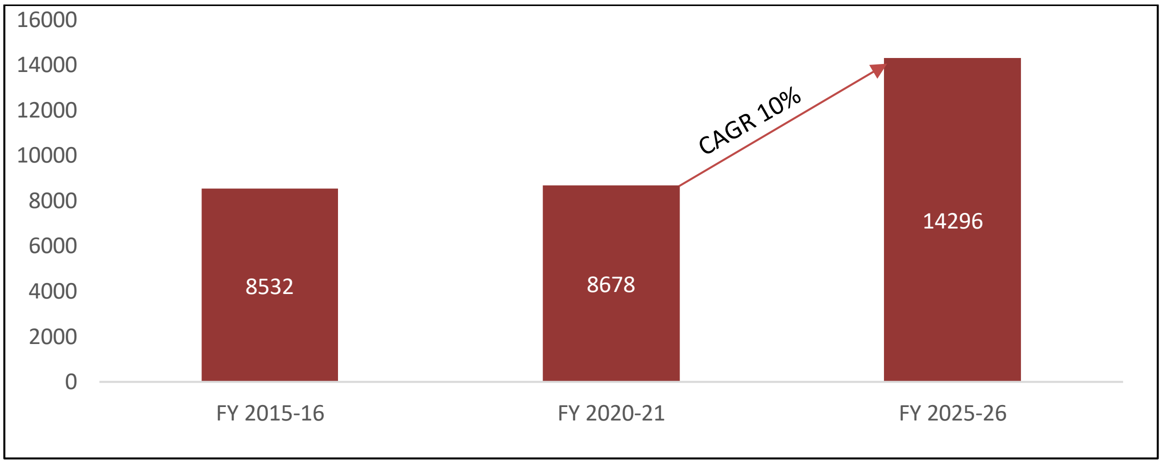
Overview of Ice-Cream market in India (Ice-Cream represents both Ice-Cream and Frozen Desserts)

Ice Cream Market in India

Sale of Ice Creams severely hit by COVID-19

India’s Ice Cream market was worth INR 8,678 Cr.in the year 2020-21. Ice Creams was one of the worst hit categories of products during COVID-19 specially in the first and second quarter of FY2020-21. Compared to FY20, the market in FY21 shrunk by 40% since the consumption in peak summer months from April to June was negligible. Before the pandemic stuck, the Ice Cream market was growing at a healthy CAGR of ~13%. It is expected that as the pandemic recedes, the Indian Ice Cream market is likely to pick pace and return to pre-pandemic levels soon. Ice Cream market is likely to grow at a CAGR of ~10% for the four years till 2025.

Market Size of Ice-cream in India FY 2015-16 – 2025-26 (INR Cr.)



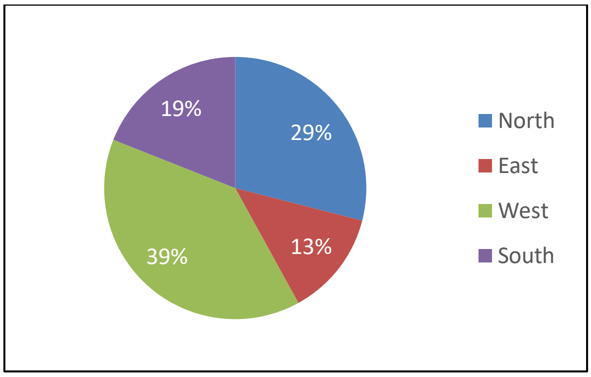
Source: Technopak Analysis, Secondary Research

Segmentation by Geography

West India contributes to ~40% of the Ice Cream sales

Western India has the highest contribution to the sale of Ice Creams with a share of approximately 39% to the total market. This is because of the arid climate in western states especially Gujarat, Maharashtra, and Rajasthan. The Northern and the Eastern part of India contributed to 29% and 13% respectively of the Ice Cream market respectively. The demand in Northern states is usually seasonal and the five months between February to July contributes around 60% of the total Ice Cream sales in the North India. The southern states make up 19% of the market as they prefer using their traditional cooling drinks over ice-cream.

Ice-cream market in India segmentation – by Geography



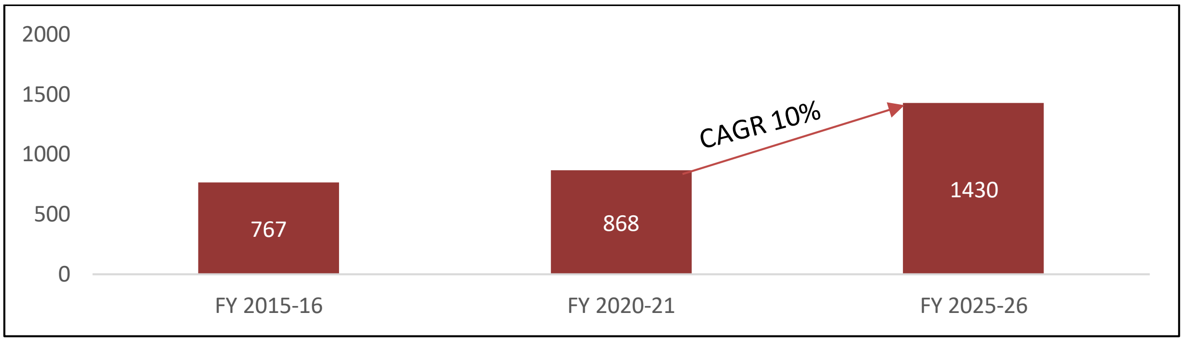
Source: Technopak Analysis

Ice Cream in East and North East India

Eastern and North Eastern regions contribute ~10% to the total Ice Cream sales in India

The market size of Ice Cream in Eastern and North Eastern region was INR 868 Cr. in FY21. At the present growth level, the ice-cream market in East and North East India is expected to reach ₹ 1,430 crores in sales by Fiscal 2025. Impulse consumption of Ice Creams has been driving the growth of this segment in the Eastern and North Eastern region of India primarily due to the lower price points and availability.

Market Size of Ice-cream in India FY2015-16 – 2025-26 (INR Cr.)



Source: Technopak Analysis, Secondary Research

Kolkata Metropolitan region contributes most to the Ice Cream market

Ice Creams are widely sold throughout the Eastern and North Eastern region, leading national brands and regional brands have presence in all towns and cities. Although Ice Creams require deep freezers and uninterrupted electricity at the retail channels, the distribution and availability is vast since Ice Creams are sold by pushcarts and vendors who are an essential part of the Ice Cream distribution eco-system.

Key Players in Ice Cream Segment

National Players such as Amul, Mother Dairy, Baskin Robins, Walls are present in the Eastern and North Eastern India. Also, there are many smaller National Players such as Thanco which provides ice creams at a sub standardized rate, which entices the Eastern and North Eastern Population. Regional players such as Prestige Ice Cream Ltd. (Rollick), Keventer Agro Ltd. (Metro) and H I Dairy and Agro (Treats) are also present providing stiff competition to national players.

Key Players in Ice Cream Segment (in East and North-East India)

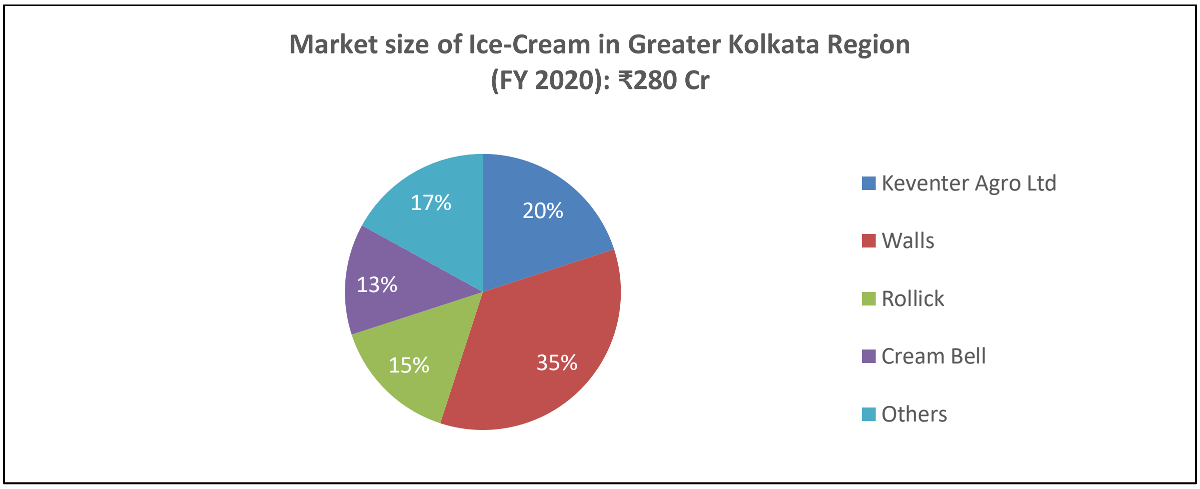
Parent Company	Brand Name	HQs	East and North-East presence
Gujrat Cooperative Milk Marketing Federation Ltd.	Amul	Anand	Pan India including East and North-East
National Dairy Development Board	Mother Dairy	Anand	Pan India including East and North-East
Graviss Food Pvt. Ltd.	Baskin Robin	Mumbai	Pan India including East and North-East
Hindustan Unilever Ltd.	Wall's, Cornetto	Mumbai	Pan India including East and North-East
Pabrai's Fresh and Natural	Pabrai's	Raipur	Pan India including East and North-East
Thanco Natural Food Pvt. Ktd	Thanco	Bangalore	Pan India including East and North-East
Hatsun Agro Producs Ltd.	Arun	Chennai	West, South and East India
Prestige Ice Cream Pvt. Ltd.	Rollick	Howrah	East and North East India
Keventer Agro Ltd.	Metro	Kolkata	East and North East India
H I Dairy and Agro	Treat	Kolkata	East and North East India

Source: Secondary Research

Walls is the market leader in Ice Cream segment in the Greater Kolkata region

Walls by HUL is the leading Ice cream brand followed by Keventer Agro Ltd. in Greater Kolkata region and other key towns and cities. Regional brands such as Rollick, Treat, Metro (a brand of Keventer Agro Ltd.) have been able to develop their own loyal customer base over the years. The regional brands offer customization specific to a region and able to adapt quickly to changing needs of the local customer. Few regional brands are also cheaper than national brands thus appealing to lower income customer segment.

Brand Shares in Ice Cream in Greater Kolkata Region FY 2020



Source: Primary and Secondary Research; Note: Keventer Agro Ltd as a parent company of Metro Dairy, Others include artisanal, small/local area brands etc.

Characteristics of Ice Cream market in East and North East India

Intense competition in Ice Creams market due to presence of regional players

The Ice Cream market in East and North East India holds good potential for growth, however there are many regional players who include small private players as well as some of the State Dairy cooperatives which have recently launched Ice Cream products. The regional players price their product lower than the leading brands and thus carve a market for themselves. The customers in the East and North East region are relatively price conscious and thus regional brands due to their lower pricing will continue to gain market share.

Entry level SKU's and products with low price points, have higher share of contribution in sales of Ice Cream

As the discretionary income is low compared to other parts of the country, an average customer in East and North East is inclined towards entry level products and a price point of sub-INR 20 is attractive. The impulse Ice Cream have a higher share compared to family packs specially in small towns, and semi-urban regions.

Penetration of Modern retail can further boost the Ice cream sales, increase the value of sales

Currently the sales from Modern retail channel and specialty retail channels such as Ice cream parlours is relatively lower since retail is yet evolving in the region. There is a potential to increase the acceptance of premium Ice Cream variants, value-added Ice Creams and family packs through modern retail formats.

Strong demand from youth and kids

The demand for Ice Creams will continue to stay strong in coming years as it is enjoyed by younger population including kids who often consumer Ice Creams every day. Ice Creams are relatively healthier compared to some snacks and preferred by kids of all age groups. Most Ice Cream brands target kids exclusively and often launch products only for a certain age-group. Since East and North Eastern states have higher share of youth and kids in their population, we can expect higher growth in the Ice Cream market.

Financial KPI's for FY 2020

Operational KPI's	Amul	Mother Dairy	Devyani International Ltd. (Cream Bell)	HUL (Walls)	Vadilal	Keventer Agro
% Revenue from East and NE	~10-12%	~10%	~8-10%	~15%	~8-10%	~99%

Key Trends and Growth Drivers

1. ***The impact of COVID has led to the ice-cream market shrinking by up to 60% in FY2021.*** As the pandemic stuck and lockdowns fell right in the peak Ice Cream season, sales dropped significantly. The supply chain is quite fragile, and stock could not be provided at the point of sale leading to almost negligible sales initially though later efforts were made to ensure availability at all retail channels. However, the sales have bounced back with higher growth in the last

quarter of FY21 and would continue to do well throughout the 2021.

2. ***Low per capital consumption compared to developed countries offer tremendous scope for growth:*** The yearly ice cream consumption in India is around 400 millilitres per capita. This, when compared to countries like US (22,000 millilitres per capita) and China (3,000 millilitres per capita) is minuscule considering that India is the world's largest producer of milk. But rising per capita income coupled with availability of premium ice creams and entry of foreign players might lead to a substantial growth in the Indian Ice Cream Industry.

3. **Health and Wellness emerging as a key trend:** Rising concern over health, especially after the pandemic has brought into light a new trend of healthy, low fat, low sugar ice creams in front of ice cream manufacturers. This, in conjunction with frozen yogurt can be targeted to the premium audience, creating a new healthy dairy segment.

4. **Premiumization and growth artisanal brands** The Upper Middle Class and the Upper-Class customer segment often opt for products in the premium segments as they provide an experience. Artisanal Ice cream are often preferred by these customer segments as they provide a unique experience as the ice creams are prepared in front of the customers and can be personalised as per the customers' taste. Brands such as Zoet Desserts, Chubby cheeks, etc are venturing into these markets.

5. **Younger population and children continue to patronize Ice Cream over traditional dessert:** In India, youth below the age of 26 constitute around 53% of the total population. This makes them a key demographic segment for Ice creams. Due to influence of western media and availability of foreign products due to their entry in India, many youths prefer Ice Creams over traditional sweets as their go-to dessert.

Opportunities and Challenges

Opportunities

1. There is a subtle trend with cross-branding from areas such as confectionery which is expected to be an important factor for manufacturers to stimulate interest in ice cream and frozen desserts.

2. The introduction traditional flavours are also widely appreciated by the customers. Amul, the market leader has introduced flavours such as Kesar Pista, Anjir, KisMis Kaju, Kaju Draksh, Pan Nawabi and many more to cater the audience favouring traditional flavours. Similarly, Mother Dairy has also introduced flavours such as Shahi Meva malai, Pista-E-Kulfi, etc for such customers. Regional Players such as Metro dairy has also launched Nolen Gur, a traditional Bengali flavour specifically targeting people in Eastern and North eastern Region.

3. There is also likely to be a growing emphasis on functionally positive ingredients, such as the probiotic and its uses in Ice Creams going forward. Frozen Yogurt are now considered to be a healthier alternative to Ice Cream. West India is the largest market soon for Frozen yogurts.

4. Increase in the footprint of modern retail, speciality stores such as scooping parlours and integration of on-demand delivery platforms such as Zomato and Swiggy are possible reasons to drive growth soon.

Challenges

1. With Covid-19 pandemic, people are likely to avoid soft drinks, Ice Creams and other cold snacks mainly due to health concerns and messaging on various social mediums to avoid unhealthy consumption.

2. Pricing pressure on brands as the input cost and distribution cost and their inability to pass the price increase to customer makes Ice Cream a low margin business. By and large this segment also suffers due to seasonality factors and weather which can either lead to a pro-longed demand for Ice Creams in a year or a contracted demand.

3. Manufacturers in future may face challenges to ensure the transparency and traceability of products especially dairy, due to the complicated nature of supply chain.

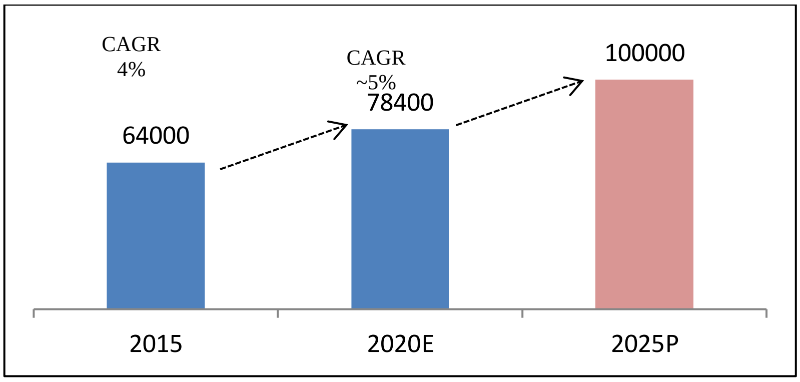
Overview of Banana Market in India

Indian Banana Market by Value

The retail market size of banana in India is estimated at INR 78400 Cr

Globally, bananas are one of the most widely consumed fruits. Bananas are also one of the inexpensive fruits which is extensively available in most parts of the world. Banana as a crop is the world's fifth most traded agricultural product. The global export value of the banana trade was estimated to be US$13 billion in 2019-2020, with a retail value between US$20 and US$25 billion. Bananas also feature on the list of staple crops in the world, thus essential for economic and global food security programs. The estimated retail market size of bananas in India for the year 2020 was INR 78,400* Cr and is expected to reach INR 1,00,000 Cr by the year 2025, growing at a CAGR of ~5%. The volume of production and retail prices of bananas are expected to increase marginally over the next five years.

Retail Market Size of Bananas in India (In INR Cr)



Source: Technopak Research & Analysis; 10% retained by grower and 20% wastage from farm gate until retail level

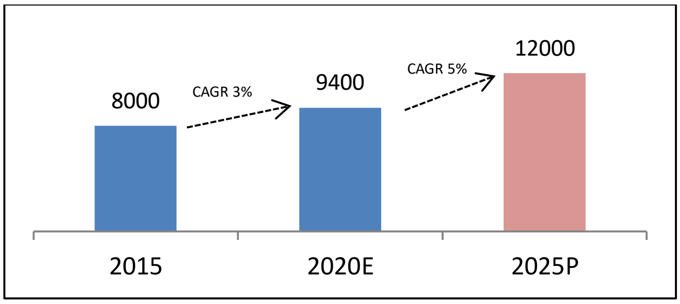
Banana is an important food crop in the Eastern and North-Eastern part of India

The East and North-East part of the country contributes significantly to the retail sales of banana as it is grown in abundance in the region and part of the food culture and tradition of the East and North East region. An estimated 10-12% of the total retail market size of bananas is contributed by the East and North East region. As the region is slowly catching up with the rest of India in other consumption categories, especially Food & Grocery (F&G), the consumption of fruits, vegetables, dairy, and other food products is likely to improve over the next five years.

The retail market size of bananas in East and North-Eastern India is INR 9,400 Cr

The estimated retail market size of bananas in the Eastern and North-Eastern regions for the year 2020 was INR 9400 Crore and is expected to reach INR 12,000 Cr by the year 2025, growing at a CAGR of ~5%.

Retail Market Size of Bananas in the East and the North-East (In INR Cr)*

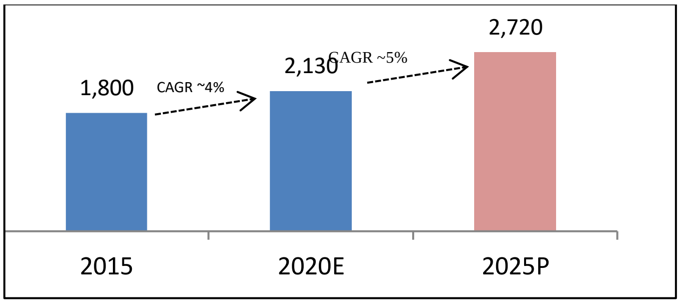


Source: Technopak Research & Analysis, estimates only*

The retail market size of bananas in West Bengal is INR 2,130 Cr

The estimated retail market size of bananas in the West Bengal for the year 2020 was INR 2,130 Cr and is expected to reach INR 2720 Cr by the year 2025, growing at a CAGR of ~5%. In terms of volume, the total bananas consumed in West Bengal are 6 Mn MT. The share of branded (stickered) bananas in the total bananas consumed in West Bengal is 5% (Keventer Agro share is 2.25%), thus there is tremendous potential for the growth in share of stickered bananas in West Bengal specially in cities such as Kolkata, Asansol, Siliguri and Durgapur.

Retail Market Size of Bananas in West Bengal (In INR Bn)*



Source: Technopak Research & Analysis, estimates only*

Banana Production in India, and Per Capita consumption

India is the largest producer of bananas in the world, contributing 30% of the total world output

India produced approximately 32 million metric tonnes of bananas in the year 2020, which is about 3% growth over 2019 production volume. The area available to produce bananas across India during the fiscal year 2020 was approximately 877 thousand hectares. While India is the largest producer of bananas in the world, accounting for ~30% of the total world output, it is also the largest consuming market. Though India is the largest producer of bananas, it exports less than 0.5% of its total production.

The growth drivers of banana consumption in India are:

- **Higher Income:** Consumers spending more on food and especially health food options such as fruits, organic vegetables, dairy products.
- **Inherent health benefits of bananas:** Bananas are a rich source of Vitamin B6, Vitamin C, Manganese, Potassium, dietary fibers, and protein.
- **Availability:** Banana is the most widely available fruit in the country through all forms of retail, including traditional retail (street vendors, general trade outlets, etc.) and modern retail. The wide availability leads to high on-the-go consumption.
- **Affordability:** Banana is one of the most affordable fruits providing wholesome nutrition, and the price can range between INR 3 to INR 10 per piece depending upon the variety and quality.

Other uses: Bananas are also used in a wide variety of food products such as breakfast cereals, ice cream, and other desserts apart from raw consumption.

Branded/ Stickered Bananas

Branded/ stickered bananas have been introduced in the retail in the last 5-8 years. However, the contribution of branded bananas to the total sales of bananas in India is currently very small but growing at a fast rate

Branded bananas also referred to as the stickered bananas (offered by organized players), have become a popular choice in the metros, mini-metros, and tier 1 cities in India. Stickered bananas are ripened using ethylene, which is the only FSSAI approved method of ripening. The other popular method used widely to ripen raw bananas is by using Calcium Carbide. The non-stickered bananas are still ripened using calcium carbide, though ethylene-based ripening is gaining popularity. Stickered bananas have a longer shelf life which minimizes the wastage at all levels in the value chain. These types of bananas are packaged either in cardboard boxes or crates with lining, resulting in ease of transportation and storage of the fruit. Penetration of modern trade and e-commerce has led to a demand for premium quality fruits and vegetables. In response to this requirement, many organized players and exporters in the fresh produce segment launched their domestic labels for the Indian market. Currently, there are many national and regional brands for bananas and other fruits such as apples, pomegranate, grapes, sweet lime, etc.

Branded (Stickered) bananas are ~0.65% of the total sales by volume

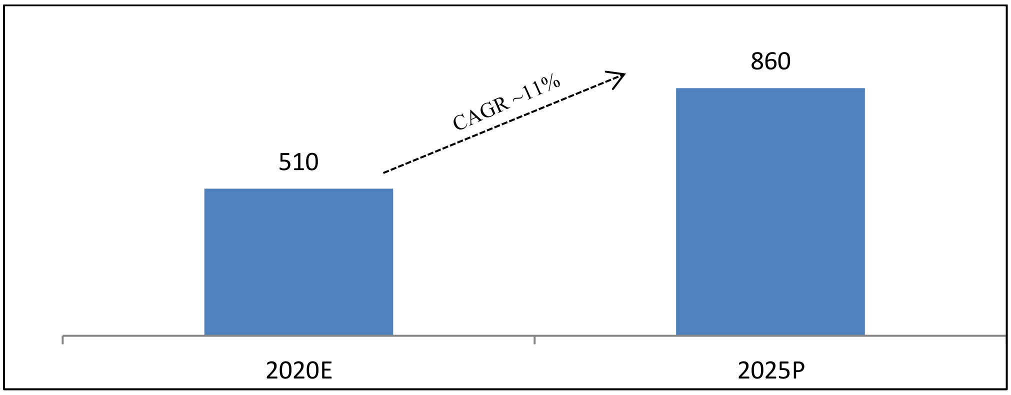
The share of branded bananas is very low and is estimated that it contributes less than ~0.65% of the total banana production in India and is estimated to contribute ~1% of the total banana production by the year 2025.

Market Size of Branded Bananas in India

In FY 2020, the branded Banana market was worth INR 510 Cr. at retail price

The retail market size of branded bananas was ~INR 510 Cr. and expected to reach INR 860 Cr. by the year 2025, growing at a CAGR of >11%. Branded bananas have much higher growth potential compared to the growth of the total bananas market as they are premium in value and have a natural preference in modern retail formats over regular bananas.

Market Size of Branded Bananas in India (In INR Cr)



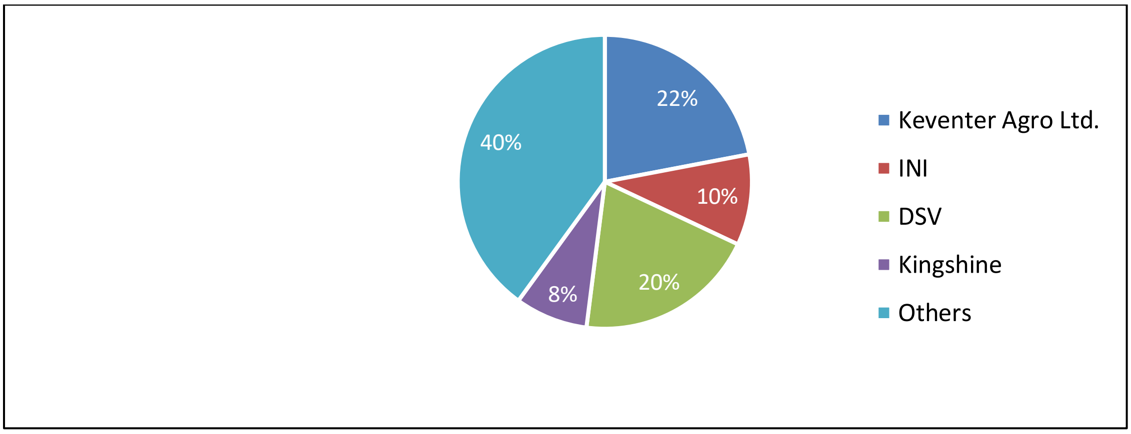
Source: Technopak Analysis and Estimates

Leading players in Branded Bananas in India

Keventer Agro Ltd, INI Farms, and Desai are the leading players in the domestic market for branded bananas in India.

Keventer Agro Ltd is the market leader having ~22% share in the branded domestic banana market. Other leading players include INI Farms and Desai Fruits & Vegetables, which have the higher installed capacity, but since they are focused on exports, only 20% of their production lands up for sale in the domestic market.

Estimated share of players in the branded banana market in India (FY 2020)



Source: Technopak Analysis and Estimates

Keventer Agro Ltd. is the largest player in the branded banana market in East and North East India

Fruits & Vegetables is a high-margin category for both brands as well as general and modern trade retailers. Though the retail market for fruits & vegetables is very large, a very small share is sold through the organized channel. This presents an opportunity for all the existing and new players to organize the trade and differentiate their offerings to compete with the unorganized players. In the last decade, with the growth of organized retail, several organized players have entered the fruits and vegetable category either through their private label or brands. Branded fruits, especially apples, bananas, grapes, are gradually paving the way in Indian homes and preferred over unbranded ones due to factors such as freshness, traceability, better packaging, higher shelf life, etc. Since fruits and vegetables are perishable, there is a presence of regional brands in the fresh fruits segment. However, over the last few years, some national-level players have also introduced brands in the fruits and vegetable category.

In branded fruits, the organized players in India are still focused on exports since the Indian banana is favored in the export market, especially the Middle East. Some of the earlier players, such as INI Farms and DSV, with a primary focus on exports of fruits, entered the branded segment with a small share of their production being sold in the domestic market. Keventer Agro Ltd., a leading Kolkata-based player having a presence in packaged food and fresh dairy segment, launched branded bananas in 2015 and has become a leading player in the domestic segment. They have developed strong distribution capabilities in the supply of fresh produce segment and had become one of the leading players in the branded banana segment in the domestic market. More recently, large conglomerates such as ITC, Adani, DS Group, and many start-ups have also entered the fruits category and have made significant investments in supply chain and operations.

Apart from Keventer Agro Ltd., Yaduka from the house of Yaduka Agro Tech is also a popular brand of fruits in the West Bengal region. In North India (especially in Delhi NCR regions), brands such as Happy, Kimaye, KingShine are popular. There are several trade labels also in circulation, which are marginally cheaper than the brands.

An overview of key players in the branded banana market in India

	Brands	Capacity (Tonnes)	Key sourcing regions	Domestic Presence	Share of Exports
INI Farms	Kimaye	50,000 (annual)	Maharashtra, Andhra Pradesh, Madhya Pradesh, Karnataka, Tamil Nadu & Kerala	Pan India	80%
Desai Fruits & Vegetables (DSV)	Happy Banana	100,000 (annual)	Gujarat, Maharashtra, Andhra Pradesh, Tamil Nadu	Pan India	80%
KingShine	Kingshine	8-10,000 (annual)	Maharashtra, Andhra Pradesh, Tamil Nadu	Northern India	0%
Keventer Agro Ltd	Keventer	60-65,000 (annual)	Kolkata, Durgapur, Nadia, Murshidabad	West Bengal & Sikkim, Jharkhand, Bihar & Uttarakhand	0%
Yaduka Agrotech	Yaduka	10,000 (annual)	Kolkata, Durgapur, Nadia, Murshidabad	Kolkata and sub-urban region	0%

Source: Primary research, Secondary research

Key challenges in production and retailing of bananas

- ***Small independent farms***

  ~50% of the banana cultivation happens on farms that are less than 2 hectares in size. Indian agriculture has long been suffering due to the issues of low productivity, which is a result of the small size of the land holding and many people dependant on that small land holding.

- ***High cost of inputs***

  The has been a continuous rise in the input cost for the cultivation of bananas. The procurement prices are very low and don’t compensate the farmers for these rising input costs. Banana is a heavy feeder and labor-intensive crop.

- ***Lack of post-harvest facilities***

  Banana is a highly perishable fruit (more so when compared to other fruits such as apples); perishability also acts as a major constraint in the production and retailing of bananas. At the farm level and post-harvest, there are hardly any cold-storage facilities, ripening facilities, and pack houses to aid the entire chain from harvesting to retailing of bananas.

- ***High wastage***

  Currently, a significant part of the banana consumption is estimated to go to waste due to the structural supply chain challenges in India. There is a need to establish an unbroken cold chain from pack-house to origin; the export model has managed to reduce post-harvest waste levels during transportation to 1–2%, representing a significant productivity gain.

- ***Lack of knowledge***

  Banana production requires significant investments to be made in education and relevant support services to give farmers the necessary skills and knowledge to increase productivity, improve the quality of their bananas and reduce wastage. Similar training is also required to be imparted at the retail level to reduce the store-level wastages.

- ***Stagnant retail prices***

The prices of bananas have been stagnant (marginally increased) in the last few years. At the same time, the cost of production has been rising. Due to this, the margins earned by retailers, wholesalers, and farmers are very low compared to other fruits and vegetable items. The branded bananas, which are premium bananas, are slightly better priced, bringing in little higher margins for retailers. However, there is constant pricing pressure from the unorganized segment.

OUR BUSINESS

Some of the information in the following discussion, including information with respect to our plans and strategies, contains forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" beginning on page 14 for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" beginning on page 31 for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our Financial Year or Fiscal ends on March 31 of each year, and references to a particular Financial Year or Fiscal are to the twelve-month period ended March 31 of that year.

You should carefully consider all the information in this Draft Red Herring Prospectus, including this section, "Risk Factors", "Industry Overview", "Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 31, 108, 240 and 379, respectively, before making an investment in the Equity Shares. In this section, any reference to the "Company", "we", "us" or "our" refers to our Company, unless otherwise specified. Unless otherwise stated or unless the context requires otherwise, the financial information of our Company used in this section has been derived from our Restated Financial Information which comprises of Restated Unconsolidated Financial Information and the Restated Consolidated Financial Information. Some of the information in this section is obtained or extracted from the Technopak Report (which was commissioned by and paid for by our Company specifically for the purpose of the Offer).

Overview

We are a leading fast-moving consumer goods ("**FMCG**") company headquartered out of Kolkata with interests in packaged, dairy, and fresh food products *(Source: Technopak Report)*. Our comprehensive range of products span across various brands and categories with more than 90 SKUs as of March 31, 2021, and a presence across the value chain in the fresh, frozen and ambient long shelf life food product categories. Our products cater to the 'needs' and the 'wants' of our consumers by satisfying their daily nutrition needs and delighting them with our range of indulgent and "on-the-go" products. Our "ready-to-eat" and "ready-to-cook" products facilitate ease of cooking for our consumers. According to the Technopak Report, almost 60-65% of the total population of East and North East India constitutes the core consuming class for packaged food, dairy and other food and grocery items. We believe that our Company, with its comprehensive product range, is well placed to capture this market.

Our market positions in Fiscal 2020 across various product categories are provided in the table below:

S. No.	Particulars	Territory(s)	Ranking
Packaged Foods & Beverage			
1.	Packaged beverages (juices and fruit-based beverages) *	East and North East India	Second
2.	Packaged frozen food	East and North East India	Third
Dairy & Fresh			
1.	Private dairy	East and North East India	First
2.	UHT milk	East and North East India	Second
3.	Ice-cream	Greater Kolkata Region	Second
4.	Branded domestic banana	India	First

(Source: Technopak Report)

* *As a franchisee of Frooti, Appy etc.*

Our business primarily comprises of the (i) packaged foods & beverage; and (ii) dairy & fresh segments. Our packaged foods & beverage segment primarily involves the manufacturing, packaging, marketing, distribution of products which include (i) "Frooti" or "Appy" or "B Fizz" or "Appy Fizz" or "Bailley" or "Smoodh" which are licensed to us pursuant to various franchisee agreements entered into with Parle Agro Private Limited ("**Parle Agro**"); and (ii) "ready-to-cook" and frozen food under "Keventer" brand.

Our dairy & fresh segment primarily involves (i) sourcing, processing, marketing, distribution and sale of pouch milk, pouch curd, ice-cream, set-curd, UHT milk, milkshakes and lassi under the "Metro" and "Keventer" brands; and (ii) sourcing, ripening, distribution, branding and sale of bananas under the "Keventer" brand.

Brand World: Packaged Food and Beverages

Brand World: Dairy and Fresh Food

Brand World: Others

Our consumer proposition focuses on offering our consumers the following:

- **Variety:** Our product portfolio provides a wide choice of offerings to our consumers with more than 90 SKUs as of March 31, 2021 and includes "on-the-go" consumption products (such as fruit based beverages, milkshakes and lassi), "wellness" products (such as vegan fruit snack), products that indulge the tastebuds (such as ice-cream), "convenience" products (such as "ready-to-eat" and "ready-to-cook" products), products which are consumed in between meals (such as set curd and frozen food snacks) and daily nutrition products (such as fresh milk, banana, green peas, sweet corn and other vegetables). We offer a variety of flavors and tastes for some of our products such as mango and apple flavors for our fruit-based beverages, chocolate and kesar flavors for our milk-based beverages, and vanilla and chocolate flavors for our ice creams. We also offer different variants of white milk such as toned, double-toned and standardized. Our frozen food consists of variety of vegetarian and non-vegetarian products with different flavor and taste profiles.

- **Price Point:** Our products are available at various attractive price points starting from ₹ 5 to ₹ 1,000, making them accessible for consumers with all kinds of budgets. A key driver of our consumer strategy is catering to different target consumers across various price points and enabling them to upgrade to higher value products.

- **Taste Advantage**: Our products undergo extensive research at the development stage. We undertake thorough studies to ensure that our products are safe, meet the requisite quality parameters and the expected taste preferences of our consumers. We believe our research-oriented approach and constant innovation have ensured that our products have a high product acceptance, thereby, ensuring repeat purchases by our customers. In order to provide our consumers with the best possible products, we source our ingredients and raw materials from approved suppliers with stringent quality norms. We have instituted stringent quality standards and procedures to ensure food safety for our products. We have also introduced standardized manufacturing processes which ensure consistency in the taste profile of our products.

- **Anytime Anywhere:** Our products are available through various points of sale such as general trade (which includes traditional retail points, such as kiranas through distributors and stockists), along with modern trade channels which includes e-commerce companies such as Innovative Retail Concepts Private Limited (Big Basket), supermarkets such as Big Baazar, Foodhall and Spencer's Retail Limited, hypermarkets such as Ratnadeep Retail Private Limited, and convenience stores such as More Retail Private Limited. Further, our product categories are tailored to suit all occasions and we have a portfolio of products suitable across mealtimes, including breakfast, lunch and dinner meals, and for snacking in between meals. While we have an omnichannel distribution presence, our primary focus of distribution is the general trade category. According to the Technopak Report, traditional channels dominate the retail market across all consumption categories in East and North East India with 92.5% sales happening through traditional channels and 7.5% sales through modern channels. We have built a large distributor network in the East and North East catering to 160,000 – 170,000 retail touch points across categories of packaged food and fresh bananas *(Source: Technopak Report).* We believe our widespread and integrated sales and distribution platform enables us to reach a wide range of consumers and ensure effective market penetration.

Some of the key raw materials required for our operations include raw milk, banana, mango pulp, apple concentrate, NABB, sugar, SMP and packaging material. We procured an average of 1.4 LLPD of raw milk from a procurement network of 14 BMCs where we collect raw milk from farmers and also procure directly from six third party milk vendors across five districts in West Bengal, and according to the Technopak Report, these account for the majority of the milk procurement locations in the state. We procured approximately 21,000 MT raw bananas from a network of farmers and aggregators in Fiscal 2021. We procure mangoes which are converted into mango pulp or concentrate. In Fiscal 2021, we procured mango pulp/ concentrate from three contract manufacturers. We purchase apple concentrate from various producers in India and abroad and sugar from local traders. Packaging materials such as aseptic packaging material for our operations are sourced from Tetra Pak, preform from Parle Agro, while laminates, poly-packs, trays and cartons are sourced from other local manufacturers.

Our manufacturing and processing infrastructure comprises of our flagship facility at Barasat, West Bengal which is spread over 92 acres and comprises of multiple processing units. Our flagship facility and units are strategically located in close proximity to our market, which minimizes our logistics cost and enables us to supply fresh stocks with minimum delay to our consumers. The UHT milk processing unit, which we have at our Barasat facility, is the only UHT milk processing and packaging unit in the eastern region of India (*source: Technopak*), which allows us significant advantages over our competitors. Our other food processing units are located at Durgapur, Midnapore, Siliguri, Malda and Patna, which are primarily involved in processing and manufacturing of products under the dairy & fresh segment. We are in the process of establishing a food processing unit at Ranchi. We also have arrangements with various contract manufacturers such as Vista Processed Foods Private Limited ("**Vista Food**") for the manufacture of our frozen food products, and other contract manufacturers for our ice cream products. We aim to ensure that the contract manufacturers engaged by us adhere to our strict quality standards prescribed for our products.

Our distribution platform covers urban, semi-urban and rural markets, with a strong presence across all the markets, and focus on expanding our reach in the rural markets. Over the years, we have successfully managed our large distribution platform and developed strong relationships with our distribution chain. As of March 31, 2021, we had 3,126 distributors and a sales force of 570 employees (including contractual) and sales promoters. According to the Technopak Report, we have built a large distributor network catering to 160,000 – 170,000 retail touch points across categories of packaged food and fresh bananas.

Some or all of our products are distributed across the states of Eastern India including Bihar, Jharkhand, Orissa and West Bengal, and states in North East India including Assam, Arunachal Pradesh, Manipur, Meghalaya, Mizoram, Nagaland, Sikkim, and Tripura. Recently, we have also commenced distribution of some of our products in the states of Andhra Pradesh, Uttarakhand, Haryana, Madhya Pradesh, Himachal Pradesh, Gujarat, Punjab, Rajasthan and Uttar Pradesh, and the union territories of Jammu and Kashmir and Chandigarh as well as the National Capital Region.

We believe our environmental, social and governance initiatives have led to reduction of our carbon footprint and a value creation in the society. Our initiatives with farmers such as adoption of best farming practises to increase their productivity and incomes has benefited farmers across the dairy and banana value chain. We believe that our relationships with farmers provides us with access to a constant supply of our key raw materials, namely raw milk and bananas. For further details in relation to our environmental, social and governance initiatives, see " – *Environmental, Social And Governance Initiatives*" on page 184.

We rely on our highly experienced management team comprising of professionals with vast expertise and experience in the FMCG industry. Led by our Promoter, Mayank Jalan, who has over 18 years of experience in FMCG industry, our senior management team comprises of head of packaged foods & beverage, head of dairy & fresh foods, head of corporate finance, strategy and investor relations, head of marketing, head of human resource and information technology, head of research and development, as well as our Chief Financial Officer, Company Secretary and Compliance Officer. For further details, see "*Our Management*" on page 202. Further, since 2017, our Company has benefited from a marquee investor, Mandala Swede SPV, being a shareholder of our Company and represented on the Board by undertaking a number of initiatives such as formulating a future growth strategy and further strengthening our corporate governance standards.

We have also been awarded a number of industry awards including the Outstanding Performance in Cold Warehousing (Medium Segment) at the CII National Cold Chain Awards, 2017, Outstanding Performance in Ripening Chamber and "Best Practices in Cold Chain Management" with respect to our Barasat facility at the CII National Cold Chain Awards, 2018.

We are one of the fastest growing companies in East and North East India showing a strong growth rate of 18.46% CAGR over the past 10 years, increasing our revenue from ₹ 1,735.9 million in the Financial Year 2010 to ₹ 9,451.14 million in the Financial Year 2020 (*Source: Technopak Report*). In Fiscal 2021, our revenue from operations was ₹ 8,302.01 million, gross margin was 31.52% and our Adjusted EBITDA amounted to ₹ 486.91 million during the same period. Further, our net working capital days were 28.23 days as on March 31, 2021 and with our trade receivables amounting to ₹ 336.47 million as on March 31, 2021. Our Ratio of Adjusted Total Borrowings to Adjusted Net Worth was at 0.72 as on March 31, 2021.

Strengths

One of the leading players in the East and North East of India, across a wide and varied product range that serves a cross section of different customer needs

The market size of juices in East and North East India was approximately ₹ 1,444 crores in the Fiscal 2020 and is expected to grow at a CAGR of 14% during the five-year period from Fiscal 2020 to Fiscal 2025 to approximately ₹ 2,839 crores *(Source: Technopak Report)*. It is worthwhile to note that the north eastern region of India has a high demand for juices as there is a higher degree of awareness regarding health and nutrition coupled with the concern for one's health. Further, there is tremendous growth potential for introduction of newer variants in juices in the north eastern region of India *(Source: Technopak Report)*. The eastern and especially, the north eastern regions of India are an important market for the shelf stable milk segment. The north eastern regions of India are the fastest growing market for UHT milk *(Source: Technopak Report)*. The market size of UHT milk in East and North East India was ₹ 475.50 crores in Fiscal 2020 and is expected to reach ₹ 1,144 crores by Fiscal 2025, growing at a CAGR of 19% *(Source: Technopak Report)*. The market size of ice-ream in the eastern and north eastern regions of India was ₹ 868 crores in Fiscal 2021 *(Source: Technopak Report)*. Impulse consumption of ice-creams has been driving the growth of this segment in the eastern and north eastern regions of India primarily due to the lower price points and availability *(Source: Technopak Report)*. At the present growth level, the ice-cream market in East and North East India is expected to reach ₹ 1,430 in sales by Fiscal 2025 *(Source: Technopak Report)*. It is pertinent to note that the Kolkata Metropolitan region contributes most to the ice-cream market *(Source: Technopak Report)*. The total fresh milk demand in the eastern and north eastern regions of India is around 32.61 lakh litre per day, out of which 75% is catered by large national dairy cooperatives and the remaining 25% of the fresh milk demand is supplied for by the private dairy players *(Source: Technopak Report)*. The retail market size of branded bananas in India was approximately ₹ 510 crores in Fiscal 2020 and is expected to reach ₹ 860 crores by Fiscal 2025, growing at a CAGR of more than 11% *(Source: Technopak Report)*. Branded bananas have a much higher growth potential compared to the growth of the total bananas market as they are premium in value and have a natural preference in modern retail formats over regular bananas *(Source: Technopak Report)*.

Our Company aims to be amongst the top three brands in each and every category within each geography that we operate in. In continuation of this vision, we have developed and marketed brands which are currently amongst the leading brands in their category. For instance, our UHT milk, launched in 2018, has been able to capture a market share of 11% in East and North East India by Fiscal 2020, giving us a strong presence in UHT dairy segment in the east and north east regions of India *(Source: Technopak Report)*.

Our market positions in Fiscal 2020 across various product categories are provided in the table below:

S. No.	Particulars	Territory(s)	Ranking
Packaged Foods & Beverage			
1.	Packaged beverages (juices and fruit-based beverages)*	East and North East India	Second
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2.	UHT milk	East and North East India	Second
3.	Ice-cream	Greater Kolkata Region	Second
4.	Branded domestic banana	India	First

(Source: Technopak Report)

* *As a franchisee of Frooti, Appy etc.*

The following is a brief snapshot of our product portfolio:

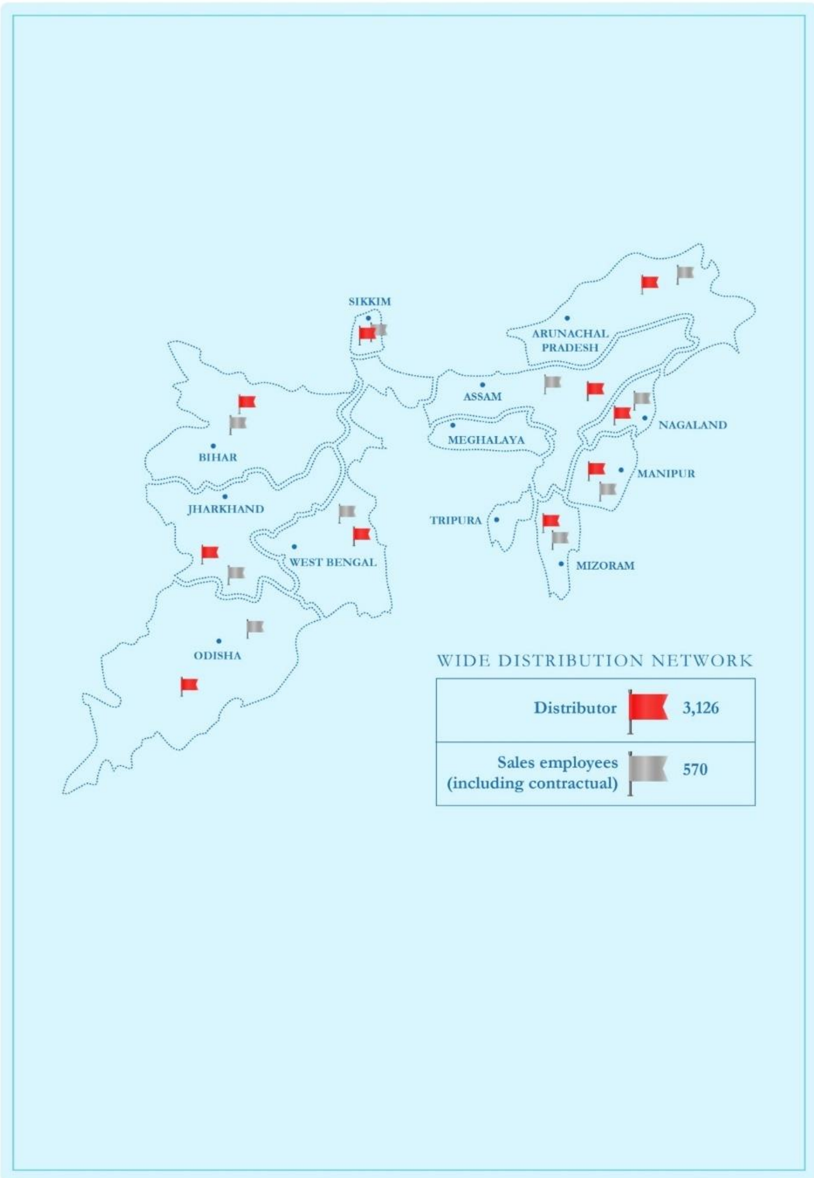
Our product portfolio serves across a large cross-section of customers (by income and by demography), providing them a wide range of choices, ranging from products for "on-the-go" consumption (such as fruit based beverages, milkshakes, lassi), indulgence products (such as ice-cream), comfort products (such as frozen foods), snack-time and in-between-meals products (such as set curd, vegan fruit snack) and products with nutrition (such as fresh milk, banana, green peas, sweet corn and other vegetables).

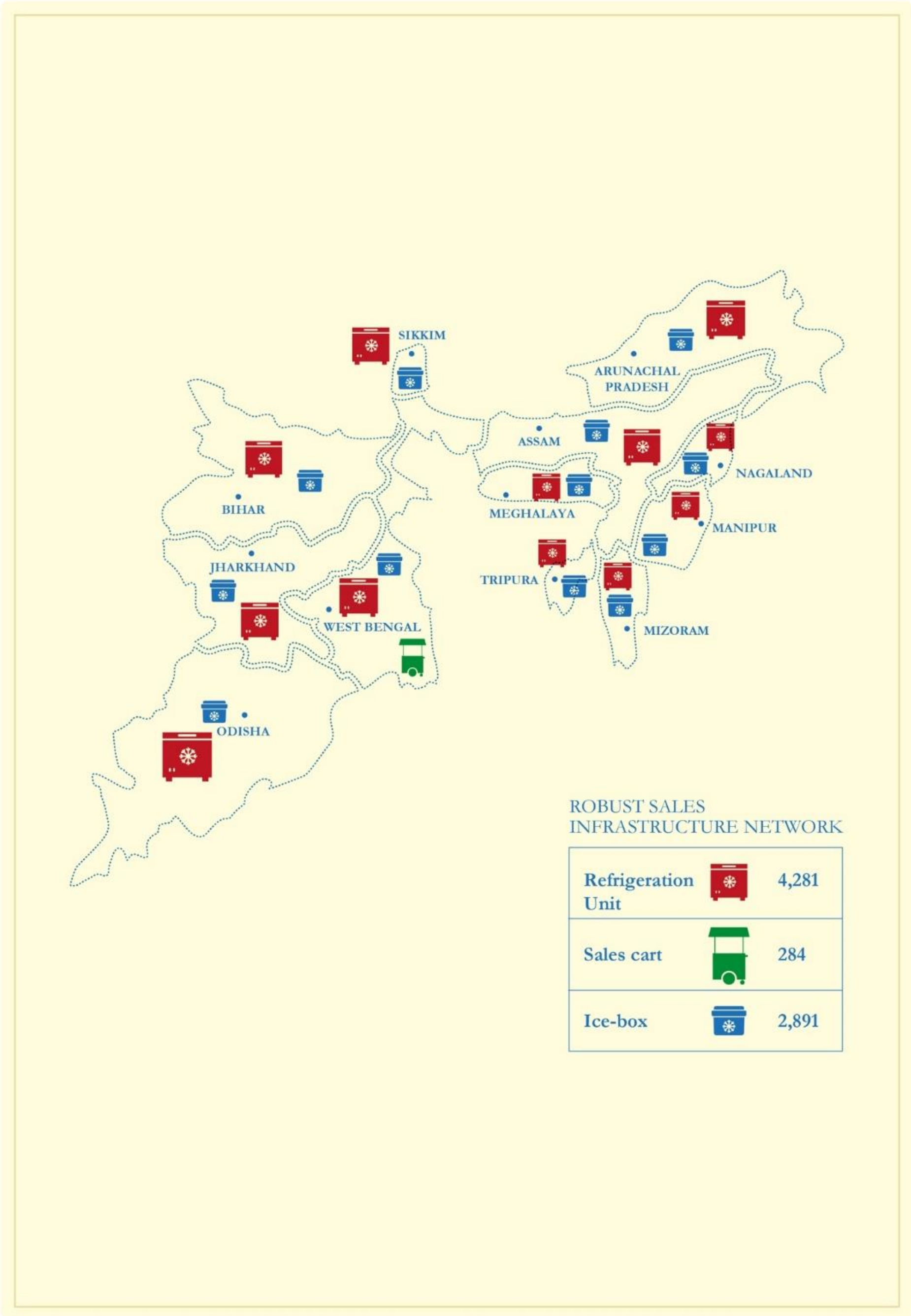
Robust multi-channel distribution platform and use of technology to derive distribution efficiencies

Our widespread sales and distribution platform enables our products to reach our consumers and therefore ensuring availability of our products. Our marketing and sales focus on higher growth markets such as semi-urban and rural markets for better brand visibility and sales. Points of sale for our products include general trade (which includes traditional retail points, such as kirana), along with modern trade channels including e-commerce companies such as Innovative Retail Concepts Private Limited (Big Basket), supermarkets such as Big Baazar, Foodhall and Spencer's Retail Limited, hypermarkets such as Ratnadeep Retail Private Limited, and convenience stores such as More Retail Private Limited

As of March 31, 2021, our distribution platform included 3,126 distributors and a sales force of 570 employees (including contractual) and sales promoters. According to the Technopak Report, we have built a large distributor network catering to 160,000 – 170,000 retail touch points across categories of packaged food and fresh bananas. According to the Technopak Report, 88% of the packaged food sold in East and North East India is still sold through the traditional retail channels. Apart from growing our reach, we have also provided our distribution partners with refrigeration equipment such as freezers, visi-coolers icebox and pushcarts to increase our visibility. As of March 31, 2021, we had 4,281 freezers, 2,891 iceboxes and 284 pushcarts in our target markets. We have over the years successfully built and managed our large distribution platform, and developed strong relationships with our distribution and retail partners across our territories.

The following is our distribution platform spread across our territories as on March 31, 2021:





**Refrigeration unit in the image above include visi-coolers.*

Our distribution platform allows us to introduce new products. In the last four Fiscals, we have successfully launched 38 new products through this pipeline. Our UHT milk, launched in 2018, has been able to capture a market share of 11% in East and North East India by Fiscal 2020, giving us a strong presence in UHT dairy segment in the east and north east regions of India *(Source: Technopak Report)*.

Our sales and distribution platform coupled with our deep-rooted relationship with our distributors and retailers for over a decade has created entry barriers for any new competitors. We have also ensured that our distribution platform has kept abreast with the latest technologies. For example we recently adopted a sales force technology, which enables us to (i) geo tag retail outlets, which in turn enables us to map and track channel penetration and availability; (ii) automate order taking through smart phone based mobile applications; (iii) run sales analytics and track primary sales on a real-time basis; and (iv) track secondary sales on a "T+1" basis, which in turn provides us data on ageing of stock and market hygiene. We believe that this enables us to quickly and efficiently place new products or new SKUs of existing products and gather market intelligence on consumer spending pattern. We are also able to ensure product availability and freshness of the products that we deliver to our consumers.

Our brand visibility and marketing initiatives

Distribution, availability and visibility is key to the success of our products and brands. For the Fiscals ended March 31, 2019, March 31, 2020 and March 31, 2021, we have incurred a marketing expenditure (including schemes) of ₹ 137.58 million, ₹ 114.13 million and ₹ 107.75 million, respectively. We have dedicated significant resources for development of marketing plans. Our marketing activities are specifically tailored for each of our markets, based on the requirements and feedback gathered through our distribution platform. We aim to reach our consumers with the right mix of brands, SKUs and a meaningful brand message that is relevant for that market. We work closely with our distributors in gathering local market knowledge on consumer preferences which helps us in launching hyper local marketing campaigns both through traditional advertising means and digital micro targeting.

Our marketing efforts are targeted at our consumers as well as the distribution platform in order to ensure availability and visibility of our products. Consumer marketing involves strengthening brand equity, analysing consumer preferences, formulating brand marketing strategies and media activities, such television, radio and other forms of media advertisement, particularly around sporting events or music festivals. We also regularly sponsor sporting, cultural and community events in our various markets specifically targeting the demographic and socio-economic segments of our consumers. We engage brand ambassadors for our campaigns to ensure top of the mind recall and develop trust in our brands.

Distribution marketing includes managing distributor and retailer relationships, below the line merchandising at various points of sale, especially during festivals, promotional activities in order to further strengthen our distribution platform. We extensively employ in-store point-of-sale advertisement through strategically placed points of presence ("**POP**") to reinforce above the line media advertisements, aid top of the mind recall and stimulate demand and purchase of our products. We also provide creative displays such as boards and banners for placement across shops, point-of sale advertisement materials, as well as specifically designed and branded visi-coolers and other refrigeration equipment, which we provide to the distributors and retailers to further strengthen the local presence of our brands and increase the volumes of our products in that outlet.

We have leveraged digital and social media as an effective tool of communication with our consumers by engaging with social media influencers. We believe that such engagement for our marketing activities will increase our brand reach, especially with the younger demographic. This has also resulted in us receiving valuable feedback from our consumers directly which has helped us to improve our products, service and availability. During the COVID-19 induced lockdowns, we used e-commerce companies such as Innovative Retail Concepts Private Limited (Big Basket) and advertised through digital mediums to ensure supply of our products and brands to our consumers across all categories.

"Frooti", "B Fizz" and "Appy Fizz" are marketed on a pan-India basis by various Bollywood and regional celebrities extensively through television, print, outdoor and digital platforms. For these licensed products, both Parle Agro and our Company undertake marketing activities. While Parle Agro is responsible for mass media promotions on a pan India basis (above the line advertising), we are responsible for below the line advertising in the geographies we sell such products.

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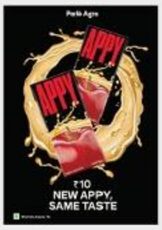
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FIZZ
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Carbide Free
nutrition in every bite
keventer
BANANA
চাষ আপনার
কিনব আমরা

Strong track record of introducing new products and innovation supported by successful placement through established distribution platform

We believe that research and development ("**R&D**") is critical in maintaining our competitive edge. We believe that a strong focus on new product development is essential to keep up with the ever evolving and highly competitive landscape of the FMCG industry and provide our consumers with a wide variety of product offerings.

Our new product development process involves market sizing and opportunity analysis, and specific product, price and SKU identification. Once a product is developed by our R&D team, we undertake quality and stability testing, and obtain consumer feedback. This is followed by a distribution and marketing plan for launch. We believe that our robust distribution platform enables us to receive effective feedback on the ever-changing consumer preferences, which gives us the direction for customising our product and our distribution and marketing strategies. With the implementation of sales force technology, we can also receive real time feedback on the sales of our new products.

We are supported by an in-house R&D team headed by Dr. Asitava Sur, who has significant experience in research and development, factory operations, distribution, procurement and packaging. We have also jointly worked with Tetra Pak to develop proprietary products.

We have launched: (i) two varieties of milkshakes (ii) one variety of lassi; (iii) three varieties of UHT white milk; (iv) three varieties of set curd; (v) four varieties of premium ice cream in IML cups and tubs; (vi) four varieties of ice cream cones; (vii) one variety of pouch curd; (viii) three varieties of pouch milk; (ix) one variety of ice-cream in candy stick; (x) two varities of ice-cream in gallon pack; and (xi) 14 products in the frozen category in the last four Fiscals. Our revenues from sales of these new products were more than 450 million in Fiscal 2021. We are also in the process of launching two varieties of kulfis under our "Metro" brand. We endeavour to focus on placing new products in our target markets. For example, Our UHT milk, launched in 2018, has been able to capture a market share of 11% in East and North East India by Fiscal 2020, giving us a strong presence in UHT dairy segment in the east and north east regions of India *(Source: Technopak Report)*. We have also introduced new products by importing products from other food producers. For example, we package, market and sell a vegan based fruit snack by the name of "Fruit Forest" which is supplied to "Foodhall" and Spencer's Retail Limited.

A catalogue of our upcoming and recently launched products in given below:

Our state-of-the-art manufacturing infrastructure, superior sourcing and stringent quality and food safety procedures

Our production facilities are strategically located in geographic proximity to our target markets, which results in quicker turn-around times, lower logistics cost and better serviceability to our customers. Our production capabilities provide cost and operational efficiencies, negligible wastage, economies of scale, optimal investment planning and capital expenditure. Our flagship Barasat facility is equipped with the latest technology to undertake various packaging operations across formats such as polypack, Tetra Pak and PET. We are continuously looking to adopt newer technology to improve and increase productivity, efficiency and economies of scale at our facility. For example, we are one of the first companies in India to purchase, install and use Tetra Pak's latest packaging machine E3/ Speed Hyper, along with its ancillary equipment, including the Straw Applicator 40, the Helix Accumulator 40 and the Conveyors at our Barasat facility.

Our manufacturing infrastructure comprises of our own flagship facility at Barasat, West Bengal which is spread over 92 acres and comprises of multiple food processing units. We possess ISO 22000:2005 quality certifications from SGS. We have set-up the only UHT milk processing unit East and North East India at our Barasat facility with an installed production capacity of 314.50 lakh litres per annum as of March 31, 2021. We have been continuously increasing our manufacturing capacities to cater to the growing consumer demand and introduce new products in the market. The units and the production capacity of each unit located in our flagship facility at Barasat as at March 31, 2021 is given below:

S. No.	Details of the unit	Installed Production Capacity as on March 31, 2021
1.	Pouch milk and dahi unit (in lakh litres per annum)	1,277.50
2.	Bottled water unit (in lakh litres per annum)	491.44
3.	Beverage unit (in lakh litres per annum)	1,209.12
4.	UHT milk unit (in lakh litres per annum)	314.50
5.	Milkshake and lassi unit (in lakh litres per annum)	121.31
6.	Ice cream unit (in lakh litres per annum)	56.16
7.	Set curd unit (in lakh kilograms per annum)	8.76
8.	Banana ripening unit (in lakh kilograms per annum)	255.50

Our other food processing units are located at Malda, which is a pouch milk processing unit, and Durgapur, Midnapore, Siliguri and Patna, which are primarily banana ripening units. We are also in the process of establishing a food processing unit at Ranchi.

Our manufacturing infrastructure is complemented by our stringent quality and food safety standards and processes. Our determination towards this is demonstrated by well-defined and documented procedures which begins at sourcing of our ingredients and raw materials and extends to good marketing practices and hygiene standards, resulting in our products being safe and of a high quality. For example, our "Keventer" branded bananas are ripened in chambers which are compliant with FSSAI rules for ethylene-based ripening and are carbide free. We also have well defined quality control procedures for our raw materials. For example, the raw milk procured by us undergoes various quality checks at our bulk milk chilling centres ("**BMC**"). The raw milk procured by us initially undergoes tests to measure the fat and SNF content. This is followed by sensory and chemical tests such as organoleptic (taste and smell) test and chemical tests such as: clot on boiling, methyl blue reduction time, alcohol, fat, SNF, titrable acidity, presence of milk protein and other adulterants (such as neutralizers, preservatives, carbohydrates, salt and fertilizers and detergents), which enable us to segregate poor quality from good quality of raw milk. Any raw milk which does not meet our quality norms is rejected and returned to the farmer or the vendor, as the case may be. The fruit concentrate procured by us is processed through the aseptic process where fruit pulps and concentrates are packed in a pre-sterile aseptic bag without adding any preservatives. We believe that our policy on quality and food safety is one of the main drivers of our business.

Our sourcing strength is a result of strong relationship with our vendors and farmers, who have now been associated with us for approximately a decade. We have a procurement network of 14 BMCs where we collect raw milk from farmers and also procure directly from six third party milk vendors in Fiscal 2021 across five districts in West Bengal, , and according to the Technopak Report, these account for the majority of the milk procurement locations in the state. We procured approximately 21,000 MT raw bananas from a network of farmers and aggregators in Fiscal 2021. In Fiscal 2021, we procured mango pulp/ concentrate from three contract manufacturers. We purchase apple concentrate from various producers in India and abroad and sugar from local traders. Packaging materials such as aseptic packaging material for our operations are sourced from Tetra Pak, preform from Parle Agro, while laminates, poly-packs, trays and cartons are sourced from other local manufacturers.

Our sourcing strategy and strong relationships ensure consistent quality, competitive pricing and assured quantity in line with the growing demand of our products. We have a dedicated team of agronomists, which helps us in organizing field visits, and obtain quality guidance on fertilizer and irrigation practices, pest and disease control, and post-harvest management. In case of farmers, we directly engage with them, educate them in identifying best farming practises to increase their productivity and help in increasing their incomes.

Experienced Board and qualified senior management team

We are led by a qualified and experienced Board of Directors and senior management team comprising of professionals, who have extensive knowledge and understanding of the FMCG business. We believe that the experience of our Board of Directors and senior management team and their ability to deliver consistent revenue growth will aid our vision to organically and inorganically scale up our business in the coming years. Our Board is led by our Chairman and Managing Director, Mayank Jalan, who joined our Company in 2003. He has led our Company through sustained period of growth and has also taken initiatives such as introduction of new products by understanding consumer behaviour studies, focusing on branding and undertaking consumer engagement. He has also been instrumental in growing the dairy & fresh segment (under the "Metro" brand) post the acquisition of the remaining stake in Metro Dairy Limited (which has since merged with our Company with effect from April 1, 2018).

Our Board is supplemented by our senior and middle-level management team members. We believe that the knowledge and experience of our senior and middle-level management team in the food FMCG business provides us with a significant competitive advantage as we seek to grow our businesses. Our senior management team comprises of head packaged foods & beverage, head dairy & fresh foods, head of corporate finance, strategy and investor relations, head of marketing, head of human resource and information technology, head of research and development, as well as our Chief Financial Officer, Company Secretary and Compliance Officer. For further details, see "*Our Management*" on page 202.

Further, since 2017, our Company has benefited from a marquee investor, Mandala Swede SPV, being a shareholder of our Company and represented on the Board by undertaking a number of initiatives such as, formulating a future growth strategy and further strengthening our corporate governance standards.

Strategies

Leveraging our platform and infrastructure to enter strategic partnerships with existing and new partners

We continue to evaluate strategic partnership opportunities to leverage our platform and identifying new and recognized partners for expansion of our product portfolio. We have tied up with Parle Agro under a franchisee arrangement to manufacture, distribute and sell their range of dairy based drinks, including milkshake under the 'SMOODH' brand in the geographies we operate in for Parle Agro. We shall be introducing coffee frappe, chocolate milk and toffee caramel flavour in 85 ml pack size at a price point of ₹ 10.

We have also recently entered into a license agreement with an international media company to sell the licensed products (milkshakes and frozen savoury snacks) on a pan-India basis.

We will continue to work closely with our partners to identify further expansion opportunities and continue to explore new partnership opportunities with the aim of increasing our presence and leveraging our operational experience, expansive distribution platform and established manufacturing and processing infrastructure. We believe that strategic partnerships are effective catalysts for business growth, expansion of our reach in India, increasing our portfolio of products and catering to different target consumers across various price points.

Focus on continuous product development to expand our product portfolio, increase customer wallet share and increase our market share

We continue to leverage our ability to launch new products on our existing distribution platform in order to increase our revenues and market share in our target markets. With the ever-evolving consumer needs and preferences, we intend to continuously work towards launching new products and categories at various price points to increase our mindshare and our share of the wallets of our consumers.

We are in the process of introducing new products such as different varieties of milkshakes, ice-cream, paneer, special milk for tea vendors, pouch lassi and various new products in the frozen category.

In line with our marketing and product strategy, we intend to launch some of our products in smaller SKUs and more affordable price points to target the semi-urban and rural markets in India. We intend to continue to leverage our in-depth understanding of local markets to produce and distribute products that address clearly identified market opportunities. We continue to, by expanding our product portfolio and distribution reach, focus on increasing consumption volumes, particularly in markets and demographic segments with relatively low per capita consumption, as well as address changing consumer preferences. We believe that our increased focus on semi-urban and rural markets, and ability to understand consumer preferences in such markets, will enable us to further increase market penetration in these markets and segments, resulting in organic growth.

We also intend to diversify our packaged foods & beverage products by introducing our own range of snacks. According to the Technopak Report, the market size of packaged snacks in India was ₹42,230 crores in Fiscal 2020. Salty snacks contributed close to 58% of the total packaged snacks market in India followed by savoury biscuits contributing to around 13%, nuts contributing to 7%, and popcorn contributing to around 1%. This will enable us to expand and diversify our product portfolio, increase our customer wallet share, reach a wider variety of consumers and target snack consuming consumers.

Expanding our distribution platform and geographical presence, and increasing sales to our existing retailers

Our distribution platform enables us to increase the availability and visibility of our brands. We continue to focus on increasing sales volumes in our geographies by expanding our distribution platform, optimizing our distribution operations and increasing product supply to under-penetrated markets, particularly to semi-urban and rural areas. We focus on optimal utilization of our existing distribution infrastructure by implementing effective brand and product promotion strategies through intensive interaction with distributors, effective involvement of our sales team at points of sale, and expanding the range of product offerings in certain markets and areas to specifically cater to regional and local consumer preferences. As of March 31, 2021, we had 3,126 distributors. According to the Technopak Report, we have built a large distributor network catering to 160,000 – 170,000 retail touch points across categories of packaged food and fresh bananas. We intend to further expand our distribution platform by engaging additional distributors, consolidating existing distributors and increasing the number of distributors in under-penetrated markets. We also intend to increase the drop size (sales of our products) to existing retailers through our sales team. We believe that these measures will enable us to increase the availability of our products which will in turn increase brand awareness and sales of our products. We seek to develop long-term relationships with our distributors and retailers by supporting the growth of their businesses and providing support services for their business such as visi-coolers, iceboxes and marketing material. For the Fiscals ended March 31, 2019, March 31, 2020 and March 31, 2021, we had made annual investments of ₹ 31.82 million, ₹ 27.64 million and ₹ 17.84 million, respectively, on deep freezer / chilling equipment. We intend to continuously focus on placement of chilling equipment and make annual investments on chilling equipment to be placed in the existing and new markets.

We have also expanded our existing distribution platform to launch products in new geographies. For example, we have introduced certain products (such as ready to cook / frozen food) in the states of Andhra Pradesh, Uttarakhand, Haryana, Madhya Pradesh, Himachal Pradesh, Gujarat, Punjab, Rajasthan and Uttar Pradesh, and the union territories of Jammu and Kashmir and Chandigarh as well as the National Capital Region. Going forward, we intend to distribute our packaged foods & beverage products on a pan India basis. We further intend to foray into the markets of Bihar and Jharkhand with our products under the dairy & fresh segment, and plan to launch pouch milk and curd in these markets.

Continue to enhance brand visibility and consumer engagement of our products

We believe that our ability to differentiate our brand and our products from our competitors through our marketing and brand awareness programs is an important factor in attracting consumers. Further, our presence across multiple products such as ready to cook / frozen food, UHT milk, milkshakes, lassi, ice cream and fruit based beverages has also enabled us to strengthen our brand visibility and we plan to leverage upon it to launch new products.

Our marketing plan comprises advertising in television, print media, digital, radio and outdoor promotional campaigns along with sponsorship tie-ups of sporting and cultural events across India. We intend to increase our brand awareness in existing markets through digital channels and build our visibility in retail stores through in-store branding activities. We plan to also focus more on digital marketing initiatives with social media integration, influencer marketing and content marketing. We have also tied up with brand ambassadors for some of our products, which we believe will have a good connect with our target consumers. This will result in greater brand awareness and increase in consumption of our products.

Continue to focus on cost efficiencies while simultaneously increasing consumer demand through organic and inorganic growth

As an integral part of our continuous effort targeted at ensuring cost efficiencies, we have undertaken a number of initiatives aimed at reduction of cost of goods sold, effective management of operating expenses and improvement in cash flows by having a centralized procurement team. For our processing operations, we are identifying various strategic initiatives to improve our operational efficiencies and reduce operating costs by (i) adopting more efficient production processes to decrease reprocessing of products and reduce our water use; (ii) decrease our electricity consumption due to refrigeration by refining the current plant and machinery; (iii) switch from conventional to non-conventional sources of energy; (iv) adopting new systems and equipment to meet our enhanced power requirements and to minimize electricity interruption; and (v) upgrading our boilers to achieve higher efficiency with cleaner emission in line with the clean environment initiatives of the government

We have in the past grown both organically by expanding our own food processing units and inorganically by acquiring food processing units. For example, during the Fiscal 2018, we acquired the balance 47% stake in Metro Dairy Limited, making it our wholly owned subsidiary which was subsequently merged with our Company in Fiscal 2020 with effect from April 1, 2018. Our Company took over the supply and distribution chains of erstwhile Metro Dairy Limited and integrated this acquisition into our Company's supply and distribution channels. Post-acquisition of the erstwhile Metro Dairy Limited, we set up our UHT milk processing unit at Barasat. Further, we increased our banana ripening capacities from 408.80 lakh kilograms per annum as of March 31, 2019 to 562.10 lakh kilograms per annum as of March 31, 2021, by supplementing our Barasat, Siliguri and Durgapur food processing units with new food processing units at Midnapur and Patna. We are also in the process of establishing a food processing unit at Ranchi. For the Fiscals ended March 31, 2019, March 31, 2020 and March 31, 2021, we have spent ₹ 1,099.25 million, ₹ 828.95 million and ₹ 298.70 million on purchase of property, plant and equipment and intangible assets (including capital work-in-progress and intangible assets under development). We believe our ability to successfully integrate our organic and inorganic assets with our existing operations has led to our substantial growth.

We continue to plan our capital expenditure carefully by focusing our investments on more profitable areas of our business. In order to meet the increasing demand for our products, we are expanding our manufacturing infrastructure by setting up additional manufacturing lines in our existing facilities to manufacture our packaged foods & beverage products.

In line with the proposed foray of our dairy, and fresh food business in the states of Bihar and Jharkhand, we intend to either setup new food processing units or tie up with other contract manufacturers in the state of Bihar and Jharkhand. Further, in order to support our fresh food products, we also intend to augment our sourcing infrastructure for raw milk by replicating our existing procurement model in the state of Bihar. This will result in augmentation of revenues, better cost controls and resultant increase in profitability.

Our Key Financial and Operational Performance Indicators

The following provides a snapshot of our key financial and operational performance indicators:

Details of Packaged Foods & Beverage

Revenue

(in ₹ in million, except as otherwise specified)

Revenue from operations	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2021
Parle Beverages	2,636.85	3,301.08	3,121.44
Frozen	115.59	127.67	262.67
Revenue from operations	**2,752.44**	**3,428.75**	**3,384.11**
Year on year revenue growth (%)		24.57%	(1.30)%

Gross Margin

(in ₹ in million, except as otherwise specified)

	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2021
Gross Profit	**1,120.08**	**1,449.40**	**1,275.41**
Gross Margin (%)	*40.69%*	*42.27%*	*37.69%*
Category wise gross margin (%)			
Parle Beverages	41.30%	42.65%	38.27%
Frozen	26.80%	32.53%	30.77%

(in ₹ in million, except as otherwise specified)

	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2021
EBITDA	**336.67**	**521.35**	**331.52**
EBITDA Margin (%)	12.23%	15.21%	9.80%

	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2021
Net Asset turnover	2.20	2.13	2.02
ROCE – reported (%)	17.78%	23.61%	9.78%
ROCE – without revaluation of land (%)	25.17%	31.22%	12.44%
Net Working Capital Days	31.53	30.35	24.90

Details of Dairy & Fresh

Revenue from operations

(in ₹ in million, except as otherwise specified)

Revenue from operations	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2021
Pouch Milk & Curd	2,784.85	2,909.53	2,651.12
UHT milk	74.62	444.61	480.27
Milkshake and lassi	-	2.95	65.81
Ice cream	441.38	473.38	225.18
Banana	423.97	477.18	409.91
Revenue from Operations	**3,724.83**	**4,307.65**	**3,832.29**
Year on year revenue growth (%)		***15.65%***	***(11.04)%***

Gross Margin

(in ₹ in million, except as otherwise specified)

	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2021
Gross Profit	1,068.39	859.32	992.04
Gross Margin (%)	28.68%	19.95%	25.89%
Category wise gross margin (%)			
Pouch milk and curd	26.23%	16.11%	23.87%
UHT milk	26.45%	19.01%	21.46%
Milkshake and lassi		30.51%	24.76%
Ice cream	38.73%	33.43%	41.09%
Banana	34.75%	30.79%	35.96%

(in ₹ in million, except as otherwise specified)

	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2021
EBITDA	306.89	(76.21)	113.98
EBITDA Margin (%)	8.24%	-1.77%	2.97%

	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2021
Net Asset turnover	1.90	1.95	1.75
ROCE – reported (%)	11.18%	-8.90%	-2.57%
ROCE – without revaluation of land (%)	20.97%	-15.27%	-4.17%
Net Working Capital Days	5.24	14.34	21.41

Working Capital

Company as a whole

(in ₹ in million, except as otherwise specified)

	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2021
Total Revenue from Operations	8,817.23	9,451.14	8,302.01
Gross Profit	2,691.19	2,724.74	2,616.98
Gross Margin	30.52%	28.83%	31.52%
Adjusted EBITDA	636.39	435.50	486.91
Adjusted EBITDA Margin	7.22%	4.61%	5.86%
Net Asset turnover	2.25	2.10	1.84
ROCE – reported (%)	8.82%	2.67%	2.34%
ROCE – without revaluation of land (%)	13.32%	4.00%	3.44%
Adjusted Net debt	1,519.87	2,439.45	2,141.58
Net Working Capital Days	28.03	30.03	28.23

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Our Product Portfolio

An indicative list of our product portfolio is given below:

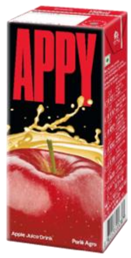
A. Packaged Foods & Beverage

(i) Brand – "Keventer"

S. No.	Product	Territories covered	Description	SKU/ package
1.	Keventer Frozen	India: (i) West Bengal; (ii) Sikkim; (iii) Jharkhand; (iv) Bihar; (v) Odisha; (vi) Assam; (vii) Meghalaya; (viii) Manipur; (ix) Tripura; (x) Arunachal Pradesh; (xi) Mizoram; (xii) Nagaland; (xiii) Jammu & Kashmir; (xiv) Uttarakhand; (xv) Punjab; (xvi) Chandigarh; (xvii) Haryana; (xvii) Delhi; (xix) Gujarat; (xx) Rajasthan; (xxi) Uttar Pradesh; (xxii) Madhya Pradesh; (xxiii) Telangana; and (xxiv) Andaman Other countries: Bhutan	The following non-vegetarian snacks are available: (i) Chicken Strips; (ii) Chicken Wings; (iii) Chicken Nuggets; (iv) Chicken Momo; (v) Prawn Breaded Butter fry; (vi) Prawn Breaded Torpedo; (vii) Awadhi Mutton Biryani; (viii) Afghani Chicken Biryani; (ix) Chicken Seek Kebab; (x) Chicken Tandoori Kebab; and (xi) Chicken Lucknowi Kebab  The following vegetarian snacks are available: (i) Mozzarella Cheese Sticks; (ii) Onion Rings; (iii) Paneer Steak; (iv) Paneer Double Decker; (v) Paneer Bites; (vi) Veg Momo; (vii) French Fries; (viii) Veg Cheese Finger; and (ix) Cheese and Corn Bite.   The following chicken sausages are available: (i) Smoked Frankfurters; (ii) Breakfast; (iii) Pepper and Herb; (iv) Cheese and Onion; (v) Italian; (vi) Jalapeno; and (vii) Cheese. The following chicken salami are available: (i) Bell Pepper Salami; and (ii) Plain Salami.  The following Indian breads are available: (i) Lachha Paratha; (ii) Aloo Paratha; and (iii) Malabar Paratha.	-

S. No.	Product	Territories covered	Description	SKU/ package
			 The following other products are also available: (i) Green Peas; (ii) Sweet Corn; and (iii) Malai Paneer. 	

(ii) Brand under franchisee arrangement (owned by Parle Agro)

S. No.	Product	Territories covered	Description	SKU/ package
1.	Frooti Tetra Pack	India: (i) West Bengal; (ii) Sikkim; (iii) Jharkhand; (iv) Assam; (v) Meghalaya; (vi) Manipur; (vii) Tripura; (viii) Arunachal Pradesh; (ix) Mizoram; and (x) Nagaland Other countries: Bhutan	Mango drink  	Tetra pack – 65 ml, 150 ml, 160 ml and 200 ml
2.	Appy Tetra Pack	India: (i) West Bengal; (ii) Sikkim; (iii) Jharkhand; (iv) Assam; (v) Meghalaya; (vi) Manipur; (vii) Tripura; (viii) Arunachal Pradesh; (ix) Mizoram; and (x) Nagaland Other countries: Bhutan	Apple juice-based drink 	Tetra pack – 150 ml, 160 ml and 200 ml
3.	Frooti PET	India: (i) West Bengal; (ii) Sikkim; and (iii) Jharkhand Other countries: Bhutan	Mango drink 	PET – 160 ml, 250 ml, 500 ml, 600 ml, 1.2 ltr, 1.5 ltr and 2 ltr
4.	Appy Fizz	India: (i) West Bengal; (ii) Sikkim; (iii) Jharkhand; (iv) Assam (except 160 ml); (v) Meghalaya (except 160 ml); (vi) Manipur (except 160 ml); (vii)	Apple juice-based drink	PET – 160 ml, 250 ml, 600 ml and 1 ltr

S. No.	Product	Territories covered	Description	SKU/ package
		Tripura (except 160 ml); (viii) Arunachal Pradesh (except 160 ml); (ix) Mizoram (except 160 ml); and (x) Nagaland (except 160 ml) Other countries: Bhutan		
5.	B Fizz	India: (i) West Bengal; (ii) Sikkim; and (iii) Jharkhand Other countries: Bhutan	Fruit juice-based drink (malt flavored) 	PET – 160 ml, 250 ml, 600 ml
6.	Bailley	India: West Bengal	Packaged drinking water is bottled in one-way packs 	PET – 250ml, 500ml, 1 ltr, 2 ltr, 5 ltr and 20 ltr jar

B. Dairy & Fresh

(i) Brand – "Keventer"

S. No.	Product	Territories covered	Description	SKU/ Package
1.	Keventer Banana	India: West Bengal, Sikkim, Jharkhand and Bihar	'Keventer' stickered bananas 	-

(ii) Brand – "Metro"

S. No.	Product	Territories covered	Description	SKU/ Package
1.	Metro Milk	India: West Bengal	Standardized Milk 	Pouch – 500ml and 1 ltr

S. No.	Product	Territories covered	Description	SKU/ Package
2.	Metro Milk	India: West Bengal	Toned Milk 	Pouch – 500ml
3.	Metro Milk	India: West Bengal	Double Toned Milk (Diet) 	Pouch – 500ml
4.	Metro Milk	India: West Bengal	Double Toned Milk 	Pouch – 200ml
5.	Metro Milk	India: West Bengal	Cow Milk 	Pouch – 200ml and 500ml

S. No.	Product	Territories covered	Description	SKU/ package
1.	Metro Ice-Cream Cup	India: (i) West Bengal; and (ii) Sikkim. Other countries: Bhutan	Available in following variants: (i) Vanilla; (ii) Two-in-One; (iii) Choco chips; (iv) Yum Aam; (v) Butter Scotch; and (vi) Nolen Gur 	Cups – 65ml and 80ml.
2.	Metro Ice-Cream Cone	India: West Bengal. Other countries: Bhutan	Available in following variants: (i) Vanilla Delite; (ii) Chocolate and Nuts; (iii) Butter Scotch; and (iv) Mango 	Cones – 50ml and 80ml
3.	Metro Ice-Cream Bar	India: (i) West Bengal Other countries: Bhutan	Available in following variants: (i) Choco bar Delite; (ii) Choco Scotch; (iii) Choco Bar; (iv) Choco Gold; and (v) Choco Nut (yet to be launched) 	Bars – 40ml and 70ml
4.	Metro Ice-Cream Candies	India: (i) West Bengal; and (ii) Sikkim. Other countries: Bhutan	Available in following variants: Orange. 	Bars – 50ml

S. No.	Product	Territories covered	Description	SKU/ package
5.	Metro Ice-Cream Party Pack	India: (i) West Bengal	Available in following variants: (i) Vanilla; (ii) Two-in-One; (iii) Butter Scotch; (iv) Chocolate; (v) Yum Aam; (vi) Nolen Gur; (vii) Kesar Pista; and (viii) Black Currant.  	Blocks – 900 ml Gallons – 4 ltr
6.	Metro Frozen Dessert – Premium Pack	India: (i) West Bengal; and (ii) Sikkim. Other countries: Bhutan	Available in following variants: (i) Black Forest Temptation; (ii) Caramel Gateau; and (iii) Pistachio Crush 	Cups and tubs – 125ml and 750ml

S. No.	Product	Territories covered	Description	SKU/ Package
1.	Metro Dahi	India: West Bengal	Dahi (Pouch)  	Pouch – 200g, 400g and 1kg
2.	Metro Dahi (Set Curd)	India: West Bengal	Available in following variants: (i) Dahi (Plain Curd); (ii) Mishti Doi (Sweet Curd); and (iii) Aam Doi (Mango Curd)  	Cups – 85g and 400g

(i) Brand – "Keventer"

S. No.	Product	Territories covered	Description	SKU/ Package
1.	Keventer UHT milk	India: (i) West Bengal; (ii) Sikkim; (iii) Jharkhand; (iv) Bihar; (v) Odisha; (vi) Assam; (vii) Meghalaya; (viii) Manipur; (ix) Tripura; (x) Arunachal Pradesh; (xi) Mizoram; (xii) Nagaland; (xiii) Chhattisgarh; (xiv) Andaman; (xv) Uttar Pradesh; (xvi) Himachal Pradesh and (xvii) Jammu & Kashmir	Standardised Milk  	Tetra pack – 1 ltr and 200 ml

S. No.	Product	Territories covered	Description	SKU/ Package
2.	Keventer UHT Milk	India: (i) West Bengal; (ii) Sikkim; (iii) Jharkhand; (iv) Bihar; (v) Odisha; (vi) Assam; (vii) Meghalaya; (viii) Manipur; (ix) Tripura; (x) Arunachal Pradesh; (xi) Mizoram; (xii) Nagaland; (xiii) Chhattisgarh; (xiv) Andaman; (xv) Uttar Pradesh; (xvi) Himachal Pradesh and (xvii) Jammu & Kashmir Other countries: Bhutan	Toned Milk 	Tetra pack – 1 ltr and 200 ml
3.	Keventer UHT Milk	India: (i) West Bengal; (ii) Sikkim; (iii) Jharkhand; (iv) Bihar; (v) Odisha; (vi) Assam; (vii) Meghalaya; (viii) Manipur; (ix) Tripura; (x) Arunachal Pradesh; (xi) Mizoram; (xii) Nagaland; (xiii) Chhattisgarh; (xiv) Jammu & Kashmir; (xv) Andaman; and (xvi) Uttar Pradesh Other Countries: Bhutan	Double Toned Milk 	Tetra pack – 1 ltr and 150 ml
4.	Keventer Milkshake	India: (i) West Bengal; (ii) Sikkim; (iii) Jharkhand; (iv) Bihar; (v) Odisha; (vi) Assam; (vii) Meghalaya; (viii) Manipur; (ix) Tripura; (x) Arunachal Pradesh; (xi) Mizoram; (xii) Nagaland; (xiii) Chhattisgarh; (xiv) Andaman; (xv) Uttar Pradesh; (xvi) Himachal Pradesh and (xvii) Jammu & Kashmir Other Countries: Bhutan	Chocolate Milkshake 	Tetra pack – 150 ml
5.	Keventer Milkshake	India: (i) West Bengal; (ii) Sikkim; (iii) Jharkhand; (iv) Bihar; (v) Odisha; (vi) Assam; (vii) Meghalaya; (viii) Manipur; (ix) Tripura; (x) Arunachal Pradesh; (xi) Mizoram; (xii) Nagaland; (xiii) Chhattisgarh; (xiv) Andaman; (xv) Uttar Pradesh; (xvi) Himachal Pradesh and (xvii) Jammu & Kashmir Other Countries: Bhutan	Kesar Badam Milkshake 	Tetra pack – 150 ml
6.	Keventer Lassi	India: (i) West Bengal; (ii) Sikkim; (iii) Jharkhand; (iv) Bihar; (v) Odisha; (vi) Assam; (vii) Meghalaya; (viii) Manipur; (ix) Tripura; (x) Arunachal Pradesh; (xi) Mizoram; (xii) Nagaland; (xiii) Chhattisgarh; (xiv) Andaman; and (xv) Uttar Pradesh Other Countries: Bhutan	Lassi 	Tetra pack – 150 ml

S. No.	Product	Territories covered	Description	SKU/ Package
1.	Keventer Milk	India: West Bengal	Standardized Milk  	Pouch – 500ml and 1 ltr
2.	Keventer Milk	India: West Bengal	Toned Milk 	Pouch – 500ml

C. Trading – Others

S. No.	Product	Territories covered	Description	SKU/ package
1.	Fruit Forest Real Fruit Snack	India: Maharashtra, Goa, Delhi and Telangana	Vegan Gummy made with 98% fruit content Flavors – Strawberry, Mango Passion Fruit, Peach, Pear and Raspberry 	30 Gms Resealable Pouch
2.	Fruit Forest Sweetening Syrup	India: Maharashtra, Goa, Delhi and Telangana	Vegan Sweetening Syrup made from Apple and Carobs 	350 Gms Pet Bottle

Product Development

We believe that research and development is critical in maintaining our competitive edge. In order to keep pace with the technological developments in the FMCG industry and to continually enhance our competitive advantages, we place significant emphasis on research and development. Since our incorporation, we have focused our research and development efforts to improve various aspects of our product development and supply chain such as offering new products to address the evolving consumer preferences, ensuring product safety and efforts to improve profitability.

We have launched: (i) two varieties of milkshakes (ii) one variety of lassi; (iii) three varieties of UHT white milk; (iv) three varieties of set curd; (v) four varieties of premium ice cream in IML cups and tubs; (vi) four varieties of ice cream cones; (vii) one variety of pouch curd; (viii) three varieties of pouch milk; (ix) one variety of ice-cream in candy stick; (x) two varities of ice-cream in gallon pack; and (xi) 14 products in the frozen category in the last four Fiscals.

Marketing

We believe that our products enjoy consumer patronage in our existing markets and have high visibility. We have adopted modern packaging technologies such as Tetra Pak, PET and polypack to adapt to changing consumer preferences. Our products are packaged attractively (with the use of logos, slogans and eye-catching artwork) to increase our brand visibility. For example, pursuant to the acquisition of Metro Dairy in 2017, we revamped the packaging of milk under the "Metro" brand to reposition the product for the younger demographic.

We will continue to increase awareness and consideration of our brands amongst consumers by having an integrated marketing approach to target a broad consumer base with frequent and customised messaging and engage consumers at multiple touch points, mass media and social media. We continue to invest in our brands and have used various brand ambassadors, print and electronic media, radio and outdoor advertising campaigns and other "below the line" advertising including product trials with apartment residents, coupon redemption scheme, banners, posters, danglers, and setting up of kiosks during festivals, to make sure our brands have a high recall among consumers and are a popular and trusted choice. We believe social media is an important marketing tool and we have invested on various social media platforms and engaged with social media influencers in the fields of health and fitness, and lifestyle and nutrition to create trust in our products and connect with the millennial demographic. Our licensed products "Frooti", "B Fizz", "Appy Fizz" are marketed on a pan-India basis by various Bollywood and regional celebrities extensively through television, print, outdoor and digital platforms by Parle Agro. While Parle Agro is responsible for mass media promotions on a pan India basis (above the line advertising), we are responsible for below the line advertising in the geographies we sell such products.

Distribution Platform and Infrastructure

Our sales and distribution platform is spread strategically across different parts within our territories and we continue to strengthen our distribution platform in semi-urban and rural areas. Our expansive distribution platform enables us to reach a wide range of consumer segments and ensure effective market penetration. In addition, we have over the years significantly expanded our distribution platform and infrastructure.

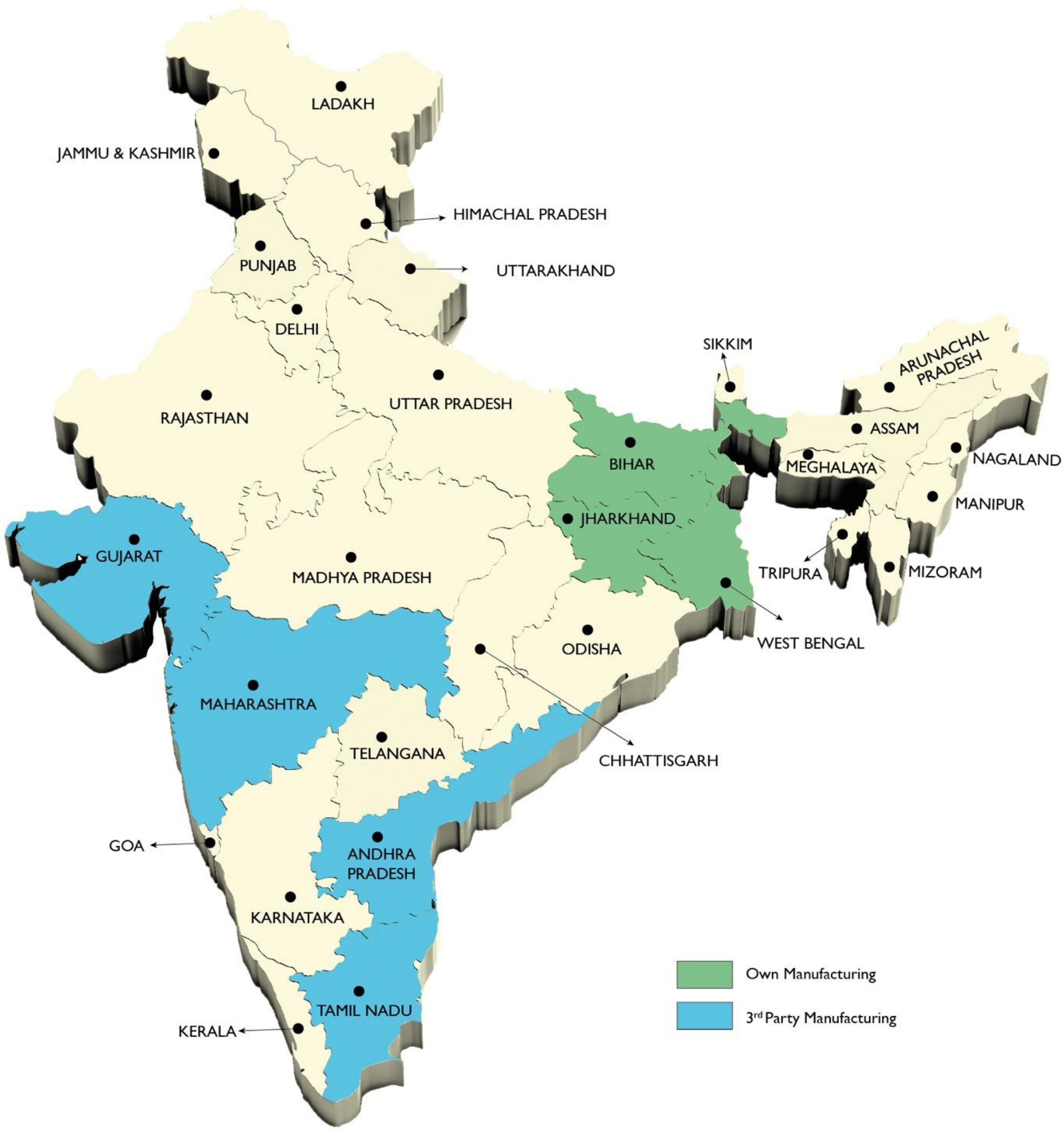
We deliver our products from our manufacturing facilities to the distribution depots, from where our distributors pick up consignments of stock and deliver it to sales outlets. The depots and distributors in a sub-territory serve sales outlets in such sub-territory and as a result transportation distances, and consequently transportation costs, are reduced.

In order to serve the needs of a wide range of consumers, we use an omnichannel approach to distribute our products and to be always visible and available to our consumers. Points of sale for our products include traditional retail points through distributors and stockists, such as grocery stores, as well as modern trade channels including e-commerce companies such as Innovative Retail Concepts Private Limited (Big Basket), supermarkets such as Big Baazar, Foodhall and Spencer's Retail Limited, hypermarkets such as Ratnadeep Retail Private Limited, and convenience stores such as More Retail Private Limited. As of March 31, 2021, we had a sales force of 570 employees (including contractual) and sales promoters on the ground who have a well-defined beat plan.

We place significant importance on quality control. Our comprehensive quality standards cover the entire value chain, from the production of the finished product, up to and including the point where the product ultimately reaches the consumer. Examples of this approach include maintaining the temperature throughout the cold chain or ensuring timely delivery of products in the case of morning distribution. We believe that the quality of the products manufactured by us is critical to our success and thus, we are committed to maintaining quality standards.

Our Manufacturing and Processing Infrastructure

Our business is supported by our manufacturing and processing infrastructure comprising of our flagship facility at Barasat, West Bengal and our food processing units located at Durgapur, Midnapore, Siliguri, Malda and Patna. We are also in the process of establishing a food processing unit at Ranchi. For Fiscal 2021, more than 95% of our sales are attributable to products manufactured at our own manufacturing and processing units, apart from our frozen food portfolio and some of the SKUs such as ice creams, which are outsourced. Our flagship facility and units are strategically located in close proximity to our end consumers. This is further supplemented by a strong sourcing network for our raw materials, thereby, minimizing our logistics cost and enabling us to supply fresh stocks with minimum delay to our consumers. Our flagship facility and processing units are equipped with advanced equipment and modern technology, which helps in maintaining consistent quality, increasing productivity and improving cost-efficiency. The map below shows our food processing units located across India as March 31, 2021:



Brief details of our manufacturing and processing infrastructure are as follows:

Barasat, West Bengal

Our flagship facility is spread over 92 acres of land and comprises of multiple food processing units. We possess ISO 22000:2005 quality certifications from SGS. Our processing infrastructure, with fully automated processing lines, is designed in a manner to ensure efficient operations and high product quality standards. The units and the production capacity of each unit located in our flagship facility at Barasat as on March 31, 2021 is given below:

S. No.	Details of the unit	Installed Production Capacity as on March 31, 2021
1.	Pouch milk and dahi unit (in lakh litres per annum)	1,277.50
2.	Bottled water unit (in lakh litres per annum)	491.44
3.	Beverage unit (in lakh litres per annum)	1,209.12
4.	UHT milk unit (in lakh litres per annum)	314.50
5.	Milkshake and lassi unit (in lakh litres per annum)	121.31
6.	Ice cream unit (in lakh litres per annum)	56.16
7.	Set curd unit (in lakh kilograms per annum)	8.76

S. No.	Details of the unit	Installed Production Capacity as on March 31, 2021
8.	Banana ripening unit (in lakh kilograms per annum)	255.50

Malda, West Bengal

Our Malda unit comprises of a pouch milk unit which has an installed production capacity of 29.20 lakh litres per annum as of March 31, 2021. The unit is semi-automated with supervisory control and data acquisition ("**SCADA**") automation systems to enable real-time monitoring of our operations, system modifications, troubleshooting, increasing equipment life and automatic report generation.

Other Food Processing Units

Our other food processing units are located at Durgapur, Midnapore and Siliguri in West Bengal, and Patna in Bihar, which are primarily banana ripening units, with an aggregate installed production capacity of 306.60 lakh kilograms per annum as of March 31, 2021. In three of our banana ripening units located at Durgapur, Midnapore and Siliguri in West Bengal, we have exclusive 15 kilo litres per day milk cold storage facilities which we use as stock points for smooth and timely distribution of pouched milk and curd. We also have deep freezers installed at Midnapore and Durgapore for storing frozen food products. We are also in the process of establishing a food processing unit at Ranchi in Jharkhand.

Contract Manufacturing

We also have arrangements with various contract manufacturers such as Vista Foods for the manufacture of our frozen food products, and other contract manufacturers for our ice cream products. We ensure that the contract manufacturers engaged by us adhere to our strict quality standards prescribed for our products. Our contract manufacturers have units located across the country, with one unit for ice cream located in West Bengal and more than seven units located in Maharashtra, Gujarat and West Bengal for the manufacture of our frozen food products. In Fiscal 2021, we procured mango pulp/ concentrate from three contract manufacturers.

Production Capacity

The following table sets forth information relating to the aggregate installed production capacities (per annum) of our food processing units for the products specified below:

Packaged Foods & Beverage	Installed capacity					
	Financial Year 2019		Financial Year 2020		Financial Year 2021	
	(in Lakh Litres)	(in Lakh Kgs)	(in Lakh Litres)	(in Lakh Kgs)	(in Lakh Litres)	(in Lakh Kgs)
Barasat Facility						
Frooti and Appy (tetra pack)	366.42	-	440.71	-	551.34	-
Frooti (PET)	243.63	-	291.57	-	387.44	-
Appy Fizz and B Fizz (PET)	119.17	-	194.44	-	270.34	-
Bailley (PET)	491.44	-	491.44	-	491.44	-
Dairy & Fresh Food	**(in Lakh Litres)**	**(in Lakh Kgs)**	**(in Lakh Litres)**	**(in Lakh Kgs)**	**(in Lakh Litres)**	**(in Lakh Kgs)**
Barasat Facility						
Metro pouch milk (4) and dahi	1,277.50		1,277.50		1,277.50	
Keventer UHT milk (tetra pack) (1) *	104.83	-	314.50	-	314.50	-
Keventer milkshake (2) and lassi (tetra pack)	NA	-	10.11	-	121.31	-
Metro set-curd	-	NA	-	8.76	-	8.76
Metro ice-cream (3) **	56.16	-	56.16	-	56.16	-
Malda Unit						
Metro pouch milk (4)	NA	-	NA	-	29.20	-
Banana Ripening Units	-		-		-	-
Barasat	-	255.50	-	255.50	-	255.50
Siliguri	-	43.80	-	43.80	-	43.80
Midnapore	-	NA	-	109.50	-	109.50
Durgapur	-	109.50	-	109.50	-	109.50
Patna	-	NA	-	43.80	-	43.80

(1) Includes standard milk, toned milk and double toned milk. For FY 19 Capacity Taken for 3 Months as it was Installed at the end of Dec.
(2) Includes chocolate milk shake and kesar badam milk shake. For FY 20 Capacity Taken for 2 months as it was launch in the month of Feb.
(3) Includes ice-cream cup, ice-cream cone, ice-cream bar ice-cream candies, ice-cream party pack and frozen dessert – premium pack.
(4) Includes standard milk, toned milk, double toned milk, double toned milk (diet) and cow milk.
** Capacity was installed during the Financial Year 2021.*
*** We outsource certain SKUs. Accordingly, such capacities are not included.*

The information relating to the estimated annual installed capacities of our production facilities included above and elsewhere is based on a number of assumptions and estimates of our management, including proposed operations, availability of raw materials, potential plant utilization levels, downtime *resulting from scheduled maintenance activities, downtime resulting from change in SKUs for a particular product, downtime resulting from washing activities undertaken due to change of beverages produced, unscheduled breakdowns, as well as potential operational efficiencies. Capacity additions to our production facilities have also been made on an incremental basis, including through expansion of our production facilities as well as de-bottlenecking exercises and improved material handling and other operational efficiencies in the production process. In particular, the following assumptions have been made in the calculation of the estimated annual installed capacities of our production facilities included above.*

For our beverage lines, it is assumed to run for 20 hours in a day, 26 days in a month and 09 months in a year; UHT milk, it is assumed to run for 14 hours in a day, 26 days in a month and 12 months in a year; milkshakes and lassi, it is assumed to run for 16 hours in a day, 26 days in a month and 12 months in a year; ice-cream lines, is assumed to run for 2 shifts of each 8 hours in a day, 26 days in a month and 12 months in a year; set-curd lines, is assumed to run for 8 hours in a day, 26 days in a month and 12 months in a year; pouch milk is assumed to run for 1 shift of 8 hours in a day, 30 days in a month and 365 days in a year; banana has a 4-day ripening cycle and the individual ripening chambers are assumed to run for 24 hours in a day, 365 days in a year.

The installed capacity calculation does not take into account seasonality in demand etc. and actual production levels and utilization rates may therefore vary significantly from the estimated installed capacities of our production facilities.

Capacity utilisation

We regularly monitor the performance of our flagship facility and our food processing units through a number of performance indicators commonly used in the FMCG industry. The following table provides information relating to the aggregate estimated capacity utilization rates of our food processing units for the food processing units below in Financial Year 2019, 2020 and 2021. The capacity utilization for our flagship facility and our food processing units has been calculated on the basis of the actual aggregate production of the relevant product during the relevant period, divided by the average aggregate installed production capacity for such product for such period, as adjusted for scheduled and unscheduled downtime.

Packaged Foods & Beverage	**Capacity Utilisation**					
	Financial Year 2019		**Financial Year 2020**		**Financial Year 2021**	
	(in Lakh Litres / Kgs)	**%**	**(in Lakh Litres / Kgs)**	**%**	**(in Lakh Litres / Kgs)**	**%**
Barasat Facility						
Frooti and Appy (tetra pack)	352.78	96.28%	409.92	93.01%	369.95	67.10%
Frooti (PET)	158.03	64.86%	202.61	69.49%	158.61	40.94%
Appy Fizz and B Fizz (PET)	80.81	67.81%	139.65	71.82%	155.43	57.49%
Bailley (PET)	327.97	66.74%	413.02	84.04%	167.50	34.08%
Dairy & Fresh	**(in Lakh Litres / Kgs)**	**%**	**(in Lakh Litres / Kgs)**	**%**	**(in Lakh Litres / kgs)**	**%**
Barasat Facility						
Metro pouch milk and dahi [(4)]	756.60	59.23%	730.50	57.18%	599.34	46.92%
Keventer UHT milk (tetra pack) [(1)]	21.36	20.38%	94.54	30.06%	97.98	31.15%
Keventer milkshake [(2)] and lassi (tetra pack)	NA	NA	1.06	10.49%	9.16	7.55%
Metro set-curd	NA	NA	8.76	3.23%	8.76	20.08%
Metro ice-cream [(3)]	48.20	85.82%	40.65	72.38%	14.80	26.35%
Malda Unit						
Metro pouch milk [(4)]	NA	NA	NA	NA	8.16	55.89%
Banana Ripening Units						
Barasat	152.27	83.44%	158.02	61.85%	98.67	38.62%
Siliguri	25.55	58.33%	26.73	61.03%	23.03	52.58%
Midnapore	NA	NA	10.71	9.78%	29.99	27.39%
Durgapur	30.87	28.19%	41.30	37.72%	38.36	35.03%
Patna	NA	NA	2.39	5.46%	1.95	4.46%

(1) *Includes standard milk, toned milk and double toned milk.*
(2) *Includes chocolate milk shake and kesar badam milk shake.*
(3) *Includes ice-cream cup, ice-cream cone, ice-cream bar ice-cream candies, ice-cream party pack and frozen dessert – premium pack.*
(4) *Includes standard milk, toned milk, double toned milk, double toned milk (diet) and cow milk. The plant was started in the interim, hence, utilization has been calculated by taking 6 months of capacity and not full year capacity.*

Some of our products such as beverages and ice-creams have higher demand in the summer months. Accordingly, we have also calculated the capacity utilisation in the peak months i.e. from March till June of past three Financial Years below:

Product Category	**March 2018**		**March 2019**		**March 2020***		**March 2021**	
	(Capacity in Lakh Litres)	**Utilisation %**	**(Capacity in Lakh Litres)**	**Utilisation %**	**(Capacity in Lakh Litres)**	**Utilisation %**	**(Capacity in Lakh Litres)**	**Utilisation %**
Metro ice-cream [(1)]	4.68	100.00%	4.68	109.59%	4.68	67.87%	4.68	80.92%
Frooti and Appy (tetra pack)	39.20	107.11%	43.73	91.93%	59.44	50.74%	64.90	93.24%
Frooti (PET)	27.07	87.17%	27.07	87.58%	43.05	38.12%	43.05	76.15%
Appy Fizz and B Fizz (PET)	11.17	77.14%	17.39	85.94%	30.04	34.10%	30.04	99.24%

(1) Includes ice-cream cup, ice-cream cone, ice-cream bar, ice-cream candies, ice-cream party pack and frozen dessert – premium pack.
** Country was under lock-down, hence no utilization*

Product Category	April 2018		April 2019		April 2020*		April 2021	
	(Capacity in Lakh Litres)	Utilisation %	(Capacity in Lakh Litres)	Utilisation %	(Capacity in Lakh Litres)	Utilisation %	(Capacity in Lakh Litres)	Utilisation %
Metro ice-cream (1)	4.68	109.92%	4.68	94.82%	4.68	0%	4.68	77.89%
Frooti and Appy (tetra pack)	39.20	100.38%	43.73	101.13%	59.44	0%	64.90	104.21%
Frooti (PET)	27.07	99.51%	27.07	109.14%	43.05	0%	43.05	129.08%
Appy Fizz and B Fizz (PET)	11.17	89.22%	17.39	120.75%	30.04	0%	30.04	113.28%

(1) Includes ice-cream cup, ice-cream cone, ice-cream bar, ice-cream candies, ice-cream party pack and frozen dessert – premium pack.
** Country was under lock-down, hence no utilization*

Product Category	May 2018		May 2019		May 2020*		May 2021	
	(Capacity in Lakh Litres)	Utilisation %	(Capacity in Lakh Litres)	Utilisation %	(Capacity in Lakh Litres)	Utilisation %	(Capacity in Lakh Litres)	Utilisation %
Metro ice-cream (1)	4.68	93.46%	4.68	103.97%	4.68	6.77%	4.68	1.84%
Frooti and Appy (tetra pack)	39.20	97.54%	43.73	108.33%	59.44	54.48%	64.90	56.78%
Frooti (PET)	27.07	82.84%	27.07	156.36%	43.05	42.60%	43.05	21.64%
Appy Fizz and B Fizz (PET)	11.17	38.67%	17.39	93.41%	30.04	44.40%	30.04	41.48%

(1) Includes ice-cream cup, ice-cream cone, ice-cream bar ice-cream candies ice-cream party pack and frozen dessert – premium pack.
** Country was under lock-down, hence low utilization*

Product Category	June 2018		June 2019		June 2020*		June 2021	
	(Capacity in Lakh Litres)	Utilisation %	(Capacity in Lakh Litres)	Utilisation %	(Capacity in Lakh Litres)	Utilisation %	(Capacity in Lakh Litres)	Utilisation %
Metro ice-cream (1)	4.68	84.40%	4.68	77.93%	4.68	6.77%	4.68	10.48%
Frooti and Appy (tetra pack)	39.20	74.56%	43.73	88.42%	59.44	53.35%	64.90	61.33%
Frooti (PET)	27.07	73.77%	27.07	120.88%	43.05	36.61%	43.05	35.63%
Appy Fizz and B Fizz (PET)	11.17	73.42%	17.39	109.60%	30.04	43.48%	30.04	49.53%

(1) Includes ice-cream cup, ice-cream cone, ice-cream bar ice-cream candies, ice-cream party pack and frozen dessert – premium pack.
** Country was under lock-down, hence low utilization*

Production Process

"Frooti", "Appy", "Bailley", "B Fizz" and "Appy Fizz" – The production process involves mixing concentrate, sugar and treated water. Once the beverage is pasteurized and homogenized, the beverage is filled in containers such as bottles (PET) or tetra paks on automated filling lines. Further, our packaged drinking water is processed using the water filtration process.

Pasteurized milk – once the raw milk is accepted in the milk processing units, based on quality specification, it is filtered, chilled and transferred to raw milk silos for further processing. In the milk processing line, the milk is clarified, homogenized, pasteurized and standardized as per our quality standards. If required, we add fat from white butter and SNF from SMP into the milk. In this regard, we have butter melting and milk reconstitution sections in the milk processing units. The processed milk primarily is stored in pasteurized milk silos and is then transferred to the packaging section, where it is packed in different sizes of pouches by FFS machines and stored in cold storage maintained at a temperature below 4^{0}C.

Pouch curd – for curd manufacture, milk is clarified, homogenized, pasteurized and standardized and transferred to culture inoculation tank at a particular temperature where selected culture is added to the milk at required proportion for the desired acid production. Immediately after mixing, the milk is pumped to the packing machines and packed in pouches by FFS machine for "stirred curd". The pouches are incubated at a particular temperature in an incubation room. After attaining required acidity/ pH level, the product is shifted to cold storage and kept cooled at a particular temperature. The product is then dispatched in insulated vehicles for distribution.

UHT milk – UHT milk is made from pasteurized and standardized milk which is then ultra-pasteurized at a high temperature for a short duration of time to destroy all micro-organisms present in the milk. The UHT milk is then brought down to room temperature and aseptically packed in a multilayer packaging film into packs of different sizes. These packs are then kept under observation by the quality assurance team for a certain period and then dispatched post clearance.

Milkshake – the process of manufacturing milkshake is similar to that of milk. The only difference is the addition of sugar, food additives, permitted color and flavor into the milk before UHT sterilization, as per the requirement of the product. The shake is then aseptically packed in multilayer packaging film into packs. These packs are then kept under observation by the quality assurance team for a certain period and then dispatched post clearance.

Lassi – lassi is made out of curd with the addition of sugar, food additives, permitted color and flavor as per the requirement of the product which is then sterilized by the UHT process and aseptically packed in multilayer packaging film into TetraPak packs. These packs are then kept under observation by the quality assurance team for a certain period and then dispatched post clearance.

Ice-cream – ice-cream is made by mixing milk solids, sugar and food additives in the desired proportion and then passing the mix through two stage homogenization, pasteurization and standardization process. Once this is done the mix is stored at a temperature below 4^0C for a specified time and then converted into soft ice cream by incorporation of filtered air and freezing through continuous freezer. The soft ice cream is then packed in cups, bricks, tubs and cartons before they are hardened in the hardening tunnel by high pressure low temperature air blast.

Ice-cream candy – ice-cream candies are made out of soft ice cream prepared in a manner similar to that of ice-cream and freezing them in the candy line. The frozen candies are then coated with chocolate and pillow packed in laminates in packing machine before packing into cartons.

Set curd - for curd manufacture, milk is clarified, homogenized, pasteurized and standardized and transferred to culture inoculation tank at a particular temperature where selected culture is added to the milk at required proportion for the desired acid production. Immediately after mixing, the milk is pumped to the packing machines and packed in cups by cup filling machine for "set curd". The cups are incubated at a particular temperature in an incubation room. After attaining required acidity/ pH level, the product is shifted to cold storage and kept cooled to a particular temperature. The product is then dispatched in insulated vehicles for distribution.

Banana **–** Our production processes begin with the procurement of green bananas which undergo the following processes at our various ripening units:

- Sorting and grading – green bananas received at our units are washed and then sorted and graded into various grades based on size. The bananas quality tests ensure suitability or unsuitability of bananas for market sale. The bananas are then packed into plastic crates, stickered, and then put in ripening chambers.

- Ripening – the ripening process takes approximately four days following which the green bananas turn yellow in colour as the starch is slowly converted into fruit sugars. The process is carried out under strict protocols of 95% relative humidity and 18-20 degrees Celsius temperature, and our ripening chambers are closely monitored for protocol adherence by using software alerts. Our processing infrastructure is designed in a manner to ensure efficient operations and high product quality standards.

Our Company's uses ethylene for the ripening process which is the only FSSAI approved and globally accepted method of ripening of bananas.

Procurement and Raw Materials

In the production of our products, we use raw materials and ingredients that get reviewed and pre-approved by our quality assurance team, and are compliant with food safety norms. Our raw material requirements include ingredients required for production of products, as well as processing aid materials and packaging and labelling materials. The key ingredients and raw materials required for the production of our products include concentrate, flavours, sugar, treated water and carbon dioxide. Further, packaging materials include preform, laminates, poly-packs, labels, plastic caps cardboard, cups and plastic film, among other things.

Our principal raw materials include the following:

- *Concentrate and flavours* – We typically purchase mangoes from Tamil Nadu and Andhra Pradesh, which are then converted into mango concentrates by certain contract manufacturers engaged by us. We have long-term relationships with these contract manufacturers which ensures quality and uninterrupted supply. Further, we purchase apple concentrate from various producers in the Union Territory of Jammu and Kashmir and abroad.

- *Sugar* – We procure sugar from various wholesale distributors in West Bengal. Sugar prices are typically volatile, we accordingly do not enter into any long-term supply contracts. We place orders depending on our production requirements at negotiated prices and procure sugar from a few key suppliers in East India.

- *Packaging material* – the principal packaging materials used by us include laminates, poly-packs, preforms for PET bottles, shrink wrap films, plastic closures, cups, labels and corrugated boxes. We purchase aseptic packaging materials from suppliers such as Tetra Pak and preforms for PET bottles from Parle Agro, as per the terms of the agreements entered into by us with them. We source our requirements for shrink film and corrugated box, from local suppliers with whom we have developed long-term relationships, to ensure quality and uninterrupted supply. We typically order the materials required by us on negotiated terms and prices that are fixed with the suppliers, in advance of our production requirements.

- *Raw Milk* **-** Our milk procurement centres are spread across five districts of West Bengal. We procured an average of 1.4 LLPD of raw milk from a procurement network of 14 BMCs where we collect raw milk from farmers and also procure directly from six third party milk vendors across five districts in West Bengal, , and according to the Technopak Report, these account for the majority of the milk procurement locations in the state. Our chilling centres are strategically placed in close proximity to our raw milk procurement locations in order to maintain the freshness of the raw milk. Each chilling centre is equipped with a laboratory and other facilities like electronic milk analysers for checking the milk in terms of quantity, fat and SNF content. We also conduct tests including for colour and smell which enables us to segregate poor quality of raw milk at our BMCs, apart from adulteration tests and neutralizer tests. We encourage milk producers for clean milk production which helps us in procuring good quality milk. We have qualified and experienced chemists at all our chilling centres. Our quality assurance team does regular calibration and updating of the chilling centres. We have implemented stringent cleaning standards at our chilling centres and perform regular inspections on our milk tanks to ensure adequate hygiene levels.

- *Bananas* **-** We source 80% of our requirement of raw bananas from the two main banana growing districts of West Bengal in Nadia and Murshidabad. We procured approximately 21,000 MT raw bananas from a network of farmers and aggregators in Fiscal 2021. We use a combination of a dedicated procurement team of seven employees along with a network of more than 250 aggregators, as of March 31, 2021. Our procurement team is responsible for monitoring the aforesaid districts for availability of raw material and maintain relationships with the farmers and aggregators to ensure that we have access to adequate quantities of raw bananas throughout the year.

Quality Assurance

Food safety form a part of our policy and one of the main drivers of our business. We have well defined documented quality system which is monitored at various stages of procurement and processing. Our Barasat facility has received ISO 22000:2005 and ISO 22000:2018 certifications from SGS. Our flagship facility at Barasat and our food processing units, where required, have received certifications from FSSAI.

Stringent Quality Checks

We place significant importance on quality checks and controls. Our comprehensive quality standards cover the entire value chain, from the purification of water to the production of the finished product, up to and including the point where the product ultimately reaches the consumer. We believe that the quality of the products manufactured by us is critical to our success, and we are committed to maintaining quality standards with respect to the purity of our water and the quality of the raw materials we use. Our manufacturing and processing infrastructure is all equipped with quality control laboratories for testing raw materials, packaging and finished products. Our flagship facility and food processing units are designed, constructed, maintained and inspected in accordance with applicable food safety standards, laws and regulations. Further, we ensure that the raw materials and ingredients used in our production processes are strictly in compliance with applicable laws and regulations. We also enforce strict hygiene standards for our personnel involved in production activities.

We continue to closely monitor our compliance with quality control standards. As at March 31, 2021, we had 40 full-time quality control personnel. We have sophisticated control equipment to monitor the key areas of the production process in our production facilities and as well as testing laboratories within our production facilities. We monitor the functioning of these control systems on a regular basis. Local regulatory authorities in each of our territories in which we operate also check our facilities and production processes to ensure that independent validation of key control points. In certain instances, our control systems enable us to monitor on a continuous basis while the products are being manufactured. We also use a sampling procedure for certain tests. The objective of our production quality monitoring is to ensure that any products that does not conform to our exact specifications are removed prior to being placed in the market.

Other Segments

Our other segments comprise of:

(a) Trading – others which consists of trading (including exports) of fruits pulp (primarily mango), sesame seeds and other food products. The mango pulp being exported are of two varieties, i.e., totapuri and alphonso. Trading of other food products primarily includes sale of "Fruit Forest" products; and

(b) Others – which consists of job work for food items (such as contract manufacturing of noodles(, income from renting of warehousing facilities and others

Employees

As of March 31, 2021, we had a workforce of 1,700 personnel which included 1,075 whole time employees and 625 contract employees. We consider our human resource as a critical factor to our success and engage in a human resource strategy that focuses heavily on recruiting, training and retaining our employees, as well as offering them competitive compensation. In addition to a base salary and performance-linked incentives, we provide a number of benefits to our employees, such as subsidized food products at our food processing units, transportation facilities to senior level employees through our owned vehicles, medical insurance, group gratuity schemes, group term life insurance and group personal accident insurance and other regular employee engagement activities. Our employee policies aim to recruit a talented and qualified work force, facilitate their integration and encourage development of their skills in order to facilitate the growth of our operations. We are also committed to providing an empowering environment that motivates and facilitates growth and rewards contribution.

Information Technology

We have a robust information technology infrastructure with a virtual data centre to support business critical applications including Microsoft's ERP Dynamics 365 ("**D365**"), human resource management systems (including SPINE platform), automated software for order collection etc.

Competition

The Indian FMCG market is a space with healthy but high level of competition. A large consumer base coupled with multiple target audiences presents ample opportunities to innovate new products, and augment and alter existing products for different target groups (*Source: Technopak Report*). We compete with large multi-national companies particularly as well as regional and local companies in each of the regions where we operate. Besides, in most product categories, we compete not only with other widely advertised branded products, but also private and economy brand products that are generally sold at lower prices.

Intellectual Property

Our intellectual property includes trademarks associated with our business. As on the date of this Draft Red Herring Prospectus, our Company has registered and holds 39 registrations in respect of trademarks under classes 16, 29, 30, 31, 32, 35, 42 and 43 granted by the Registrar of Trademarks under the Trade Marks Act, 1999 in India. The trademarks registered and held by us include the "Metro" and "Keventer" trademarks.

Our Company has entered into a registered user agreement dated March 1, 2018 read with the supplementary agreement dated September 17, 2018 with EKPL ("**Registered User Agreement**") to manufacture and market products in certain classes in which certain trademarks are registered in the name of EKPL or pending trademarks are proposed to be registered in the name of EKPL. Our Company is permitted to use such trademarks with effect from March 1, 2018 in accordance with the terms of the Registered User Agreement for a period of five years from the aforesaid date. For details in relation to the Registered User Agreement, see "*History and Certain Corporate Matters*" on page 193.

Our Company and EKPL have entered into a memorandum of understanding dated April 23, 2019 with Agastya Mihir Ramkrishna Dalmia and Super Milk Products Private Limited (along with Agastya Mihir Ramkrishna Dalmia, referred to as the "**Parties**") read with addendum dated October 10, 2019 ("**MOU**") to set out the understanding in relation to the rights to use certain trademarks. As per the MOU, while the Parties have the exclusive worldwide right to use "Keventers" trademarks, our Company and EKPL have the exclusive worldwide right to use "Keventer" trademarks, subject to certain conditions.

Insurance

We have obtained industrial all risk policy for our flagship facility at Barasat, fire and burglary policy for our dairy plant, banana units and stock keeping units at Malda, Durgapur, Midnapore, Patna, Siliguri and Domjur, fire policy for our chilling plants at various locations and fire, burglary and money policy for our corporate office premises at Kolkata and Gurugram. In addition, we have covered specific liabilities against our directors and certain specified officers through a management liability insurance policy and we maintain a commercial general liability insurance over our operations. We have also obtained group term life insurance policy, group personal accident and group health insurance policies for our employees and have coverage under transit, fidelity and motor insurance policies to cover the various risks related to our business.

Property

Our Registered and Corporate office located at 34/1 D.H. Road, Kolkata – 700 027, West Bengal, India, is leased by our Company from KPL for a period of six years with effect from September 1, 2017. Further, on the date of this Draft Red Herring Prospectus, we have six food processing units which are located on leasehold land.

Our Company has purchased office space at Magnum Tower, Unit No. 702, 7th Floor, Sector 58, in the Revenue Estate of Village Behrampur, Tehsil Sohna & District Gurugram, Haryana from SHPPL for an aggregate consideration of ₹ 29.00 million pursuant to an agreement executed on October 22, 2018 and our premises at Mouza-Fateabad, Subhas Nagar, Barasat, P.O Nilgunj Bazar, 24 Parganas North, Kolkata-700 121 has been leased by EKPL to our Company for manufacturing of noodles and for facilitating our business which is valid up to September 30, 2030 for a monthly rental of ₹ 0.22 million (which is subject to periodic increase of 10% every three years commencing from October 1, 2024). For further details, see "*Our Promoters and Promoter Group*" on page 216.

Environmental, Social and Governance Initiatives

We believe our environmental, social and governance initiatives have led to reduction of our carbon footprint and a value creation in the society.

We are conscious of the impacts of air pollutants and the adverse impacts it causes on human health. Many of our initiatives are centred around reduction of use of fossil fuels and use of more sustainable and energy efficient technology. We have initiated the use of solar power for electricity which in turn reduces demand for grid electricity, consequently creating lesser GHG emissions, air pollution and reduced natural resource depletion. In this regard, we have installed a solar power plant which meets a part of the energy demands of our beverages unit at our Barasat facility and use LED lights and skylight windows at to reduce our electricity demand. Further, use of variable frequency drive motors, and use of battery-operated forklifts instead of diesel forklifts also reduce carbon emissions and energy consumption at our Barasat facility. We further aspire to continue increasing the share of renewable energy in our energy mix.

We are mindful of the impacts of groundwater consumption and realise the increasing need to protect and nurture freshwater and groundwater sources. We have put in place sustainability initiatives that recycle process water and enable reuse of water in various processes at our Barasat facility. We also maintain lakes and water bodies within the premises of our Barasat facility and for the local communities outside our facility, for enhancing the aesthetic value of the surroundings, and providing a source of water for use in certain operations in our facility and in the local community.

We are cognizant of the challenges faced by banana farmers in West Bengal. The "Keventer Assisted Farming" initiative is designed for the banana farmers in West Bengal. Through this, we have envisioned to bring about a revolution in the banana value chain in West Bengal by increasing yields, ensuring the spread of modern agronomic practices through intensive knowledge sharing and de-risking the entire farming cycle by onboarding financial institutions to provide loans and crop insurance. Additionally, we believe that the large quantum of bananas procured by us and quick turnaround in making payments to the farmers have enhanced their livelihood by reducing their cash flow crunch and uncertainties of sales. Some of our specific initiatives include a pack-house at Karimpur where local farmers can sell their produce close to their farms, a Rural Business Hub programme conducted by us in conjunction with USAID and CII-FACE (wherein six demo farms were created, and best agronomics practices were showcased to local farmers) and creation of a self-help group in the Murshidabad district under the MGNREGA scheme where Keventer guaranteed buy-back of 100% of the output.

Corporate Social Responsibility

We have adopted a Corporate Social Responsibility ("**CSR**") policy in compliance with the requirements of the Companies Act, 2013 and the rules framed thereunder. In accordance with our CSR policy, we aim to primarily focus on initiatives related to, *inter alia*, promoting health care including preventive health care and sanitation initiaatives, education, gender equality and disaster rehabilitation.

Our CSR activities are monitored by the CSR committee of our Board. For details of the terms of reference of CSR committee, see "*Our Management*" on page 202. For Fiscal 2021, we did not incur any expenditure on CSR activities.

KEY REGULATIONS AND POLICIES

Given below is a summary of certain sector-specific relevant laws and regulations as prescribed by the Government of India, state governments and other governmental authorities which are applicable to our Company. The information in this chapter has been obtained from publications available in the public domain. The description of the applicable laws and regulations as given below has been provided in a manner to provide general information to the investors and is not exhaustive and shall not be treated as a substitute for professional legal advice. The statements below are based on the current provisions of applicable law, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

I. Key regulations in relation to the beverages, dairy and fruits sector in India

The Food Safety and Standards Act, 2006 (the "FSSA") and rules and regulations framed thereunder

The FSSA was enacted with a view to consolidate the laws relating to food and establish the Food Safety and Standards Authority of India ("**FSSAI**") for setting out scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption. The standards prescribed by the FSSAI include specifications for ingredients, contaminants, pesticide residue, biological hazards and labels. The FSSA also sets out requirements for licensing and registering food businesses, general principles of food safety, and responsibilities of the food business operator ("**FBO**") and liability of manufacturers and sellers, and adjudication by 'Food Safety Appellate Tribunal'. The FSSA also lays down penalties for various offences (including recall procedures).

In exercise of powers under the FSSA, the FSSAI has also framed the Food Safety and Standards Rules, 2011 (the "**FSSR**"). The FSSR sets out the enforcement structure of 'commissioner of food safety', 'the food safety officer' and 'the food analyst' and procedures of taking extracts, seizure, sampling and analysis. The Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011 provides for the conditions and procedures for registration and licensing process for food business and lays down general requirements to be fulfilled by various FBOs, including petty FBOs as well as specific requirements to be fulfilled by businesses dealing with certain food products.

In terms of the Food Safety and Standards (Food Recall Procedure) Regulations, 2017, every FBO engaged in manufacturing of food is required to have a food recall plan. The packaging done by a FBO is required to comply with the Food Safety and Standards (Packaging) Regulations, 2018, while labelling and display of prepackaged food items must comply with the Food Safety and Standards (Labelling and Display) Regulations 2020.

According to the Food Safety and Standards (Licensing and Registration of Food Business) Amendment Regulations, 2018, an e-commerce FBO (which includes sellers and brand owner who display or offer their food products, through e-commerce, and providers of transportation services for the food products and/or providing last mile delivery transportation to the end consumers), is required to obtain central license from the concerned central licensing authority.

The Food Safety and Standards (Contaminants, Toxins and Residues) Regulation, 2011 sets a maximum residue level for pesticides, toxins and other contaminants to regulate the extent of pesticides used in the products. Further, the Food Safety and Standards (Prohibition and Restriction on Sales) Regulations, 2011 prohibits the use of carbide gas or acetylene gas for artificial ripening of fruits. It, however, permits the use of ethylene gas at a concentration up to 100 ppm depending upon the crop, variety and maturity for artificial ripening of fruits.

The Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011 provide over-arching definitions for milk and milk products and other foods as well as guidance on the use of dairy terms in relation to foods offered to consumers or for further processing. The FSS (Food Products Standards and Food Additives) Regulations, 2011 are guided by the general principle that correct use of dairy terms intended for milk and milk products should be ensured in order to protect consumers from being confused or misled and to ensure fair practices in food trade. Further, the regulations list food additaves which are suitable for use in foods and prescribed acceptable daily intake limits.

The Food Safety and Standards (Prohibition and Restrictions on Sales) Regulations, 2011, (i) prohibit the sales of certain admixtures; (ii) restrict the sale, possession and use of plisted ingredients in the preparation of foods articles; and (iii) prohibit and regulate certain practices in relation to preparation of food articles for sale.

On March 23, 2012, the FSSAI issued Guidelines Related to Food Import Clearance Process by FSSAI's Authorized Officer with immediate effect, which provides for labelling requirements of different packages imported to India in compliance with the Food Safety and Standards (Packaging and Labelling) Regulations, 2011. The Food Safety and Standards (Organic Foods) Regulations, 2017 was introduced with the aim to ensure integrity of the organic food products and help in controlling unscrupulous practices in the market. The regulations provide for quality standard and labelling requirements on the package of all organic foods.

FSSAI Guidance Note on 'Food Hygiene and Safety Guidelines for Food Businesses during Coronavirus Disease (COVID-19) Pandemic' ("COVID-19 Guidance Note")

The COVID-19 Guidance Note was issued with an intent to provide guidance to food businesses, including their personnel involved in handling of food and other employees to prevent spread of COVID-19 in the work environment and any incidental contamination of food/food packages. It also provides guidance in relation to operative mechanism such as establishment of an in-house emergency response team in large food businesses to deal with suspected infections effectively. It mandates that employers should have a COVID-19 screening protocol in place to screen all personnel entering the premise. All the employees or visitors should be screened at entry point for the symptoms of COVID-19 such as, among others, temperature (using non-contact type thermometer), cough, cold etc. The entrance shall mandatorily have measures installed for hand hygiene. Employees and food handlers should be encouraged to self-declare any symptoms of any respiratory illness before visiting the premises. To spread awareness and contain the spread of the disease, employers should employ and ensure compliance with numerous measures such as, among others, display of posters/standees/audio visuals on preventive measures for COVID-19, frequent usage of alcohol-based sanitisers, avoidance of close contact with symptomatic personnel, usage of face masks, and frequent cleaning and disinfection. Food sectors involved in food services, takeaways and deliveries shall ensure, among others, that the food service area shall be thoroughly cleaned and disinfected after every meal, hand wash facilities should be made available to the workers, employees wear a clean uniform, mask/face cover, gloves and head covers at all time, adoption of contactless delivery. The COVID-19 Guidance Note prescribes guidelines for management of the food establishment to handle a COVID-19 suspect/positive case in accordance with the guidelines issued by Ministry of Health and Family Welfare and clean and disinfect the premises accessed by the suspected case.

The COVID-19 Guidance Note mandates strict adherence to General Hygiene Practices specified under Schedule 4 of Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011 ("**Schedule 4**"). Schedule 4 enumerates multiple compulsory measures to be adopted by FBOs in the interest of human nutrition, safety, and hygiene. Schedule 4 mandates that the premises shall be clean, adequately lighted, and ventilated, and sufficient free space for movement shall be made available. In relation to personal hygiene – all employees should wash their hands properly and they should be made aware of measures to avoid cross-contamination. Further, among other things, eating, chewing, smoking, spitting and nose blowing shall be prohibited within the premises especially while handling food, and persons suffering from infectious diseases shall not be permitted to work. Any cuts or wounds shall remain covered at all time and the person should not be allowed to come in direct contact with food.

FSSAI Guidance Note on Safety and Quality of Traditional Milk Products ("Traditional Milk Products Guidance Note")

The Traditional Milk Products Guidance Note intends to help FBOs ensure hygiene and sanitation in manufacturing and sale of milk products, particularly sweets. It focuses on enhanced declaration by sellers (including shelf life and use of ghee/vanaspati), guide test for detection of adulteration, quality assessment by observation of flavours, body texture, colour and appearance of sweets etc. It also contains suggestions for addressing adulteration and ensuring effective regulatory compliance. It requires that the general hygiene and sanitary requirements as specified under Schedule IV of Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011, should be scrupulously complied with by FBOs dealing in traditional milk-based sweets. In case of pre-packaged milk products, the list of ingredients, the date of manufacturing, and best before or use by date should invariably be mentioned as prescribed under the Food Safety and Standards (Packaging) Regulations, 2018, and Food Safety and Standards (Labelling and Display) Regulations, 2020.

Prevention of Food Adulteration Act, 1954 (the "Prevention of Food Adultration Act")

The Prevention of Food Adulteration Act provides for protrection against adulteration or contamination of food that may cause harm to the health of the consumers. The Act deals with frauds that can be perpetrated by the dealers by supplying cheaper or adulterated foods. The Act regulated the usage of pesticides, chemicals, flavours and other additives in food preparation. The State Government has the power to appoint Public Analyst and Food Inspectors who control food supply, storage and marketing. They draw and dispatch samples to a laboratory to examine the quality standards, control over production, distribution and sale of food, labelling, licensing and controlling the food additives.

Legal Metrology Act, 2009 (the "Legal Metrology Act")

The Legal Metrology Act has been in force since April 1, 2011 and replaces the Standards of Weights and Measures Act, 1976. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure, or number. The key features of the Legal Metrology Act are (a) appointment of Government approved test centres for verification of weights and measures; (b) allowing the companies to nominate a person who will be held responsible for breach of provisions under the Legal Metrology Act; (c) requirement of licenses for companies in order to manufacture and sell products; and (d) stringent punishment for violation of provisions.

Legal Metrology (Packaged Commodities) Rules, 2011 ("**Packaged Commodities Rules**") lays down specific provisions applicable to packages intended for retail sale and wholesale. A "pre-packaged commodity" is defined as a commodity which without the purchaser being present is placed in a package of a pre-determined quantity. As per the Packaged Commodities Rules, it is illegal to manufacture, pack, sell, distribute, deliver, offer, expose or possess for sale any pre-packaged commodity unless the package is in such standard quantities or number and bears thereon such declarations and particulars as prescribed. No pre-packaged commodity shall be packed with error in net quantity beyond the limit prescribed in the Packaged Commodity Rules.

Bureau of Indian Standards Act, 2016 (the "BIS Act")

The BIS Act provides for the establishment of a bureau for the standardisation, marking and quality certification of goods. The BIS Act provides for the functions of the bureau which includes, among others (a) recognize as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specify a standard mark to be called the 'Bureau of Indian Standards Certification Mark' which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) make such inspection and take such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian standard or whether the standard mark has been improperly used in relation to any article or process with or without a license.

The Bureau of Indian Standards Rules, 2018 ("**BIS Rules**") provide for the constitution of a governing council, which shall constitute the bureau. The governing council shall have vested in itself, the general superintendence, direction and management of the affairs of the bureau. The BIS Rules prescribe *inter alia* the term of office, pay and allowances and resignation of the members of the governing council, including the director general of the bureau. The BIS Rules authorise the bureau to constitute technical committees of experts known as division councils in defined areas of industries, technologies and services. They also lay down the procedure for the establishment and review of Indian standards, adoption of standards as Indian standards and for publishing of Indian standards.

Agriculture Produce (Grading & Marking) Act, 1937 (the "Agriculture Produce (Grading & Marking) Act")

The Agriculture Produce (Grading & Marking) Act provides for the grading and marking of agricultural and other produce.

State Legislations on Agriculture Produce Marketing Committee

Under the provisions of local legislations on agricultural produce and livestock marketing, a market committee/board, which is vested with diverse power to develop and regulate the market for agricultural produce (including livestock), is set-up in the states. Such legislations give freedom to the agriculturists to sell their produce, encourage investment in developing markets and marketing infrastructure, promote emergence of multiple channels for competitive marketing, encourage agri-processing and agricultural export, and/or enhance transparency in trade operations and price settlement mechanism. There are also penalties prescribed in the form of monetary fine or imprisonment for violation of these legislations.

Farmers' Produce Trade and Commerce (Promotion and Facilitation) Act, 2020 ("the FPTC Act")

The FPTC Act allows farmers and traders to trade outside of designated trade areas defined under various agriculture produce marketing committee ("**APMC**") laws enacted by different State legislatures of India. It allows for intra-State and inter-State trade in farmers' produce including dairy. A trader is defined as one who buys farmers' produce by way of inter-State trade or intra-State trade or a combination thereof, either for self or on behalf of one or more persons for the purpose of wholesale trade, retail, end-use, value addition, processing, manufacturing, export, consumption or for such other purpose. It also permits the operation of electronic trading in farmers produce outside of the purview of APMCs. Companies, body corporates, farmer produce associations and cooperatives may engage in electronic trading. It prohibits State governments from levying any market fee, cess, or levy on electronic trading of farmers' produce conducted outside already designated trade areas. It also provides for a dispute resolution mechanism for resolving any dispute between farmers and traders.

Consumer Protection Act, 2019 (the "Consumer Protection Act") and rules made thereunder

The Consumer Protection Act came into force on July 20, 2020, and repealed the erstwhile Consumer Protection Act, 1986. It was enacted to protect the interests of consumers and to establish competent authorities for timely and effective settlement of consumer disputes. Like the earlier law, it seeks to provide a mechanism for the consumer to file a complaint against a service provider in cases of unfair trade practices, restrictive trade practices, deficiency in services, price charged being unlawful, and food served being hazardous to life. It also places product liability on a manufacturer or product service provider or product seller, to compensate for injury or damage caused by defective product or deficiency in services. It provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. It provides for penalty for, among others, manufacturing for sale or storing, selling or distributing or importing products containing adulterants and for publishing false or misleading advertisements. Non-compliance of the orders of the redressal commissions attracts criminal penalties.

The Consumer Protection Act has also introduced a Central Consumer Protection Council to promote, protect and enforce the rights of consumers. It brings e-commerce entities and their customers under its purview including providers of technologies or processes for advertising or selling, online marketplaces or online auction sites. The law also provides for mediation cells for early settlement of the disputes between the parties.

Shops and Establishments Legislations

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees. All industries must be registered under the shops and establishments legislations of the State where they are located. There are penalties prescribed in the form of monetary fines or imprisonment for violation of the legislations.

Sale of Goods Act, 1930 (the "Sale of Goods Act")

The Sale of Goods Act governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one, or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyer and seller, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

The Information Technology Act, 2000 (the "IT Act") and the rules made thereunder

The IT Act seeks to: (i) provide legal recognition to transactions carried out by various means of electronic data interchange involving alternatives to paper-based methods of communication and storage of information; (ii) facilitate electronic filing of documents; and (iii) create a mechanism for the authentication of electronic documentation through digital signatures.

Further, the IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The IT Act also prescribes civil and criminal liability including fines and imprisonment for computer related offences including those relating to unauthorized access to computer systems, tampering with or unauthorised manipulation of any computer, computer system or computer network and damaging computer systems, and creates liability for negligence in dealing with or handling any sensitive personal data or information in a computer resource and in maintaining reasonable security practices and procedures in relation thereto, among others.

II. Key applicable intellectual property laws

The Copyright Act, 1957 ("Copyright Act")

The Copyright Act governs copyrights subsisting in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings, including computer programmes, tables and compilations including computer databases. Even while copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Act acts as a prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations.

Trade Marks Act, 1999 ("Trade Marks Act")

The Trademarks Act provides for the registration of trademarks in India. The purpose of the Trademarks Act is to grant exclusive rights to marks such as a brand, label, heading and to obtain relief in case of infringement of such marks. Application for the registration of trademarks has to be made Controller – General of Patents, Designs and Trade Marks who is a Registrar of Trademarks for the purposes of the Trade Marks Act. The Trademarks Act prohibits registration of deceptively similar trademarks. It also provides for penalties for infringement, falsifying and falsely applying trademarks and using them to cause confusion among the public.

III. Laws relating to employment

The following is an indicative list of labour laws applicable to the business and operations of Indian companies engaged in manufacturing activities:

- The Factories Act, 1948;

- Child Labour (Prohibition and Regulation) Act, 1986;
- Contract Labour (Regulation and Abolition) Act, 1970;
- Employees' Compensation Act, 1923;
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- Employees' State Insurance Act, 1948;
- Industrial Disputes Act, 1947;
- Industrial Employment (Standing orders) Act 1946;
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979;
- Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Payment of Bonus Act, 1965;
- Payment of Gratuity Act, 1972;
- Payment of Wages Act, 1936;
- Trade Union Act, 1926;
- Equal Remuneration Act, 1976; and
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Industrial Relations Code, 2020 ("Industrial Code")

The Industrial Relations Code intends to consolidate and amend laws relating to trade unions, conditions of employment in industrial establishment or undertaking, investigation and settlement of industrial dispute. It subsumes and replaces the Industrial Disputes Act, 1947, Trade Unions Act, 1926, and Industrial Employment (Standing Orders) Act, 1946.

The Industrial Code has received the President of India's assent, and will come into force at a date notified by the Central Government.

The Occupational Safety, Health and Working Conditions Code, 2020 ("OSHWC Code")

The OSHWC Code subsumes and replaces certain existing labour legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.

The OSHWC Code has received the President of India's assent, and will come into force at a date notified by the Central Government.

The Code on Wages, 2019 ("Wage Code")

The Wage Code amends and consolidates laws relating to wages and bonus. It subsumes and replaces four existing laws, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.

The Wage Code has received the President of India's assent, and will come into force at a date notified by the Central Government.

The Code on Social Security, 2020 ("Social Security Code")

The Social Security Code subsumes and replaces certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008.

The Social Security Code has received the President of India's assent, and will come into force at a date notified by the Central Government.

IV. Environment regulations

We are subject to various environment regulations as the operation of our establishments might have an impact on the environment in which they are situated. The basic purpose of the statutes given below is to control, abate and prevent pollution. To achieve these objectives, Pollution Control Boards ("**PCBs**"), which are vested with diverse powers to deal with water and air pollution, have been set up in each state. The PCBs are responsible for setting the standards for maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking inspection to ensure that industries are functioning in compliance with the standards prescribed. These authorities also have the power of search, seizure and investigation. All industries are required to obtain consent orders from the PCBs, which are indicative of the fact that the industry in question is functioning in compliance with the pollution control norms. These consent orders are required to be kept renewed.

Environment Protection Act, 1986 ("EPA")

The EPA is the umbrella legislation in respect of the various environmental protection laws in India. Under the EPA, the Government of India is empowered to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution. This includes rules for, *inter alia*, laying down standards for the quality of environment, standards for emission of discharge of environment pollutants from various sources, as provided under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, examination of manufacturing processes and materials likely to cause pollution. Penalties for violation of the EPA include fines up to ₹100,000 or imprisonment of up to five years, or both. The imprisonment can extend up to seven years if the violation of the EPA continues. There are provisions with respect to certain compliances by persons handling hazardous substances, furnishing of information to the authorities in certain cases, establishment of environment laboratories and appointment of government analysts.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the PCB. The Water Act also provides that the consent of the PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage or effluent. The Water Act prescribes fines and terms of imprisonment for various contraventions.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act requires that any individual, industry or institution responsible for emitting smoke or gases by way of use of fuel or chemical reactions must apply in a prescribed form and obtain consent from the PCB prior to commencing any activity. The consent may contain conditions relating to specifications of pollution control equipment to be installed. Within a period of four months after the receipt of the application for consent the PCB shall, by order in writing and for reasons to be recorded in the order, grant the consent applied for subject to such conditions and for such period as may be specified in the order, or refuse consent. The Air Act prescribes penalties for contravention in terms of fine, imprisonment or both.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, requires that every occupier of a facility who is engaged in handling of 'hazardous waste' and other wastes is required to obtain an authorization from PCB. It places an obligation on the occupier to prevent, minimize, reuse, recycle, recover, utilize including co-processing, and safe disposal of the waste. It also makes the occupier responsible for safe and environmentally sound management of hazardous and other wastes. It makes the occupier liable for damages caused to environment or third parties. It also prescribes financial penalties for violation of provisions of the rules.

Plastic Waste Management Rules, 2016

Under the Plastic Waste Management Rules, 2016, all institutional generators of plastic waste, are required to inter alia, segregate and store the waste generated by them in accordance with the Solid Waste Management Rules, 2016, and handover segregated wastes to authorized waste processing or disposal facilities or deposition centres, either on its own or through the authorized waste collection agency.

Draft Environment Impact Assessment Notification 2020 ("Draft EIA 2020")

The Ministry of Environment, Forest and Climate Change issued Draft EIA 2020, on March 23, 2020. It proposes to replace the existing Environment Impact Assessment Notification, 2006. It classifies all new projects or activities, including expansion and modernization of projects or activities, into three categories, namely, Category A, Category

B1 and Category B2. It contemplates two kinds of approvals, being (i) prior environment clearance from the expert appraisal committee and (ii) environmental permission from concerned regulatory authority.

Projects or activities in Category A and Category B1 will receive prior environmental clearance from expert appraisal committee after completing a six-stage process – scoping, preparation of draft environmental impact assessment report, public consultation, preparation of final environmental impact assessment report, appraisal, and grant or rejection of prior environmental clearance. Projects or activities in Category B2 which require prior environmental clearance from expert appraisal committee must complete a three-stage process – preparation of environment management plan report, appraisal, grant or rejection of prior environmental clearance. Projects or activities in Category B2 which do not require prior environmental clearance from expert appraisal committee must complete a three-stage process – preparation of environment management plan report, verification of completeness of the application by regulatory authority, grant or rejection of prior environment permission.

The Draft EIA 2020 also provides a list of projects and activities exempted from the application of the notification. It also has provisions for monitoring the compliance and dealing with non-compliance of the conditions in prior environmental clearance and prior environmental permission.

V. Tax Legislations

The tax related laws that are applicable to our Company include the Customs Act, 1962, IT Act, the Income Tax Rules, 1962. and GST which includes the Central Goods and Services Tax Act, 2017, various State Goods and Services Tax legislations, and the Integrated Goods and Services Tax Act, 2017.

VI. Laws governing foreign investments

Foreign investment in India is governed by the provisions of FEMA along with the rules, regulations and notifications made by RBI thereunder, and the Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time. Under the current FDI Policy (effective October 15, 2020) 100% foreign direct investment is permitted in the manufacturing sector, under the automatic route.

As per the SEBI (Foreign Portfolio Investors) Regulations, 2019 ("**SEBI FPI Regulations**"), investments by Foreign Portfolio Investors ("**FPIs"**) in the capital of an Indian company under the SEBI FPI Regulations are subject to individual holding limits of 10% of the total paid up equity capital on a fully diluted basis of the company per FPI. If the investment exceeds the threshold limit of 10% the investor must divest the excess holding within five days of the breach, and if not accordingly divested, the entire investment in the company by the FPI shall be considered as FDI and the FPI will be prohibited from making further investments in the company under the regulations.

VII. Other Regulations

In addition to the above, our Company is also required to, among other things, comply with the provisions of certain other legislations including the Indian Boilers Act, 1923 and the Electricity Act, 2003, the Petroleum Act, 1934, the Petroleum Rules, 2002 and the Ministry of Civil Aviation (Height Restrictions for Safeguarding of Aircraft Operations) Rules, 2015.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as Keventer Agro Private Limited at Kolkata, pursuant to a certificate of incorporation issued on May 29, 1986 by the RoC, as a private limited company under the Companies Act, 1956. Subsequently, on March 30, 1990, our Company became a deemed public company in accordance with the provisions of Section 43A of the Companies Act, 1956, and the name of our Company was changed to Keventer Agro Limited pursuant to a second certificate of incorporation issued to our Company on September 24, 1990 by the RoC.

Our Company had historically, in various public documents such as annual reports and secretarial filings, named Shashi Prabha Jalan, Mahendra Kumar Jalan, Edward Keventer Private Limited, MKJ Enterprises Limited, Right Innuva Know-How Limited, Sarvesh Housing Projects Private Limited, Madanlal Limited, MKJ Developers Limited, Mahendra Kumar Jalan & Others HUF, Mayank Jalan and Keventer Capital Limited as our promoters. Pursuant to a resolution of the Board in its meeting held on July 27, 2021, it was resolved that Mayank Jalan, Keventer Global Private Limited, MKJ Developers Limited, Edward Keventer Private Limited, Keventer Capital Limited, Sarvesh Housing Projects Private Limited and Speedage Trade Limited will be the Promoters of our Company. For details of our Promoter, see "*Our Promoters and Promoter Group*" on page 216.

Changes in the Registered Office

Except as disclosed below, there have been no changes in the registered office of our Company since the date of its incorporation:

Date of change of Registered Office	Details of the address of registered office	Reasons for change in the Registered Office
June 29, 1991	From 2, Clive Ghat Street, Kolkata 700 001 to 21, Gopal Mukherjee Road, Kolkata 700 002.	Requirement of additional space and administrative convenience
November 10, 2004	From 21, Gopal Mukherjee Road, Kolkata 700 002 to Sagar Estate, 4th Floor, 2, Clive Ghat Street, Kolkata 700 001.	To facilitate administrative convenience
December 8, 2017	From Sagar Estate, 4th Floor, 2, Clive Ghat Street, Kolkata 700 001 to 34/1, DH Road, Kolkata 700 027.	To facilitate administrative convenience

Main Objects of our Company

The main objects contained in the MoA of our Company are as follows:

(i) *To carry on the business of the manufacture, processors, preservers, grower, makers, importer, exporter, buyer, seller Agents, contractors, merchants, distributors and concessionaries in commodities of all or any of the following kinds:*

Flour, cakes, pastry, cornflakes, biscuits, chocolates, chutneys, condiments, vinegar, syrups, milk, cream, butter, ghee, cheese and other dairy products, pickles, vegetables ghee, artificial ghee, jams and jellies, sausages, cider, poultry and eggs, pulses, spices, oil powder and condensed milk, honey, vegetables, coffee, tea, cocoa, prawn, potted meat, table delicacies, freezing, refrigerating agents, and all kinds of materials required or used for preparation of food articles.

(ii) To carry on the business of caning, farming, poultry, agriculturalists, dairy farmers, horticulture, floriculture, sericulture, mulleros, purveyors, winnowers, and to plant, cultivate, grow, produce, garden and raise all kinds of crops including cash crops, food grains, oil seeds, fruits, flowers, seed, nuts, vegetable, sugar cane, beverages and all other agricultural products to prepare, preserve, manufacture, crush and render marketable such produce and to buy, sell, export, import and deal, trade, process in all such things and products made there from.

(iii) To manufacture, buy, sell, improve, treat, preserve, fine, collect, abrade, purify, mineralize, bottle and otherwise deal in mineral aerate water, sherbet, artificial water, juices soft drinks and other liquids of every description whether pure, mixed or adulterated.

(iv) To manufacture, and deal in all kinds of machinery, plant, vessels, siphons, filters, bottles, apparatus, appliances and receptacles of all kinds of manufacturing, improving, treating, preserving, dehydrating, fining, aerating, mineralizing, bottling and discharging any mineral, aerated waters or seriates, juices, soft drinks of all kind.

(v) To carry on the business of bottlers, bottle makers, bottle stopper makers and as manufacturers, dealers, importers, packers, exporters, and traders in cardboards, packing materials, packing, wrappers, wrappings, linings, and coverings of all materials including cloth and plastic material and plastic and all other substitutes whether synthetic

or not for any of the materials aforesaid including the manufacture of the containers, boxes pails, canisters and requisites.

(vi) *To acquire by purchase, lease, exchange, hire or otherwise, land, buildings, factories, workshops, forests, orchards, gardens, farms and hereditaments of any tenure, description and any estate or interest therein, and any rights over or, connected with land so situate and to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, altering, improving, decorating, furnishing and maintaining office flats, houses, hotels, restaurants, shops, factories, ware houses, wharves, buildings, works and convenience of all kinds and by consolidating or connecting or subdividing properties and by leasing and disposing of same.*

(vii) *To carry on the business of setting up, establishing, acquiring, developing and maintaining, either individually or as joint venture with any governmental or semi-governmental organizations/company/firm/individual/consultant, whether local or foreign, food parks, industrial parks, special economic zones, industrial areas, industrial estates, cold chain etc. for setting up of food, beverages, agro and allied industries in India to secure and assist, in the growth and development of industries, providing infrastructure facilities and other essential facilities required for entrepreneurs in starting up a food, beverages, agro and allied industries for the purpose.*

(viii) *To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate and to do business as fleet carriers, transporters, in all its branches on land, air, water, & space, for transporting food articles, goods, articles, or things on all routes and lines on National and International level subject to law in force through all sorts of carries.*

(ix) *To act as brokers, commission agents, intermediaries, advisors and consultants, in India or abroad, in all matters related to manufacture, production, storage, processes of agricultural goods, commodities, food products, financial matters, loan/fund syndication, investments, portfolio, cost control, business management, research & developments, transportation/logistics planning and management, project consultancy etc. and in various other avenues and to undertake and co-ordinate project studies, project report, market research and to aid and assist in technical and financial agreements.*

(x) *To carry on in India or elsewhere the business of trading, hedging, speculating in agricultural products, metals including precious metals, precious stones and energy products, foreign currency and all other commodities and securities, in spot markets and in futures, options and all kinds of derivatives of all the above commodities and securities permitted under the laws of India.*

(xi) *To carry on the business of the cold storage, ware house keepers and stores of all commodities, goods or articles in refrigerators, refrigerating chambers, ice chambers, or otherwise and to do the business of ice makers, ice vendors, manufacturers, hirers of and dealers in refrigerators, refrigerating chambers and apparatus relating thereto in which the Company is authorized to carry on business.*

(xii) *To carry on the business of manufacture, processors, Preservers, grower, makers, importer, exporter, buyer, seller Agents, contractors, merchants, distributors and concessionaries in confectionaries, ketchups, noodles, carbonated drinks etc. in addition to existing basket of goods, products and articles as mentioned in Clause 1& 3 and to carry on the business as job workers, traders, commission agents and brokers for all the existing basket of goods, products and articles as mentioned in Clause 1 & 3 and also for confectionaries, ketchups, noodles and carbonated drinks.*

(xiii) *To carry on business as consultant, advisor, commission agent, broker, trader etc. in the real estate business.*

The main objects as contained in the MoA enable our Company to carry on the business presently being carried out and the activities proposed to be undertaken pursuant to the objects of the Offer.

Amendments to the Memorandum of Association

Set out below are the amendments to our MoA in the last 10 years:

Date of Shareholders' Resolution / effective date	Particulars
February 16, 2013	Clause III (A) of the MoA was altered to reflect the addition of clauses (vii), (viii), (ix), (x), (xi), (xii) and (xiii) after existing clause (vi) in the main objects in the following manner: *(vii)* *To carry on the business of setting up, establishing, acquiring, developing and maintaining, either individually or as joint venture with any governmental or semi-governmental organizations/company/firm/individual/consultant, whether local or foreign, food parks, industrial parks, special economic zones, industrial areas, industrial estates, cold chain etc. for setting up of food, beverages, agro and allied industries in India to secure and assist, in the growth and development of*

Date of Shareholders' Resolution / effective date	Particulars
	industries, providing infrastructure facilities and other essential facilities required for entrepreneurs in starting up a food, beverages, agro and allied industries for the purpose. *(viii) To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate and to do business as fleet carriers, transporters, in all its branches on land, air, water, & space, for transporting food articles, goods, articles, or things on all routes and lines on National and International level subject to law in force through all sorts of carries.* *(ix) To act as brokers, commission agents, intermediaries, advisors and consultants, in India or abroad, in all matters related to manufacture, production, storage, processes of agricultural goods, commodities, food products, financial matters, loan/fund syndication, investments, portfolio, cost control, business management, research & developments, transportation/logistics planning and management, project consultancy etc. and in various other avenues and to undertake and co-ordinate project studies, project report, market research and to aid and assist in technical and financial agreements.* *(x) To carry on in India or elsewhere the business of trading, hedging, speculating in agricultural products, metals including precious metals, precious stones and energy products, foreign currency and all other commodities and securities, in spot markets and in futures, options and all kinds of derivatives of all the above commodities and securities permitted under the laws of India.* *(xi) To carry on the business of the cold storage, ware house keepers and stores of all commodities, goods or articles in refrigerators, refrigerating chambers, ice chambers, or otherwise and to do the business of ice makers, ice vendors, manufacturers, hirers of and dealers in refrigerators, refrigerating chambers and apparatus relating thereto in which the Company is authorized to carry on business.* *(xii) To carry on the business of manufacture, processors, Preservers, grower, makers, importer, exporter, buyer, seller Agents, contractors, merchants, distributors and concessionaries in confectionaries, ketchups, noodles, carbonated drinks etc. in addition to existing basket of goods, products and articles as mentioned in Clause 1& 3 and to carry on the business as job workers, traders, commission agents and brokers for all the existing basket of goods, products and articles as mentioned in Clause 1 & 3 and also for confectionaries, ketchups, noodles and carbonated drinks.* *(xiii) To carry on business as consultant, advisor, commission agent, broker, trader etc. in the real estate business.*
March 25, 2014	Clause V of the MoA was amended to reflect the increase in authorised share capital from ₹ 125,000,000 divided into 12,500,000 equity shares of ₹10 each to ₹ 225,000,000 divided into 12,500,000 equity shares of ₹10 each and 1,000,000 preference shares of ₹100 each.
February 20, 2015	Clause V of the MoA was amended to reflect the increase in authorised share capital from ₹ 225,000,000 divided into 12,500,000 equity shares of ₹10 each and 1,000,000 preference shares of ₹100 each to ₹ 225,900,000 divided into 12,590,000 equity shares of ₹10 each and 1,000,000 preference shares of ₹100 each.
July 8, 2016	Clause V of the MoA was amended to reflect the increase in authorised share capital from ₹ 225,900,000 divided into 12,590,000 equity shares of ₹10 each and 1,000,000 preference shares of ₹100 each to ₹ 275,900,000 divided into 12,590,000 equity shares of ₹10 each and 1,500,000 preference shares of ₹100 each.
May 12, 2017	Clause V of the MoA was amended to reflect the reclassification and increase in authorised share capital from ₹ 275,900,000 divided into 12,590,000 equity shares of ₹10 each and 1,500,000 preference shares of ₹100 each to ₹ 450,500,000 divided into 21,200,000 equity shares of ₹10 each, 1,500,000 preference shares of ₹100 each and 8,850,000 compulsorily convertible preference shares of ₹10 each.
July 14, 2017	Clause V of the MoA was amended to reflect the subdivision and reclassification in authorised share capital from ₹ 450,500,000 divided into 21,200,000 equity shares of ₹10 each, 1,500,000 preference shares of ₹100 each and 8,850,000 compulsorily convertible preference shares of ₹10 each to ₹ 450,500,000 divided into 21,200,000 equity shares of ₹10 each, 500,000 preference shares of ₹100 each and 18,850,000 compulsorily convertible preference shares of ₹10 each.
July 25, 2017	Clause V of the MoA was amended to reflect the increase in authorised share capital from ₹ 450,500,000 divided into 21,200,000 equity shares of ₹10 each, 500,000 preference shares of ₹100 each and 18,850,000 compulsorily convertible preference shares of ₹10 each to ₹ 511,800,000 divided into 21,930,000 equity shares of ₹10 each, 500,000 preference shares of ₹100 each and 24,250,000 compulsorily convertible preference shares of ₹10 each.
February 10, 2020	Clause V of the MoA was amended to reflect the increase in authorised share capital from ₹ 511,800,000 divided into 21,930,000 equity shares of ₹10 each, 500,000 preference shares of ₹100 each and 24,250,000 compulsorily

Date of Shareholders' Resolution / effective date	Particulars
	convertible preference shares of ₹10 each to ₹ 671,800,000 divided into 37,930,000 equity shares of ₹10 each, 500,000 preference shares of ₹100 each and 24,250,000 compulsorily convertible preference shares of ₹10 each.
June 29, 2021	Clause V of our MoA was amended to reflect the sub-division and re-classification in the authorised share capital of our Company from ₹ 671,800,000 divided into 37,930,000 Equity Shares of ₹10 each, 500,000 preference shares of ₹100 each and 24,250,000 compulsorily convertible preference shares of ₹10 each to ₹ 671,800,000 divided into 85,860,000 Equity Shares of ₹5 each and 24,250,000 compulsorily convertible preference shares of ₹10 each.

Major events and milestones of our Company

The table below sets forth the key events in the history of our Company:

Calendar Year	Event
2021	Entered into license agreement with an international media company to sell the licensed products (milkshakes and frozen savoury snacks) on a pan-India basis
	Licensed by Parle Agro to manufacture, distribute and sell Parle Agro's "Smoodh" milkshake
2020	Amalgamation of Metro Dairy Limited ("**MDL**") into our Company with the appointed date of April 1, 2018.
2018	Launch of UHT milk
2017	• Investment of ₹ 1,100 million by Mandala in our Company. • Acquisition of 47% paid-up equity share capital of MDL pursuant to the bid auction process by the West Bengal Co-operative Milk Producers' Federation Limited, making it a 100% subsidiary of our Company.
2015	• Acquisition of 8.65% paid-up equity share capital of MDL by our Company.
2014	• Establishment of banana ripening facility at our plant located at Barasat. • Commencement of our frozen foods business.
2013	Commencement of cold chain project located at West Bengal pursuant to the grants obtained from the Ministry of Food Processing Industries, Government of India.
2010	Amalgamation of Keventer Fresh Limited with our Company with the appointed date of April 1, 2009.

Awards, accreditations and recognitions received by our Company

Key awards, accreditations and recognitions received by us are set forth below:

Calendar year	Awards, accreditations and recognitions
2021	Obtained ISO 22000:2018 certification from NABCB for, among others, production, packaging, storage and dispatch of pasteurized milk in pouches, milk shakes and ice cream
2021	Obtained ISO 22000:2018 certification from UKAS Management Systems for manufacturing of, among others, fruit beverage in PET and manufacturing of carbonated fruit beverages and drinking water in PET
2018	Awarded for best practices in cold chain management in out flagship facility at Barasat, Kolkata
2018	Awarded for outstanding performance in 'ripening chambers' at cold chain awards organized by Confederation of Indian Industry
2017	Awarded outstanding performance in cold warehousing (medium segment) by Confederation of Indian Industry

Time or cost over-runs

There have been no time or cost over-runs in setting up of projects by our Company.

Defaults or re-scheduling of borrowings

There have been no defaults or re-scheduling/ re-structuring in relation to borrowings availed by our Company from any financial institutions or banks.

Accumulated Profits or Losses

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries. Further, there are no accumulated profits and losses of MDL, our erstwhile subsidiary, that is not accounted for by our Company in the Restated Financial Information.

Significant financial and strategic partners

As of the date of this Draft Red Herring Prospectus, our Company does not have any significant financial or strategic partners.

Launch of key products or services, entry into new geographies or exit from existing markets

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, see "*Our Business*" on page 150.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last ten years

Except as set out below, our Company has not acquired any business/ undertakings, and has not undertaken any mergers, amalgamations or any revaluation of assets, in the last ten years:

1. ***Scheme of Amalgamation of Madras Leasing Company Private Limited, Madras Industrial Castings Private Limited and Prompt Infrastructure Private Limited (collectively the "Transferor Entities") with our Company***

   Pursuant to orders dated July 25, 2014 and January 28, 2015, the High Court of Calcutta and the High Court of Madras, respectively, approved a scheme of amalgamation filed under Sections 391(2) and 394 of the Companies Act, 1956 for the amalgamation of the Transferor Entities into our Company ("**Scheme of Amalgamation I**"). Prior to the Scheme of Amalgamation I, the Transferor Entities were wholly owned subsidiaries of our Company and the entire paid up share capital of the Transferor Entities was held by our Company and its nominees. The purpose of the Scheme of Amalgamation I was to, *inter alia*, enable appropriate consolidation and integration of the activities of the Transferor Entities and our Company with pooling and more efficient utilization of their resources, reduction in overheads and other expenses and improvement in various other operating parameters. In terms of the Scheme of Amalgamation I, the entire business of the Transferor Entities as a going concern, including all assets, rights, licenses and powers, debts, outstanding liabilities, duties, obligations and employees was transferred to our Company with effect from April 1, 2013, i.e., the appointed date. As a result of the Scheme of Amalgamation I, the authorised share capital of our Company was increased from ₹ 225,000,000 divided into 12,500,000 Equity Shares of ₹ 10 each and 1,000,000 preference shares of ₹ 100 each to ₹ 225,900,000 divided into 12,590,000 Equity Shares of ₹ 10 each and 1,000,000 preference shares of ₹ 100 each. Since the Transferor Entities were wholly owned subsidiaries of our Company, their respective paid-up share capital stood cancelled pursuant to the Scheme of Amalgamation I and consequently, our Company was not required to issue any shares.

2. ***Scheme of Arrangement between KCL and our Company***

   Pursuant to an order dated February 27, 2019, the National Company Law Tribunal, Kolkata bench ("**NCLT Kolkata**") approved a scheme of arrangement filed by KCL and our Company under Sections 230 to 232 of the Companies Act, 2013 for the demerger and transfer of the investment division of our Company to KCL ("**Scheme of Arrangement**"). Prior to the Scheme of Arrangement, the businesses of our Company comprised of the: (i) food manufacture and processing division; and (ii) investment division, with the respective growth trajectories, maturity age and requirement of funds of each of the divisions being completely different in nature from the other. The Scheme of Arrangement was part of an overall business reorganization plan and its purpose was to, *inter alia*, segregate and realign the two divisions of our Company and provide focused attention and greater flexibility for achieving the true potential of both the divisions and to facilitate funds from investors with dedicated interest. In terms of the Scheme of Arrangement, the entire investment division of our Company, as a going concern, including all assets, rights, licenses and powers, debts, outstanding liabilities, duties, obligations and employees was transferred to KCL with effect from April 1, 2017, i.e., the appointed date. As consideration for the demerger, KCL allotted 14, 0% compulsorily convertible preference shares of ₹ 10 each, as fully paid, for every three Equity Shares held, and one 0% compulsorily convertible preference share of ₹ 10 each, as fully paid, for every 1,000 0.01% compulsorily convertible preference shares of ₹ 10 each held to certain equity and preference shareholders of our Company at the time of the Scheme of Arrangement.

3. ***Scheme of Amalgamation of MDL with our Company***

Pursuant to an order dated February 10, 2020, the NCLT Kolkata approved a scheme of amalgamation filed by MDL and our Company under Sections 230 to 232 of the Companies Act, 2013 for the amalgamation of MDL into our Company ("**Scheme of Amalgamation II**"). Prior to the Scheme of Amalgamation II, MDL was a wholly owned subsidiary of our Company. The purpose of the Scheme of Amalgamation II was to, *inter alia*, help in achieving improved operational efficiency, optimum advantages and achieve greater efficiency and synergy in operations. Further, the consolidation of both the companies engaged in a similar line of business into a single entity, under a single centralized system of management, would result in the management being able to exercise greater control over the operations of both the companies. In terms of the Scheme of Amalgamation II, the entire business of MDL as a going concern, including all assets, rights, licenses and powers, debts, outstanding liabilities, duties, obligations and employees was transferred to our Company with effect from April 1, 2018, i.e., the appointed date. As a result of the Scheme of Amalgamation II, the authorised share capital of our Company was increased from ₹ 511,800,000 divided into 21,930,000 equity shares of ₹ 10 each, 500,000 preference shares of ₹100 each and 24,250,000 compulsorily convertible preference shares of ₹ 10 each to ₹ 671,800,000 divided into 37,930,000 Equity Shares of ₹ 10 each, 500,000 preference shares of ₹100 each and 24,250,000 compulsorily convertible preference shares of ₹ 10 each. Since MDL was a wholly owned subsidiary of our Company, its entire paid-up share capital stood cancelled pursuant to the Scheme of Amalgamation II and consequently, our Company was not required to issue any shares. However, a writ petition has been filed before the Calcutta High Court by challenging the disinvestment process of MDL. For details, see "*Risk Factors – We are subject to a public interest litigation filed in relation to our acquisition of equity shareholding in our erstwhile subsidiary MDL from the State of West Bengal*" on page 39 and "*Outstanding Litigation and Material Developments – Litigation against our Company – Civil Litigation*" on page 421.

4. ***Acquisition of MDL by our Company***

Our Company acquired (a) 214,957 equity shares of MDL on June 22, 1993 for a consideration of ₹ 2.15 million; (b) 6,45,000 equity shares of MDL on March 8, 1996 for a consideration of ₹ 6.45 million. Further, (a) 1,244,868 equity shares of MDL were transferred to our Company pursuant to the merger of Keventer Limited with our Company vide order dated July 5, 1999 passed by the High Court at Calcutta; (b) 612,760 equity shares of MDL were transferred for an aggregate consideration of ₹ 75.00 million by ICICI Bank Limited to our Company on March 21, 2014; (c) 5,30,000 equity shares of MDL were transferred for an aggregate consideration of ₹ 31.80 million on June 25, 2015 by Edward Food Research & Analysis Centre Limited to our Company.

Further, our Company acquired 47% of the paid-up share capital of MDL by way of e-bid process followed by our Company to an expression of interest dated May 22, 2017 in response to the advertisement of notice inviting applications published by West Bengal Cooperative Milk Producers' Federation Limited ("**Seller**"). Subsequently, vide email dated August 30, 2017, our Company was awarded the contract for acquisition of MDL by the Seller for an aggregate consideration of ₹ 845.03 million and consequently 2,879,972 equity shares of MDL were transferred to our Company on September 8, 2017.

Holding Company

Our Company does not have a holding company.

Our Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company has no subsidiaries.

Common Pursuits between our Subsidiaries/Associate Company and our Company

As on the date of this Draft Red Herring Prospectus, our Company has no subsidiaries or associate companies.

Joint Venture

As of the date of this Draft Red Herring Prospectus, our Company has no joint ventures.

Shareholders' agreements and other agreements

Key terms of subsisting shareholders' agreements

1. ***Restated Share Subscription and Shareholders' Agreement dated May 9, 2017 entered into between Mandala Swede SPV ("Investor"), our Company, Mayank Jalan, Mahendra Kumar Jalan, Shashi Prabha Jalan, MKJE, Speedage, KCL, SHPPL, Right Innuva Know-How Limited, MKJD, Madanlal Limited, Mahendra Kumar Jalan & Ors HUF and EKPL ("Erstwhile Promoters", together with the Investor and our Company, "SSHA Parties") as amended by the Amendment Agreement dated July 27, 2017 and a second Amendment Agreement dated April 18, 2019 read with the Amendment Agreement to SSHA dated July 30, 2021 ("SSHA Amendment Agreement").***

The SSHA Parties had entered into a share subscription and shareholders' agreement on January 24, 2017 ("**Erstwhile SSHA**") in relation to the investment by the Investor in our Company. Thereafter, the SHA Parties entered into the SSHA on May 9, 2017 which superseded and replaced the Erstwhile SSHA. In terms of the SSHA, the Investor paid for and subscribed to 807,993 equity shares of face value of ₹ 10 and 15,351,861 CCPS ("**Subscription Shares**"), for an aggregate amount of ₹ 1,100 million. Since the execution of the SSHA, certain erstwhile shareholders, namely, MKJ Enterprises Limited, Mahendra Kumar Jalan, Shashi Prabha Jalan, Right Innuva Know-How Limited, Madanlal Limited, Mahendra Kumar Jalan & Others HUF have transferred the Equity Shares ("**Post SHA Transfers**") to Mayank Jalan and Keventer Global Private Limited, respectively, and consequently are not a party to SSHA. Keventer Global Private Limited ("**KGPL**") has pursuant to the Post SHA Transfers executed the deeds of adherence whereby KGPL has agreed to be bound by the terms of the SSHA and subsume all the rights and obligations of the aforesaid transferees under the SSHA as if KGPL was originally a party to the SSHA, and KGPL is, therefore, made a party to the Shareholders Agreement and the SSHA Amendment Agreement.

The SSHA read with the SSHA Amendment Agreement confers certain rights and obligations on the SSHA Parties. It imposes certain restrictions on transfer of securities. The Promoters shall be required to take Investor's consent prior to transferring the securities held by them, if at the time of such transfer, the Investor and its affiliates hold the prescribed minimum percentage of securities. The Investor, in turn, is restricted from transferring the securities it holds to a competitor, except in case an event of default has occurred, in which case, the Investor can freely transfer the securities held by it to any third party, including competitors. Further, the Investor has tag along rights in case the Promoters wish to sell the securities held by them to a third party. Further, in the event of an issue of securities by the Company, the parties have pre-emption rights, while the Investor has certain anti-dilution rights, provided it holds the minimum prescribed percentage of securities at the time of such issuance, if such issuance is at a price lower than the price paid by the Investor at the time of acquisition of the Subscription Shares.

Additionally, in terms of the SSHA, the Investor has a right to appoint two non-executive (non-retiring) directors on the Board, and nominate one observer to attend meetings of the Board and committees of the Board. The nominated observer has the right to receive notices, documents and information provided to the Board and is entitled to attend and speak at such meetings. Apart from this, the Investor has information rights in relation to, *inter alia*, (i) the financial statements (audited and unaudited) of the Company; (ii) monthly management reports; (iii) draft minutes of the meetings of the Board, committees of the Board and Shareholders; (iv) annual operating budgets and annual business plan; and (v) details of any litigation or legal proceedings. Further, in terms of the SSHA, our Company and Promoters are required to obtain prior consent of the Investor in relation to the following reserved matters, among others:

- Appointment and/or removal and/or change in terms of employment or remuneration of employees who satisfy the criteria provided under the SSHA;
- Acquisition, sale of any asset over value of ₹ 5 million;
- Commencement or settlement of any legal proceedings wherein the value of the claim exceeds ₹3 million;
- Any change in authorized, subscribed, issued or paid up share capital, including issuing securities;
- Entering into or terminating a contract of a value exceeding ₹ 30 million;
- Entering into joint ventures, strategic partnerships, profit sharing arrangements or any transaction granting exclusive rights of any nature to any person;
- Acceptance of any direct or indirect non-compete, non-solicit restriction by our Company or our Managing Director to any person or submission to any long term commitment by our Company or our Managing Director of more than three years;
- Declaration of dividend or distribution of profits or commissions to shareholders, employees or Directors of our Company; and
- Any amendments to the charter documents of our Company.

The SSHA was amended via an amendment agreement dated July 27, 2017, thereby amending certain terms and conditions under the SSHA including, *inter alia*, deletion of provisions relating to escrow arrangements between the SSHA Parties. The SSHA was further amended via a second amendment agreement dated April 18, 2019. The amendments included, *inter alia*, provisions relating to the conversion multiple and conversion shareholding percentage for the CCPS held by the Investor. The Parties have entered into the SSHA Amendment Agreement to enable the consummation of the Offer. Further, the SSHA Amendment Agreement, shall stand automatically terminated upon the earlier of (a) November 15, 2021, unless the Offer is withdrawn prior to such date, or (b) such other extended date as may be mutually agreed to in writing between the Investor and our Company ("**IPO Long Stop Date**").

Pursuant to the SSHA Amendment Agreement, the parties have agreed that solely for the purposes of the Offer to be completed on or prior to the IPO Long Stop Date (i) 8,814,466 CCPS held by Speedage shall be converted upto a maximum of 5,254,552 Equity Shares, constituting 12.93% of the share capital of the Company on a fully diluted basis; and (ii) 15,351,861 CCPS held by Investor shall be converted up to a maximum of 9,151,678 Equity Shares, which shall together with the existing Equity Shares held by the Investor constitutes 26.50% of the share capital of the Company on a fully diluted basis, prior to filing of the Red Herring Prospectus with the RoC, SEBI and the Stock Exchanges. In the event the Offer is not completed on or prior to the IPO Long Stop Date, the aforesaid provisions in relation to conversion of the CCPS shall fall away and the provisions of the SSHA shall be automatically re-instated and shall apply in relation to the conversion unless the CCPS are already converted into Equity Shares.

The SSHA shall terminate upon completion of the Offer. Post listing and trading of the Equity Shares of our Company pursuant to the Offer, no special rights available to any Shareholder, including the Investor, shall survive.

Other Agreements

1. ***Share purchase agreement dated March 27, 2021 between Right Innuva Know-How Limited ("RIKHL") and Keventer Global Private Limited ("KGPL SPA I")***

   Pursuant to KGPL SPA I, KGPL agreed to purchase 177,083 equity shares of our Company for an aggregate consideration of ₹ 22.13 million. However, RIKHL agreed to settle the consideration by subscribing to 221,353 non-cumulative non-convertible preference shares of ₹ 100 each of KGPL and the remaining consideration of ₹ 75 was paid in cash.

2. ***Share purchase agreement dated March 27, 2021 between Madanlal Limited and Keventer Global Private Limited ("KGPL SPA II")***

   Pursuant to KGPL SPA II, KGPL agreed to purchase 417,708 equity shares of our Company for an aggregate consideration of ₹ 52.21 million. However, Madanlal Limited agreed to settle the consideration by subscribing to 522,135 non-cumulative non-convertible preference shares of ₹ 100 each of KGPL.

3. ***Share purchase agreement dated March 27, 2021 between MKJ Enterprises Limited ("MKJE") and Keventer Global Private Limited ("KGPL SPA III")***

   Pursuant to KGPL SPA III, KGPL agreed to purchase 5,146,473 equity shares of our Company for an aggregate consideration of ₹ 643.30 million. However, MKJE agreed to settle the consideration by subscribing to 6,433,091 dividend bearing non-cumulative non-convertible preference shares of ₹ 100 each of KGPL and the remaining consideration of ₹ 25 was paid in cash.

Key terms of other subsisting material agreements

Except as disclosed below, our Company has not entered into any material agreements other than in the ordinary course of business carried on by our Company.

1. ***Registered User Agreement dated March 1, 2018 between our Company and EKPL ("Registered User Agreement")***

   Our Company has entered into the Registered User Agreement to manufacture and market products under the classes in which certain trademarks are registered in the name of EKPL or pending trademarks are proposed to be registered in the name of EKPL, and to use such trademarks for an annual trademark usage fee of ₹ 0.2 million per annum, excluding applicable taxes. Our Company is permitted to use such trademarks in accordance with the terms of the Registered User Agreement with effect from March 1, 2018 for a period of five years. The Registered User Agreement imposes certain obligations on our Company such as giving EKPL inspection rights as to the products being manufactured under the trademarks to assess their quality. Our Company shall be permitted to carry out necessary publicity, advertisements and promotional activities to popularize the said trademarks at its own cost, however, the trademarks shall remain the property of EKPL at all times and the Company shall not be permitted to acquire them at any time.

2. ***Supplementary Agreement dated September 17, 2018 to the Registered User Agreement between our Company, MDL and EKPL ("Supplementary Agreement")***

   Our Company and MDL have entered into the Supplementary Agreement with EKPL, which amends certain terms of the Registered User Agreement and added MDL as one of the registered users for use of the trademark "Keventer" (*Class 29*).

3. ***Memorandum of Understanding dated April 23, 2019 along with addendum dated October 10, 2019 entered into amongst Agastya Mihir Ramkrishna Dalmia, Super Milk Products Private Limited, EKPL, MDL and our Company ("MOU")***

Our Company and EKPL have entered into a memorandum of understanding with along with the addendum to set out the understanding in relation to the rights to use "Keventer" and "Keventers" trademarks under various classes *inter-alia* relating to dairy products, non-alcoholic beverages and restaurant services etc. and to avoid any possible conflict during the course of and for further expansion of their respective businesses. In terms of the MOU, while Agastya Mihir Ramkrishna Dalmia and Super Milk Products Private Limited have the exclusive worldwide right to use "Keventers" trademarks, our Company, EKPL has the exclusive worldwide right to use "Keventer" trademarks, subject to certain conditions.

The parties have further agreed that they shall not object to each other's trademarks with respect to each other's goods and shall not apply use and / or apply for registration of any device / logo which is identical with and/or deceptively similar to that of the other party.

Agreements with Key Managerial Personnel, Directors, Promoters or any other employee of our Company

Except as disclosed below, there are no agreements entered into by a Key Managerial Personnel or Director, Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company:

1. ***Restated and amended upside letter dated August 2, 2021 between Mayank Jalan and Mandala Swede SPV* ("Investor") *("Upside Sharing Letter")***

The Upside Sharing Letter terminates and supersedes the letter agreement dated May 9, 2017 executed by and between the Investor, Mayank Jalan and MKJ Enterprises Limited. The Upside Sharing Letter provides that in the event Investor sells its entire stake in our Company pursuant to the Offer, an amount as may be determined by the Investor at its sole discretion ("**Upside Amount**") may be paid to our individual Promoter, Mayank Jalan out of the sale proceeds from the Offer for Sale. For the purpose of payment of such Upside Amount, the Investor shall issue anirrevocable instruction, prior to the listing and trading of equity shares pursuant to the Offer, to the BRLMs appointed for the Offer, for the transfer of an amount equal to the Upside Amount, in favour of Mayank Jalan, from the public offer account designated for the Offer.

Further, in the event the Investor sells the Equity Shares post listing and trading of Equity Shares of our Company, Mayank Jalan may be entitled to receive certain amount as mentioned in the Upside Sharing Letter.

2. ***Share subscription agreement dated May 9, 2017 between Mandala Swede SPV ("Investor"), Mayank Jalan ("Promoter") and Keventer Capital Limited ("KCL") ("Upside Sharing Agreement") read with the amendment agreement to the share subscription agreement dated August 3, 2021***

The Upside Sharing Agreement provides for subscription of class B shares of the Investor by Promoter and KCL upon the Upside Sharing Agreement becoming effective i.e. upon the happening of (a) receipt of consideration by the Investor pursuant to sale of unlisted securities of our Company; and (b) consideration received by the Investor being not less than certain percentage of the internal rate of return over and above the total amount invested by Investor in our Company ("**Trigger Event**"). Further, after the occurrence of the Trigger Event and termination of Upside Sharing Agreement prior to subscription of class B shares of the Investor, the Investor shall, subject to the terms of Upside Sharing Agreement pay to the Promoter and KCL an amount equivalent to a certain percentage as the investor termination fee calculated in accordance with the formula prescribed under the Share Subscription Agreement. The Upside Sharing Agreement shall stand terminated upon, among others, listing and trading of Equity Shares of our Company pursuant to the Offer.

Further, the parties to the Upside Sharing Agreement ("**Parties**") have entered into an amendment agreement dated August 3, 2021 **("Upside Amendment Agreement")** pursuant to which the Parties have agreed that rights, obligations, duties, claims etc. of the Parties as provided under the Upside Sharing Agreement shall stand suspended from the date of the execution of the Upside Amendment Agreement till the Long Stop Date.

OUR MANAGEMENT

Board of Directors

In terms of our Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of Board and constitution of our committees.

As on the date of this Draft Red Herring Prospectus, our Board comprises six Directors, including three Independent Directors (including one woman Director), two Non-Executive Directors and one Executive Director.

The following table sets forth details regarding our Board:

Sr. No.	Name, designation, address, occupation, date of birth, term, period of directorship and DIN	Age (years)	Directorships in other companies
1.	**Mayank Jalan** ***Designation:*** Chairman and Managing Director ***Address:*** Shreeram Garden, 15, Belvedere Road, Kolkata, 700 027, West Bengal, India ***Occupation:*** Business ***Date of birth:*** September 15, 1981 ***Term:*** Re-appointed as Managing Director for a period of three years from April 1, 2019 to March 31, 2022* ***Period of directorship*:** Director since July 1, 2003 ***DIN:*** 00598842	39	*Indian Companies* • Bengal Port Private Limited • Bengal NRI Complex Limited • Eastern Gateway Terminals Private Limited • Keventer Ventures Limited • Keventer Capital Limited • Kolkata-One Excelton Private Limited • Keventer Global Private Limited • MKJ Tradex Limited *Foreign Companies* Nil
2.	**Ram Krishna Agarwal** ***Designation***: Independent Director ***Address***: FD-226, Salt Lake City, Sector-III, Kolkata 700 091, West Bengal, India ***Occupation***: Practicing Chartered Accountant ***Date of birth:*** August 28, 1952 ***Term***: For a period of five years from June 4, 2021 to June 3, 2026 ***Period of directorship*:** Director since June 4, 2021 ***DIN***: 00416964	68	*Indian Companies* • Bengal NRI Complex Limited • Cigniti Technologies Limited • Philips Carbon Black Limited • RKA Advisory Services Private Limited • Srei Infrastructure Finance Limited *Foreign Companies* Nil
3.	**Avinash Gupta** ***Designation***: Independent Director ***Address***: 2A-54A, PL-444, Jaldarshan Building, Laxmibai, Jagmohan Das Marg, Nepean Sea Road, August Kranti Marg, Mumbai 400 036, Maharashtra, India ***Occupation***: Service ***Date of birth:*** May 6, 1966	55	*Indian Companies* • Dun & Bradstreet Information Services India Private Limited • Jupiter Wagons Limited *Foreign Companies* • Beijing Micromarketing D&B Marketing Consulting Company Limited • Dun & Bradstreet International Information Consultant (Shanghai)

Sr. No.	Name, designation, address, occupation, date of birth, term, period of directorship and DIN	Age (years)	Directorships in other companies
	Term: For a period of five years from June 4, 2021 to June 3, 2026 ***Period of directorship*****:** Director since June 4, 2021 ***DIN***: 02783217		• Shanghai Huaxia Dun & Bradstreet Business Information Consulting Co., Ltd.
4.	**Sumit Krishna Deb** ***Designation:*** Non-Executive Director ***Address***: 67-A, Raja Nabo Krishna Street, Hatkhola, Kolkata 700 005, West Bengal, India ***Occupation***: Advisory Service ***Date of birth:*** November 24, 1949 ***Term***: Liable to retire by rotation ***Period of directorship*****:** Director since January 30, 1996 ***DIN***: 00524590	71	Nil
5.	**Shruti Swaika** ***Designation***: Independent Director ***Address***: 6, Moore Avenue, Regent Park, Kolkata 700 040, West Bengal, India ***Occupation***: Professional ***Date of birth:*** July 9, 1986 ***Term***: For a period of five years from April 18, 2019 to April 17, 2024 ***Period of directorship*****:** Director since April 18, 2019 ***DIN***: 07659238	35	*Indian Companies* • Bengal NRI Complex Limited • Speedage Trade Limited *Foreign Companies* Nil
6.	**Parvana Mayank Jalan** ***Designation:*** Non-Executive Director ***Address:*** Shreeram Garden, 15, Belvedere Road, Kolkata, 700 027, West Bengal, India ***Occupation:*** Business ***Date of birth:*** February 23, 1981 ***Term:*** Liable to retire by rotation ***Period of directorship*****:** Director since April 11, 2013 ***DIN:*** 06550070	40	*Indian Companies* • Twenty First Century Securities Limited *Foreign Companies* Nil

* *Also liable to retire by rotation.*

In compliance with Section 152 of the Companies Act, one third of such of the Directors as are liable to retire by rotation for time being, or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office at each annual general meeting.

Relationship between our Directors and our Key Managerial Personnel

Except Parvana Mayank Jalan, who is the wife of Mayank Jalan, none of our Directors are related to each other or to any Key Managerial Personnel.

Brief Biographies of Directors

Mayank Jalan is the Chairman and Managing Director of our Company. He holds a bachelor's degree in engineering with business finance from the University College, London and has completed certification courses in advanced mathematics, advanced physics and advanced economics. He has been associated with our Company for more than 18 years. He has served as the President of the Indian Chamber of Commerce, Calcutta and also chaired the Federation of Indian Chambers of Commerce and Industry, West Bengal State Council. He is also the co-chairperson of the CII National Committee on Food Processing and the CII National Committee on Fisheries, Animal Husbandary and Dairy Committee for the year 2021-2022. He has expertise in development of strategy and driving sales target for delivering overall growth of our Company. He was awarded the Hurun Next Gen Leader award in 2018 by Barclays, the visionary leader, Men of the Year award by Times in 2019, top 40 under 40 award by the Economic Times in 2019 and the CMA management excellence for being the emerging leader in the year 2018.

Ram Krishna Agarwal is an Independent Director on the Board of our Company. He is a qualified chartered accountant secured first rank on all India basis final examinations of the Institute of Chartered Accountants of India. He was a partner with S.R. Batliboi & Co. since 1978 and retired as a partner in June, 2013. He has significant experience in fields of audit, taxation, company law, consultancy, among others.

Avinash Gupta is an Independent Director on the Board of our Company. He holds a bachelor's degree of technology in mechanical engineering from the Indian Institute of Technology, Varanasi. He is currently the managing director of Dun & Bradstreet, India and has previously been the managing director of FalCap Limited. He is also the co-chairman of the ASSOCHAM MSME Development Council.

Sumit Krishna Deb is a Non-Executive Director on the Board of our Company. He holds a master's degree of arts in economics from the Department of Economics, the University of Calcutta. He has been a director on our Board since January 30, 1996. He was a founder director of our erstwhile subsidiary MDL and was the managing director of MDL for 22 years. He has been involved in, *inter alia*, marketing, brand management, corporate planning and general management during the course of his career.

Shruti Swaika is an Independent Director on the Board of our Company. She holds a bachelor's degree in business administration and law from the Symbiosis International University. She has been associated with our Company for more than three years. She has practiced in various courts in India including the districts courts and the Supreme Court. She has also been involved in a commercial and corporate advisory, real estate, banking, insolvency and bankruptcy, government infrastructure projects, corporate restructuring and private client practice. She is currently associated with Fox Mandal as a principal associate.

Parvana Mayank Jalan is a Non-Executive Director on the Board of our Company. She holds a bachelor's degree in arts from the University of Maine at Machias. She has completed foundation and advanced level courses in image consultancy from the Association of Image Consultants International, Singapore. She also completed advanced level course in image consultancy from the London Image Institute. She has been a director on our Board for over eight years and has experience in the field of human resources management. She has previously worked with Optimum Image Institute.

Confirmations

Except as disclosed below, none of our Directors are, or were a director of any listed company during the last five years preceding the date of this Draft Red Herring Prospectus, whose shares have been, or were suspended from being traded on any of the stock exchanges during the term of their directorship in such company.

Particulars	Details
Name of Director	Mayank Jalan
Name of the company	MKJ Enterprises Limited
Name of the stock exchange(s) on which the company was listed	The Calcutta Stock Exchange Limited
Date of suspension on stock exchange(s)	March 2014
Reason for suspension	Non-compliance with the listing agreement
Date of revocation of suspension	July 2, 2021
Term of directorship in the above company	May 27, 2005 till June 1, 2017

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

Except as disclosed below, none of our Directors are, or was a director of any listed company which has been, or was delisted from any stock exchange during the term of their directorship in such company:

Particulars	Details
Name of the Director	Parvana Mayank Jalan
Name of the company	Twenty First Century Securities Limited

Particulars	Details
Name of the stock exchange(s) on which the company was listed	Uttar Pradesh Stock Exchange Limited and Delhi Stock Exchange Limited
Date of delisting on stock exchanges	September 15, 2017*
Whether delisting was compulsory or voluntary	Voluntary
Reasons for delisting	Uttar Pradesh Stock Exchange Limited and Delhi Stock Exchange Limited were de-recognised and Twenty First Century Securities Limited was moved to the dissemination board. Since, Twenty First Century Securities Limited did not intend to be listed on nation-wide stock exchanges, it got its name removed from the dissemination board.
Whether the company has been relisted	No
Date of relisting on give name of stock exchange	Not applicable
Term of directorship (along with relevant dates) in the above company	Director since November 1, 2014

* *Date of removal from the dissemination board*

Terms of appointment of the Directors

1. Remuneration to Executive Director:

Mayank Jalan

Mayank Jalan was designated as the chairman of our Board vide resolution passed by our Board on September 13, 2017 and was appointed as the managing director of the Board by our Shareholders in the annual general meeting held on September 27, 2019 for a period of three years with effect from April 1, 2019. The terms of appointment of Mayank Jalan are as per the employment agreement dated April 18, 2019 ("**Employment Agreement**").

Term	From April 1, 2019 for a period of three years till March 31, 2022, unless terminated earlier in accordance with the terms of the Employment Agreement
Compensation and benefits	As per the terms of the Employment Agreement, our Chairman and Managing Director is entitled to a basic salary of ₹ 303,000 per month and the following benefits as part of his salary: • House Rent Allowance: 40% of basic salary. • Leave travel allowance will be paid as ₹ 150,000 per annum. • One month leave with full pay equivalent to one month of basic pay for each completed year of service. • Children education allowance of ₹ 5,400 per annum, on a reimbursement basis. • Ex-gratia will be paid as ₹ 16,800 per annum as per prevailing rule as amended from time to time. • Gratuity and provident fund as per the rules and regulations of the Company. In addition to this, he is also entitled to the following allowances and perquisites – • Club fees: payment/reimbursement of club fees for clubs in India. • Personal accident insurance premium: as per rules of the Company. • Commission/incentive: He will be paid commission/ incentives at the rate of 1% of net profits of the Company. • Mediclaim: As per the rules of the Company. • Car/communication Facilities: The following shall not be included in the computation of perquisites – o Provision of Company's car with reimbursement for driver for official use along with the running, maintenance and fuel expenses on actual basis. o Provision of telephone(s) and/or other communication facilities or reimbursement of mobile telephone/communication expenses including payment of local calls and long distance official calls for the business of the Company.

	He shall not be paid sitting fees for attending the meetings of the Board and Committee thereof, as payable to other Directors.
Termination	The employment agreement may be terminated by either party by giving a notice of three months. The Company may terminate the employment agreement by giving a salary for three months in lieu of the notice as well.

During Financial Year 2021, Mayank Jalan was a paid salary of ₹ 5.73 million (excluding amount of ₹ 1.77 million towards retirement benefits) by our Company.

2. Remuneration to Non-Executive Directors:

Pursuant to a Board resolution dated July 27, 2021, our Company has fixed ₹ 25,000 per meeting as the sitting fees payable to Directors for attending the meetings of our Board and its Committees thereof.

The details of the remuneration paid to our current Non-Executive Directors in Financial Year 2021 are set forth in the table below:

S.No.	Name of the Director	Sitting fees paid (in ₹ million)	Remuneration (in ₹ million)
Non-Executive Directors			
1.	Parvana Mayank Jalan	0.02	-
2.	Sumit Krishna Deb	0.03	-
Independent Directors			
1.	Shruti Swaika	0.03	-
2.	Ram Krishna Agarwal*	-	-
3.	Avinash Gupta*	-	-

** Appointed in Financial Year 2022.*

Arrangement or understanding with major Shareholders, customers, suppliers or others

There is no arrangement or understanding of our Company with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors has been appointed on the Board.

Shareholding of Directors in our Company

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, none of our Directors hold any Equity Shares:

Name of Director	Number of Equity Shares
Mayank Jalan	4,157,122

Our Articles of Association do not require our Directors to hold any qualification shares.

Interest of Directors

All Directors may be deemed to be interested to the extent of fees payable to them, if any, for attending meetings of our Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company and any options which may be granted to them under ESOP Plan.

Except as stated in "*Our Promoters and Promoter Group*" on page 216, none of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company or in the promotion or formation of our Company, as applicable.

Mayank Jalan, our Chairman and Managing Director, may also be deemed to be interested to the extent of any dividend payable to him and other distributions in respect of the Equity Shares held by him or the shareholder they represent.

None of our Directors are interested in any transaction of land, construction of building and supply of machinery etc.

No loans have been availed by our Directors from our Company.

Except for Mayank Jalan, who is entitled to a commission at the rate of 1% of net profits of our Company, none of our Directors are party to any bonus or profit-sharing plan of our Company.

There is no contingent or deferred compensation accrued for the Fiscal 2021 and payable to our Directors, which does not form a part of their remuneration.

Service Contracts with Directors

None of our Directors have entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Changes in our Board in the last three years

The changes in our Board in the last three years preceding the date of filing of this Draft Red Herring Prospectus are as follows:

Name	Date of Appointment/ Change/ Cessation	Reason
Praneet Chawla	October 11, 2018	Resignation as a Non-Executive (Nominee) Director
Vijayakumar Kilar Balakrishna	November 14, 2018	Appointment as a Non-Executive (Nominee) Director
Debanjan Mandal	January 3, 2019	Resignation as an Independent Director
Shruti Swaika	April 18, 2019	Appointment as an Independent Director
Uday Garg	July 14, 2021	Resignation as a Non Executive (Nominee) Director
Vijayakumar Kilar Balakrishna	July 14, 2021	Resignation as a Non Executive (Nominee) Director
Probir Roy	June 4, 2021	Resignation as Independent Director
Ram Krishna Agarwal	June 4, 2021	Appointment as an Independent Director
Avinash Gupta	June 4, 2021	Appointment as an Independent Director

Borrowing Powers of Board

In accordance with the Articles of Association and pursuant to a resolution passed by the Shareholders of our Company on September 30, 2014, our Board is authorised to borrow such sum or sums of money whether secured or unsecured, on such terms and conditions as our Board may deem fit, which together with the monies already borrowed by our Company (apart from the temporary loans obtained from our Company's bankers in the ordinary course of business) and remaining outstanding at any given time, may exceed the aggregate of the paid up capital of our Company and its free reserves, provided that the total amount of money/ monies so borrowed by our Board shall not at any time exceed the limit of ₹ 5,000 million.

Corporate Governance

The corporate governance provisions of the SEBI Listing Regulations will be applicable to us immediately upon the listing of the Equity Shares on the stock exchanges, BSE and NSE. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, the Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of the Board and committees thereof and formulation of policies. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board committees, as required under law.

Committees of our Board

Audit Committee

The members of the Audit Committee are:

(a) Ram Krishna Agarwal (*Chairman*);

(b) Avinash Gupta; and

(c) Sumit Krishna Deb

The Company Secretary shall act as the secretary of the committee. The Audit Committee was last reconstituted on July 14, 2021. The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and SEBI Listing Regulations and its terms of reference include the following:

1. The Audit Committee shall have powers, which should include the following:

    (a) To investigate any activity within its terms of reference;

    (b) To seek information from any employee of the Company;

    (c) To obtain outside legal or other professional advice;

    (d) To secure attendance of outsiders with relevant expertise, if it considers necessary; and

    (e) Such powers as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations.

2. Oversight of our Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

3. Recommendation for appointment, replacement, reappointment, remuneration and terms of appointment of auditors of our Company;

4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

   (a) Matters required to be included in the director’s responsibility statement to be included in the Board’s report, in terms of the Companies Act, 2013;

   (b) Changes, if any, in accounting policies and practices and reasons for the same;

   (c) Major accounting entries involving estimates based on the exercise of judgment by management;

   (d) Significant adjustments made in the financial statements arising out of audit findings;

   (e) Compliance with listing and other legal requirements relating to financial statements;

   (f) Disclosure of any related party transactions; and

   (g) Qualifications and modified opinion(s) in the draft audit report.

6. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

7. Examination of the financial statement and auditor’s report thereon;

8. Monitoring the end use of funds raised through public offers and related matters;

9. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the issue document/prospectus/notice and making appropriate recommendations to the Board to take up steps in this matter;

10. Reviewing and monitoring the auditor’s independence and performance, and effectiveness of audit process;

11. Approval or any subsequent modification of transactions of the Company with related parties;

12. Scrutiny of inter-corporate loans and investments;

13. Valuation of undertakings or assets of the Company, wherever it is necessary;

14. Evaluation of internal financial controls and risk management systems;

15. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

16. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

17. Discussion with internal auditors of any significant findings and follow up there on;

18. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

19. Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

20. To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time

21. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

22. To review the functioning of the whistle blower mechanism;

23. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

24. Carrying out any other function as may be required / mandated as per the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015and/or any other applicable laws;

25. Reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;

26. Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

The audit committee shall mandatorily review the following information:

(1) management discussion and analysis of financial condition and results of operations;

(2) statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

(3) management letters / letters of internal control weaknesses issued by the statutory auditors;

(4) internal audit reports relating to internal control weaknesses; and

(5) the appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the audit committee.

(6) statement of deviations as and when becomes applicable:

  (a) quarterly statement of deviation(s) submitted to stock exchange(s) in terms of Regulation 32(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

  (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Stakeholders Relationship Committee

The members of the Stakeholders Relationship Committee are:

a. Avinash Gupta (*Chairman*);

b. Sumit Krishna Deb; and

c. Shruti Swaika

The Stakeholders Relationship Committee was constituted by our Board of Directors at their meeting held on June 4, 2021. The terms of reference of the Stakeholders' Relationship Committee, *inter alia*, include the following:

1. To resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;

2. To review of measures taken for effective exercise of voting rights by shareholders;

3. To review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;

4. To review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company: and

5. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, 2013 (together with the rules thereunder) or the SEBI Listing Regulations or any other applicable laws or by any regulatory authority.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

(a) Ram Krishna Agarwal (*Chairman*);

(b) Avinash Gupta; and

(c) Shruti Swaika;

The Nomination and Remuneration Committee was last reconstituted on July 14, 2021. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations and its terms of reference include the following:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

   The Nomination and Remuneration Committee, while formulating the above policy, should ensure that —

   (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

   (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

2. For every appointment of an independent director, evaluate the balance of skills, knowledge and experience on the board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the committee may (a) use the services of an external agencies, if required; (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates;

3. Formulating criteria for evaluation of performance of independent directors and the Board of Directors;

4. Devising a policy on diversity of board of directors;

5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of directors their appointment and removal;

6. Analysing, monitoring and reviewing various human resource and compensation matters;

7. Extending or continuing the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

8. Recommending to the board, all remuneration, in whatever form, payable to senior management.

9. Administering, monitoring and formulating detailed terms and conditions of the Company's employee stock option schemes ("**ESOP Scheme**")

10. Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

11. Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

    a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

    b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended,

    by the Company and its employees, as applicable.

12. Carrying out any other function as is mandated by the Board from time to time and / or enforced/mandated by any statutory notification, amendment or modification, as may be applicable; and

13. Performing such other functions as may be necessary or appropriate for the performance of its duties.

Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

(a) Sumit Krishna Deb (*Chairman*);

(b) Parvana Mayank Jalan; and

(c) Shruti Swaika.

The Corporate Social Responsibility Committee was constituted by our Board at their meeting held on June 4, 2021. The terms of reference of the Corporate Social Responsibility Committee include the following:

1. Formulation of a corporate social responsibility policy to the Board, indicating the activities to be undertaken by the Company in areas or subject specified in the Companies Act, 2013. The activities should be within the list of permitted activities specified in the Companies Act, 2013 and the rules thereunder;

2. Recommending the amount of expenditure to be incurred, amount to be at least 2% of the average net profit of the Company in the three immediately preceding financial years or where the Company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years;

3. Instituting a transparent monitoring mechanism for implementation of the corporate social responsibility projects or programs or activities undertaken by the Company;

4. Monitoring the corporate social responsibility policy from time to time and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

5. Identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

6. Identifying and appointing the corporate social responsibility team of the Company including corporate social responsibility manager, wherever required; and

7. Performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company.

Risk Management Committee

The members of the Risk Management Committee are:

(a) Avinash Gupta (*Chairman*);

(b) Mayank Jalan; and

(c) Sunil Kajaria.

The Risk Management Committee was last constituted on July 27, 2021. The scope and function of the Risk Management Committee is in accordance with the SEBI Listing Regulations and its terms of reference include the following:

1. Formulation of a detailed risk management policy which shall include:

    (a) framework for identification of internal and external risks specifically faced by our Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined;

    (b) measures for risk mitigation including systems and processes for internal control of identified risks;

    (c) business continuity plan.

2. Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of our Company;

3. Monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems;

4. Periodically reviewing the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

5. Keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

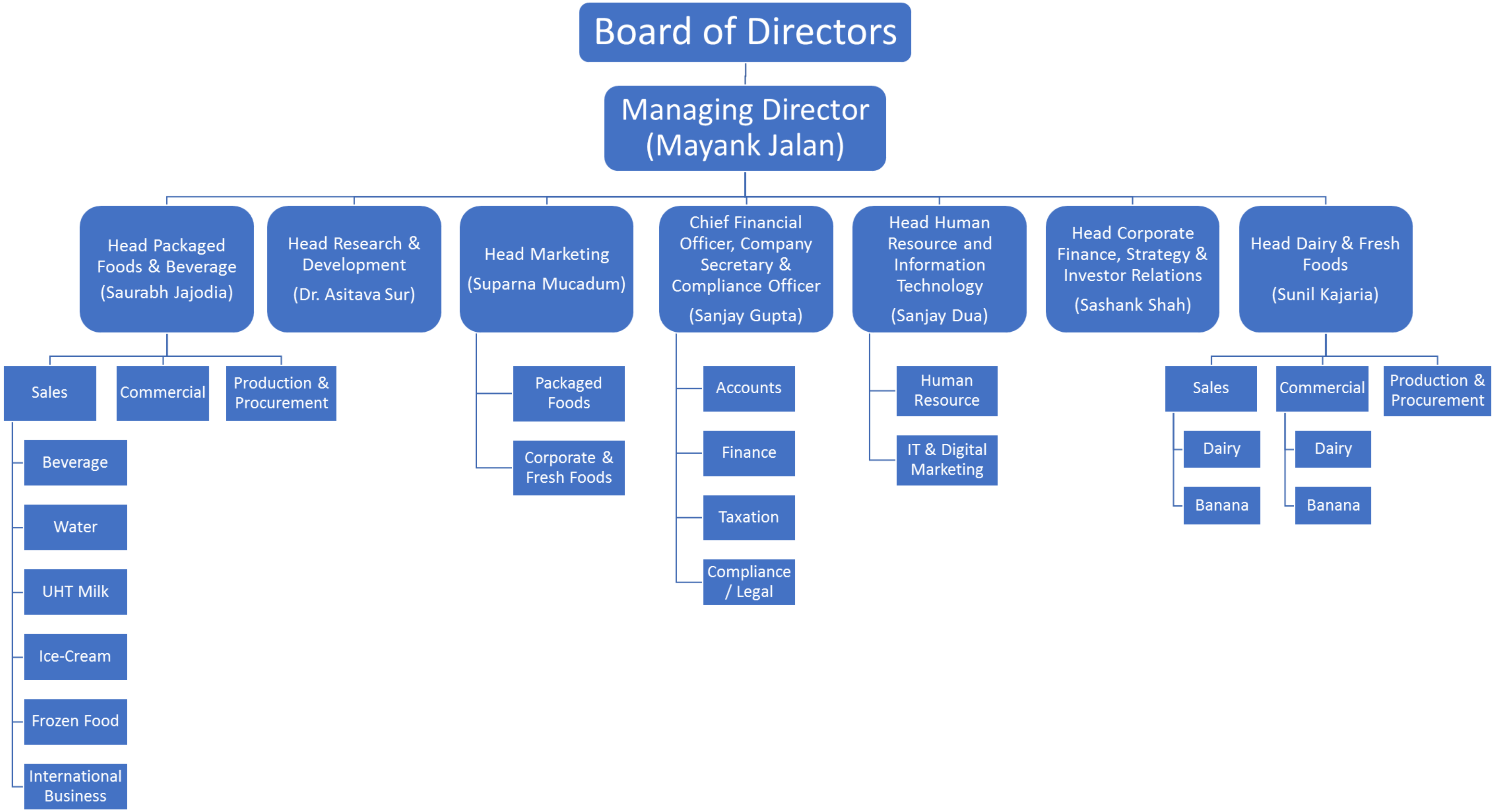
6. Seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

7. Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;

8. Framing, implementing, reviewing and monitoring the risk management plan for the Company and such other functions, including cyber security; and

9. Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Risk Management Committee."

Management Organisation Chart



Key Managerial Personnel

The details of the Key Managerial Personnel of our Company are as follows:

For details in relation to Mayank Jalan, our Chairman and Managing Director, see "– *Brief Biographies of Directors*" and "– *Remuneration to Executive Director*" on pages 204 and 205.

Sanjay Gupta is the Chief Financial Officer, Company Secretary and Compliance Officer of our Company. He holds a bachelor's degree in commerce (honours) from the University of Calcutta. He is a chartered accountant and a company secretary and is also an associate member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He is also a qualified cost and work accountant. He has significant experience in secretarial, finance and accounting functions. Prior to joining our Company, he has worked with Vindhya Telelinks Limited. He joined our Company on August 14, 2006. During Fiscal 2021, he was paid a salary of ₹ 4.71 million (excluding amount of ₹ 0.26 million towards retirement benefits).

Sashank Shah is the head of corporate finance, strategy and investor relations of our Company. He holds a post graduate diploma in management from the T.A. Pai Management Institute. He has over 10 years of experience in mergers and acquisitions, private equity and structured finance. Prior to joining our Company, he has worked with Deloitte Touche Tohmatsu India Private Limited, HSBC – Electronic Data Processing India Private Limited and J.P. Morgan Services India Private Limited. He joined our Company on September 1, 2016. During Fiscal 2021, he was paid a compensation of ₹ 2.28 million (excluding amount of ₹ 0.78 million towards retirement benefits).

Saurabh Jajodia is the head of packaged foods & beverage of our Company. He holds a bachelor's degree in commerce (honours) from the St. Xavier's College, Kolkata. He started his career with our Company and has over 17 years of experience in operations, general management, sales and marketing. He joined our Company on March 16, 2004. During Fiscal 2021, he was paid a salary of ₹ 6.10 million (excluding amount of ₹ 0.83 million towards retirement benefits).

Sunil Kajaria is the head of dairy & fresh foods of our Company. He holds a bachelor's degree of science in economics The Wharton School, University of Pennsylvania. He has over nine years of experience in operations, general management, sales and marketing. He joined our Company on December 1, 2011. During Fiscal 2021, he was paid a salary of ₹ 4.39 million (excluding amount of ₹ 0.70 million towards retirement benefits).

Sanjay Dua is the head of human resource and information technology of our Company. He holds a bachelor's degree of science (honours) from the University of Calcutta. He has over 24 years of experience in sales, marketing and human resource activities. Prior to joining our Company, he has worked with Bausch & Lomb India Limited, Blow Plast Limited, Pepsi Foods Limited and International Distillers (India) Limited. He joined our Company on November 3, 2003. During Fiscal 2021, he was paid a compensation of ₹ 3.54 million (excluding amount of ₹ 0.25 million towards retirement benefits).

Suparna Mucadum is the head of marketing of our Company. She completed a bachelor's degree of science (home science) from the Jadavpur University. She has over significant experience in marketing, branding, advertising, media planning and market research. Prior to joining our Company, she was associated with Genesis Advertising Private Limited and Grey Worldwide (I) Private Limited. She joined our Company on February 22, 2021. During Fiscal 2021, she was paid a compensation of ₹ 0.35 million.

Dr. Asitava Sur is the head of research and development of our Company. He holds a bachelor's degree of science in dairy technology from the Bidhan Chandra Krishi Viswavidyalaya and a master's degree of science in dairying from the Kurukshetra University. He also holds a degree of doctor of philosophy in dairy chemistry from the West Bengal University of Animal & Fishery Sciences. He also completed the diploma programme in total quality management & ISO 9000 from the Board of Academic & Executive Council of National Institute of Labour Education & Management. He has experience in research and development, factory operations, distribution, procurement and packaging. Prior to joining our Company, he was associated with Bidhan Chandra Krishi Viswavidyalaya as a part time teacher and with, among others, Shree Krishna Industries, Kwality Ice Creams (India) Limited and Mother Dairy. He became an employee of our Company pursuant to the merger of MDL with our Company. During Fiscal 2021, he was paid a compensation of ₹ 3.76 million.

Status of Key Managerial Personnel

Except for Suparna Mucadum who has been appointed on a contractual basis, all the Key Managerial Personnel are permanent employees of our Company.

Shareholding of Key Managerial Personnel

Except as disclosed below, none of our Key Managerial Personnel hold any Equity Shares as of the date of filing of this Draft Red Herring Prospectus:

Name	Number of Equity Shares
Mayank Jalan	4,157,122

Bonus or profit sharing plan of the Key Managerial Personnel

Except as disclosed in " – *Interest of Directors*" on page 206, none of our Key Managerial Personnel is party to any bonus or profit sharing plan of our Company, other than the performance linked incentives given to them.

Interests of Key Managerial Personnel

Except Mayank Jalan who is one of our Promoters and holds 4,157,122 Equity Shares as on the date of filing of this Draft Red Herring Prospectus and as stated in "*Our Promoters and Promoter Group*" on page 216 and "*Capital Structure*" on page 74, the other Key Managerial Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Except for (a) Saurabh Jajodia who has been given an advance of ₹ 1.52 million (interest free) by our Company; and (b) Sunil Kajaria who has been given an advance of ₹ 1.05 million (interest free) by our Company, for personal reasons, none of the Key Managerial Personnel have been paid any consideration of any nature from our Company, other than their remuneration. There is no contingent or deferred compensation payable to our Key Managerial Personnel which does not form part of their remuneration.

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any Key Managerial Personnel or senior management personnel was selected as key managerial personnel or senior management personnel.

Relationship among Key Managerial Personnel

None of the Key Managerial Personnel are related to each other.

Changes in the Key Managerial Personnel

The changes in the Key Managerial Personnel in the last three years preceding the date of filing of this Draft Red Herring Prospectus are as follows:

Name	Designation	Date of change	Reason for change
Suparna Mucadum	Head of Marketing	February 22, 2021	Appointment

Service Contracts with Key Managerial Personnel

Other than statutory benefits upon termination of their employment in our Company on retirement, none of our Key Managerial Personnel have entered into a service contract including termination/ retirement benefits with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to our Key Managerial Personnel

There is no contingent or deferred compensation accrued for Financial Year 2021 which is payable to Key Managerial Personnel, which does not form a part of their remuneration.

Payment or benefit to Key Managerial Personnel

Except as stated in this section, no non-salary amount or benefit has been paid or given to any officer of our Company, including our Directors and our Key Managerial Personnel within the two years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given.

Employees Stock Options

For details in relation to the ESOP Plan, see *"Capital Structure – Employee Stock Option Scheme"* on page 86.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

Mayank Jalan, Keventer Global Private Limited, MKJ Developers Limited, Edward Keventer Private Limited, Keventer Capital Limited, Sarvesh Housing Projects Private Limited and Speedage Trade Limited are the Promoters of our Company.

Our Promoters hold an aggregate of 24,610,478 Equity Shares, aggregating to 93.84%* of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. Mayank Jalan holds 4,157,122 Equity Shares, Keventer Global Private Limited holds 11,482,528 Equity Shares, MKJ Developers Limited holds 3,810,400 Equity Shares, Edward Keventer Private Limited holds 2,320,832 Equity Shares, Keventer Capital Limited holds 1,902,096 Equity Shares and Sarvesh Housing Projects Private Limited holds 937,500 Equity Shares in our Company. For further details, see "*Capital Structure*" beginning on page 74.

**Solely for the purposes of the Offer, 8,814,466 CCPS held by Speedage Trade Limited will be converted up to a maximum of 5,254,552 Equity Shares, prior to filing the Red Herring Prospectus. The conversion of CCPS will be completed prior to filing the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For further details, see "Capital Structure - History of the Share Capital held by our Promoters".*

Details of our Promoters

Individual Promoter

Mayank Jalan

Mayank Jalan, aged 39 years, is the Chairman and Managing Director on the Board of our Company. For further details, see "*Our Management – Brief Biographies of Directors*" on page 204.

He holds a driver's license no. WB0120010369474. His PAN is AEUPJ1360E and Aadhaar card number is [redacted].

Corporate Promoters

Keventer Global Private Limited

Corporate Information

Keventer Global Private Limited ("**KGPL**") was incorporated on June 7, 2020 under the Companies Act, 2013, pursuant to a certificate of incorporation issued by the RoC. The registered office of KGPL is at 34/1, D.H. Road, Kolkata 700 027. The corporate identity number of KGPL is U15410WB2020PTC237371.

KGPL is engaged in trading and export of foods products. KGPL has not changed its activities from the date of its incorporation.

Promoter of KGPL

The promoter of KGPL is Mayank Jalan.

Details of Change in Control

There has been no change in the control of KGPL in the last three years preceding the date of this Draft Red Herring Prospectus.

Board of Directors of KGPL

The board of directors of KGPL as on the date of this Draft Red Herring Prospectus are:

1. Mayank Jalan;
2. Sanjay Gupta;
3. Ajay Tiwari; and

4. Surbhit Lihala.

Shareholding Pattern of KGPL

The shareholding pattern of KGPL as on the date of this Draft Red Herring Prospectus is:

S. No.	***Name of the Shareholder***	***Name of the Joint Holder***	***Number of equity shares of face value ₹ 10 each***	***Percentage***
1.	Mayank Jalan	-	6,040,500	99.84
2.	Mayank Jalan	Parvana Mayank Jalan	9,500	00.16
Total			**6,050,000**	**100.00**

MKJ Developers Limited

Corporate Information

MKJ Developers Limited ("**MKJD**") was incorporated on January 28, 1983 under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the RoC. The registered office of MKJD is at Sagar Estate, 2 Clive Ghat Street, Kolkata 700 001. Its CIN number is L45209WB1983PLC035740. The equity shares of MKJD are listed on CSE.

MKJD is engaged in the real estate sector and in trading business. MKJD has not changed its activities from the date of its incorporation.

Promoters of MKJD

The promoters of MKJD are:

1. Mahendra Kumar Jalan;
2. Mayank Jalan;
3. Shashi Prabha Jalan;
4. Madanlal Limited;
5. Mahendra Kumar Jalan & Others HUF;
6. Twenty First Century Securities Limited;
7. MKJ Enterprises Limited;
8. Right Innuva Know-How Limited; and
9. MKJ Tradex Limited.

Details of the corporate promoters of MKJD

Madanlal Limited

Madanlal Limited was incorporated on May 10, 1983 under the Companies Act, 1956 as a public limited company. It has its registered office at Sagar Estate, 2, Clive Ghat Street, Kolkata 700 001, West Bengal, India. Its CIN number is L51909WB1983PLC036288. The equity shares of Madanlal Limited are listed on the CSE.

Presently, no natural person holds fifteen percent or more of the voting rights in Madanlal Limited.

Board of Directors of Madanlal Limited

The board of directors of Madanlal Limited as on the date of this Draft Red Herring Prospectus are:

1. Gaurav Khaitan;
2. Radhe Shyam Khetan;
3. Shwetaank Nigam; and

4. Pankaj Agarwal.

*Twenty First Century Securities Limited ("**TFCSL**")*

TFCSL was incorporated on June 7, 1985 under the Companies Act, 1956 as a public limited company. It has its registered office at Sagar Estate, 3rd Floor, Unit No – 1, 2, Clive Ghat Street, PS Hare Street, Kolkata 700 001, West Bengal, India. Its CIN number is U67120WB1985PLC075585.

Presently, no natural person holds fifteen percent or more of the voting rights in TFCSL.

Board of Directors of TFCSL

The board of directors of TFCSL as on the date of this Draft Red Herring Prospectus are:

1. Harikeshwar Sah;

2. Manoj Bose; and

3. Parvana Mayank Jalan.

*MKJ Enterprises Limited ("**MKJE**")*

MKJE was incorporated on November 22, 1982 under the Companies Act, 1956 as a public limited company. It has its registered office at Sagar Estate, 2, Clive Ghat Street, Kolkata 700 001, West Bengal, India. Its CIN number is L51909WB1982PLC035468. The equity shares of MKJE are listed on the CSE.

Presently, no natural person holds fifteen percent or more of the voting rights in MKJE.

Board of Directors of MKJE

The board of directors of MKJE as on the date of this Draft Red Herring Prospectus are:

1. Mahendra Kumar Jalan;

2. Radhe Shyam Khetan;

3. Shwetaank Nigam; and

4. Debjani Chatterjee.

*Right Innuva Know-How Limited ("**Right Innuva**")*

Right Innuva was incorporated on September 10, 1974 under the Companies Act, 1956 as a public limited company. It has its registered office at 2, Clive Ghat Street, PS Hare Street, Kolkata 700 001, West Bengal, India. Its CIN number is L51109WB1974PLC029635.

Presently, no natural person holds fifteen percent or more of the voting rights in Right Innuva.

Board of Directors of Right Innuva

The board of directors of Right Innuva as on the date of this Draft Red Herring Prospectus are:

1. Mahendra Kumar Jalan;

2. Manoj Bose;

3. Lalit Talwar;

4. Pritha Basu; and

5. Debjani Chatterjee.

*MKJ Tradex Limited (“**MKTL**”)*

MKTL was incorporated on January 30, 1995 under the Companies Act, 1956 as a private limited company. Upon conversion to a public limited company, its name was changed to MKJ Tradex Limited pursuant to a certificate of incorporation dated April 9, 2002 issued by the RoC. It has its registered office at Sagar Estate, Third Floor, 2, Clive Ghat Street, Kolkata 700 001, West Bengal, India. Its CIN number is U51909WB1995PLC067394.

Presently, no natural person holds fifteen percent or more of the voting rights in MKTL.

Board of Directors of MKTL

The board of directors of MKTL as on the date of this Draft Red Herring Prospectus are:

1. Mahendra Kumar Jalan;

2. Shashi Prabha Jalan;

3. Mayank Jalan;

4. Radhe Shyam Khetan;

5. Debjani Chatterjee; and

6. Aryaa Chatterjee.

Details of Change in Control

There has been no change in the control of MKJD in the last three years preceding the date of this Draft Red Herring Prospectus.

Board of Directors of MKJD

The board of directors of MKJD as on the date of this Draft Red Herring Prospectus are:

1. Mahendra Kumar Jalan;

2. Harikeshwar Sah;

3. Pritha Basu; and

4. Debjani Chatterjee

Shareholding Pattern of MKJD

The shareholding pattern of MKJD as on June 30, 2021 is as follows:

Category (I)	Category and names of the shareholder (II)	Number of shareholders (III)	Number of fully paid up equity shares held (IV)	Number of partly paid-up equity shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+ (VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of (A+B+ C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class X	Class Y	Total								
(A)	**Promoter and Promoter Group**	9	1,813,238	0	0	1,813,238	72.39	1,813,238	0	1,813,238	72.39	0	72.39		0		0	1,754,568
(B)	**Public**	536	691,691	0	0	691,691	27.61	691,691	0	691,691	27.61	0	27.61		0		0	389,446
(C)	**Non Promoter-Non Public**	0	0	0	0	0	0	0	0	0	0	0	0		0		0	0
(C1)	**Shares underlying depository receipts**	0	0	0	0	0	0	0	0	0	0	0	0		0		0	0
(C2)	**Shares held by employee trusts**	0	0	0	0	0	0	0	0	0	0	0	0		0		0	0
Total		**545**	**2,504,929**	**0**	**0**	**2,504,929**	**100**	**2,504,929**	**0**	**2,504,929**	**100**	**0**	**100**		**0**		**0**	**2,144,014**

Edward Keventer Private Limited

Corporate Information

Edward Keventer Private Limited ("**EKPL**") was incorporated on February 3, 2011 under the Companies Act, 1956, pursuant to a certificate of incorporation issued by Registrar of Companies, Kolkata. The registered office of EKPL is at 34/1, D.H. Road, Kolkata 700 027. The corporate identity number of EKPL is U74999WB2011PTC158466.

EKPL is currently engaged in the real estate business. EKPL was originally incorporated with the object of carrying on the dairy business, however, it is currently engaged in the real estate business.

Promoters of EKPL

The promoters of EKPL are:

1. Kanchan Kumar Dey;
2. Keventer Projects Limited;
3. Keventer Capital Limited;
4. MKJD; and
5. KGPL.

Details of the corporate promoters of EKPL

*Keventer Projects Limited ("**KPL**")*

KPL was incorporated on January 24, 1994 under the Companies Act, 1956 as a private limited company. It has its registered office at 34/1, DH Road, Kolkata 700 027, West Bengal, India. Its CIN number is U70101WB1994PLC061579.

Presently, no natural person holds fifteen percent or more of the voting rights in KPL.

*Keventer Capital Limited ("**KCL**")*

Keventer Capital Limited ("**KCL**") was incorporated on February 20, 1991 under the Companies Act, 1956, pursuant to a certificate of incorporation issued by Registrar of Companies, Kolkata. The registered office of KCL is at 34/1, D.H. Road, Kolkata 700 027. Its CIN number is U65100WB1991PLC050927.

Presently, Mayank Jalan holds fifteen percent or more of the voting rights in KCL.

MKJD

MKJD was incorporated on January 28, 1983 under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the RoC. The registered office of MKJD is at Sagar Estate, 2 Clive Ghat Street, Kolkata 700 001. Its CIN number is L45209WB1983PLC035740. The equity shares of MKJD are listed on the CSE.

Presently, no natural person holds fifteen percent or more of the voting rights in MKJD.

KGPL

KGPL was incorporated on June 7, 2020 under the Companies Act, 2013, pursuant to a certificate of incorporation issued by the RoC. The registered office of KGPL is at 34/1, D.H. Road, Kolkata 700 027. Its CIN number is U15410WB2020PTC237371.

Presently, Mayank Jalan holds fifteen percent or more of the voting rights in KGPL.

Details of Change in Control

There has been no change in the control of EKPL in the last three years preceding the date of this Draft Red Herring Prospectus.

Board of Directors of EKPL

The board of directors of EKPL as on the date of this Draft Red Herring Prospectus are:

1. Sunil Kajaria;
2. Sanjay Gupta; and

3. Kanchan Kumar Dey.

Shareholding Pattern of EKPL

The shareholding pattern of EKPL as on the date of this Draft Red Herring Prospectus is:

S. No.	*Name of the Shareholders*	*Name of the Joint Holders*	*Number of equity shares*	*Percentage*
1.	Keventer Global Private Limited	-	1,760,281	83.69
2.	Keventer Capital Limited	-	178,616	8.49
3.	MKJ Developers Limited	-	113,000	5.37
4.	Keventer Projects Limited	-	49,995	2.38
5.	Keventer Capital Limited	Shashi Prabha Jalan	1,363	0.06
6.	Kanchan Kumar Dey	-	4	Negligible
7.	Keventer Projects Limited	Shashi Prabha Jalan	1	Negligible
8.	Keventer Projects Limited	Niraj Bhuwania	1	Negligible
9.	Keventer Projects Limited	Sanjay Gupta	1	Negligible
10.	Keventer Projects Limited	Om Prakash Mundra	1	Negligible
11.	Keventer Projects Limited	Kanchan Kumar Dey	1	Negligible
Total			**2,103,264**	**100.00**

Keventer Capital Limited

Corporate Information

Keventer Capital Limited ("**KCL**") was incorporated on February 20, 1991 under the Companies Act, 1956, pursuant to a certificate of incorporation issued by Registrar of Companies, Kolkata. The registered office of KCL is at 34/1, D.H. Road, Kolkata 700 027. The corporate identity number of KCL is U65100WB1991PLC050927.

KCL is a non-banking financial company registered with the Reserve Bank of India ("**RBI**") with registration number B-05-02681, as an investment company. KCL was originally incorporated with the main objective of carrying on business in the line of diaognostic centre, hospitals etc. and to deal with related products. Pursuant to the receipt of registration with the RBI, its main objective was changed to that of an investment company.

Promoters of KCL

The promoters of KCL are:

1. Mayank Jalan;

2. Mahendra Kumar Jalan;

3. Shashi Prabha Jalan; and

4. Mahendra Kumar Jalan & Others HUF.

Details of Change in Control

There has been no change in the control of KCL in the last three years preceding the date of this Draft Red Herring Prospectus.

Board of Directors of KCL

The board of directors of KCL as on the date of this Draft Red Herring Prospectus are:

1. Aryaa Chatterjee;

2. Kanchan Kumar Dey;

3. Mahendra Kumar Jalan;

4. Mayank Jalan;

5. Shashi Prabha Jalan;

6. Shwetaank Nigam; and

7. Shyam Sunder Singhania.

Shareholding Pattern of KCL

The shareholding pattern of KCL as on the date of this Draft Red Herring Prospectus is:

S. No.	*Name of the shareholders*	*Name of the Joint Holders*	*Number of equity shares*	*Percentage*
1.	Mayank Jalan	-	12,540,010	86.68
2.	Mahendra Kumar Jalan	-	1,926,510	13.32
3.	Shashi Prabha Jalan	-	10	Negligible
4.	Mahendra Kumar Jalan & others HUF	-	10	Negligible
5.	Mahendra Kumar Jalan	Mayank Jalan	10	Negligible
6.	Shashi Prabha Jalan	Mayank Jalan	10	Negligible
7.	Mahendra Kumar Jalan	Shashi Prabha Jalan	10	Negligible
Total			**14,466,570**	**100.00**

Sarvesh Housing Projects Private Limited

Corporate Information

Sarvesh Housing Projects Private Limited ("**SHPPL**") was incorporated on January 24, 1994 under the Companies Act, 1956, pursuant to a certificate of incorporation issued by Registrar of Companies, Kolkata. The registered office of SHPPL is at Sagar Estate, 4th Floor, 2 Clive Ghat Street, PS Hare Street, Kolkata 700 001. The corporate identity number of SHPPL is U51909WB1994PTC061581.

SHPPL is engaged in the real estate business. SHPPL has not changed its activities from the date of its incorporation.

Promoter of SHPPL

The promoter of SHPPL is KGPL.

Details of corporate promoter of SHPPL

KGPL

KGPL was incorporated on June 7, 2020 under the Companies Act, 2013, pursuant to a certificate of incorporation issued by the RoC. The registered office of KGPL is at 34/1, D.H. Road, Kolkata 700 027. Its CIN number is U15410WB2020PTC237371.

Presently, Mayank Jalan holds fifteen percent or more of the voting rights in KGPL.

Details of Change in Control

There has been no change in the control of SHPPL in the last three years preceding the date of this Draft Red Herring Prospectus.

Board of Directors of SHPPL

The board of directors of SHPPL as on the date of this Draft Red Herring Prospectus are:

1. Manoj Bose; and

2. Lalit Talwar.

Shareholding Pattern of SHPPL

The shareholding pattern of SHPPL as on the date of this Draft Red Herring Prospectus is:

S. No.	**Name**	**Number of equity shares**	**Percentage**
1.	Keventer Global Private Limited	930,000	74.10
2.	Antriksh Vyappar Private Limited	150,000	11.95
3.	Yashodham Merchants Private Limited	100,000	7.97
4.	The Investment Trust of India Ltd.	40,000	3.19
5.	Toplight Vinimay Private Limited	35,000	2.79
Total		**1,255,000**	**100.00**

Speedage Trade Limited

Corporate Information

Speedage Trade Limited ("**Speedage**") was incorporated on December 26, 2016 under the Companies Act, 2013, pursuant to a certificate of incorporation issued by Registrar of Companies, Kolkata. The registered office of Speedage is at 34/1, D.H. Road, Kolkata 700 027. The corporate identity number of Speedage is U51909WB2016PLC218728.

Speedage deals in stainless steel products and other fast moving consumer goods. Speedage has not changed its activities from the date of its incorporation.

Promoter of Speedage

The promoter of Speedage is Mayank Jalan.

Details of Change in Control

There has been no change in the control of Speedage in the last three years preceding the date of this Draft Red Herring Prospectus.

Board of Directors of Speedage

The board of directors of Speedage as on the date of this Draft Red Herring Prospectus are:

1. Bhaskar Guha;

2. Kanchan Kumar Dey;

3. Uday Ramakant Garg;

4. Shwetaank Nigam; and

5. Shruti Swaika.

Shareholding Pattern of Speedage

The shareholding pattern of Speedage as on the date of this Draft Red Herring Prospectus is:

S. No.	*Name*	*Name of Beneficiary*	*Number of equity shares*	*Percentage*
1.	Mayank Jalan		9,994	99.99
2.	Mayank Jalan	MKJ Enterprises Limited	1	Negligible
3.	Manoj Bose	MKJ Enterprises Limited	1	Negligible
4.	Vivek Khemka	MKJ Enterprises Limited	1	Negligible
5.	Shyam Sunder	MKJ Enterprises Limited	1	Negligible
6.	Kanchan Dey	MKJ Enterprises Limited	1	Negligible
7.	Sudip Bandyopadhyay	MKJ Enterprises Limited	1	Negligible
Total			**10,000**	**100.00**

Our Company confirms that the PAN, passport number and bank account number of Mayank Jalan will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Our Company confirms that the PAN, bank account number, the company registration number and addresses of the registrar of companies where our Corporate Promoters are registered, shall be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Interests of our Promoters

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their respective shareholding in our Company and the dividend payable, if any, and other distributions in respect of the Equity Shares held by them. For details regarding the shareholding of our Promoters in our Company, see "*Capital Structure*" and "*Our*

Management" on pages 74 and 202, respectively. Mayank Jalan is the Chairman and Managing Director of our Company and hence he may be deemed to be interested to the extent of compensation and benefits payable to him. Additionally, he is entitled to a commission at the rate of 1% of net profits of our Company. For further details, see "*Our Management – Interest of Directors*" on page 206. Further our Corporate Promoter, EKPL, has entered into the Registered User Agreement and the Supplementary Agreement with our Company in relation to the rights to use certain trademarks for an annual trademark usage fee of ₹ 0.2 million per annum, excluding applicable taxes. For further details, see "*Our Business – Intellectual Property*" and "*History and Certain Corporate Matters – Key Terms of other subsisting shareholders' Agreements*" on pages 184 and 198, respectively.

Except as disclosed in the "*Capital Structure"*, "*Our Business*", "*History and Certain Corporate Matters*" and "*Our Management*" on pages 74, 150, 193 and 202, respectively, our Promoters have no other interests in our Company.

Except for (i) purchase of office space by our Company from SHPPL for an aggregate consideration of ₹ 29.01 million pursuant to an agreement executed on October 22, 2018 and the premises at Magnum Tower, Unit No. 702, 7th Floor, Sector 58, Gurugram, Haryana; and (ii) premises at Mouza-Fateabad, Subhas Nagar, Barasat, P.O Nilgunj Bazar, 24 Parganas North, Kolkata-700 121 which has been leased by EKPL to our Company for manufacturing of noodles and for facilitating our business which is valid up to September 30, 2030 for a monthly rental of ₹ 0.22 million (which is subject to periodic increase of 10% every three years commencing from October 1, 2024), our Promoters are not interested in the properties acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus with SEBI or proposed to be acquired.

Further, none of our Promoters have any interest in any transaction by our Company for acquisition of land, construction of building and supply of machinery, except as disclosed in relation to KGPL in "*Other Financial Information – Related Party Transactions*" on page 378.

Except KGPL, which is engaged in the export of certain selected agro products like oil seeds etc., none of our Promoters have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or shares or otherwise by any person for services rendered by him or by such firm or company in connection with the promotion or formation of our Company.

Payment or Benefits to our Promoters

Except as stated in the sections "*Other Financial Information – Related Party Transactions*" and "*Our Management*" on pages 378 and 202, respectively, there has been no amount or benefit paid or given, respectively, to our Promoters or Promoter Group during the two years prior to date of this Draft Red Herring Prospectus and no amount or benefit is intended to be paid or given to any of our Promoters or members of the Promoter Group.

Change in the control of our Company

Except as disclosed below, there has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus:

One of our Promoters, KGPL, is not the original promoter of the Company and has acquired 177,083 equity shares of our Company from RIKHL pursuant to KGPL SPA I, 417,708 equity shares of our Company from Madanlal Limited pursuant to KGPL SPA II and 5,146,473 equity shares of our Company from MKJE pursuant to KGPL SPA III. For further details, see "*History and Certain Corporate Matters – Key terms of subsisting shareholders' agreements*" on page 198.

Material guarantees given by our Promoters to third parties with respect to Equity Shares or CCPS

Our Promoters have not given any material guarantees to any third party with respect to the Equity Shares or CCPS.

Companies with which our Promoters have disassociated in the last three years

Except as disclosed below, our Promoters have not disassociated themselves from any company or firm in the three years immediately preceding the date of this Draft Red Herring Prospectus.

Mayank Jalan

Name of Company or Firm from which Promoter has Disassociated	Reasons for and Circumstances Leading to Disassociation	Date of Disassociation
TFCSL	Sale of 0.98% of equity shareholding in TFCSL by Mayank Jalan pursuant to which Mayank Jalan ceased to be a shareholder of TFCSL	February 18, 2020

MKJD

Name of Company or Firm from which Promoter has Disassociated	Reasons for and Circumstances Leading to Disassociation	Date of Disassociation
SHPPL	Sale of 7.97% of equity shareholding in SHPPL by MKJD pursuant to which MKJD ceased to be a shareholder of SHPPL	January 6, 2020
TFCSL	Sale of 7.97% of equity shareholding in TFCSL by MKJD pursuant to which MKJD ceased to be a shareholder of TFCSL	January 29, 2020
AWA Power Co Private Limited	Sale of 9.31% of equity shareholding in AWA Power Co Private Limited by MKJD pursuant to which MKJD ceased to be a shareholder of AWA Power Co Private Limited	February 3, 2020
Mantu Housing Projects Limited	Sale of 20% of equity shareholding in Mantu Housing Projects Limited by MKJD pursuant to which MKJD ceased to be a shareholder of Mantu Housing Projects Limited	January 6, 2020
Neogal Power Co Private Limited	Sale of 3.49% of equity shareholding in Neogal Power Co Private Limited by MKJD pursuant to which MKJD ceased to be a shareholder of Neogal Power Co Private Limited	December 19, 2019

SHPPL

Name of Company or Firm from which Promoter has Disassociated	Reasons for and Circumstances Leading to Disassociation	Date of Disassociation
TFCSL	Sale of 0.06% of equity shareholding in TFCSL by SHPPL pursuant to which SHPPL ceased to be a shareholder of TFCSL	February 3, 2020
Mantu Housing Projects Limited	Sale of 0.00% of equity shareholding in Mantu Housing Projects Limited by SHPPL pursuant to which SHPPL ceased to be a shareholder of Mantu Housing Projects Limited	February 3, 2020

KCL

Name of Company or Firm from which Promoter has Disassociated	Reasons for and Circumstances Leading to Disassociation	Date of Disassociation
Candico (I) Ltd	Sale of 50% of equity shareholding of Candico (I) Limited resulting in loss of control through shareholding	July 20, 2021
Magnificent Foodpark Projects Limited	Sale of 99.99% of equity shareholding of Magnificent Foodpark Projects Limited resulting in loss of control through shareholding	July 20, 2021
MITS Mega Food Park Limited	Sale of 3.38% of equity shareholding in MITS Mega Food Park Limited by KCL pursuant to which KCL ceased to be a shareholder of MITS Mega Food Park Limited	July 20, 2021

Promoter Group

In addition to our Promoters, the following individuals and entities constitute our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

A. Natural persons who are part of our Promoter Group

The following table sets forth details of the natural persons who are part of our Promoter Group due to their relationship with Mayank Jalan:

Name of the Relative	Relationship with the Promoter
Mahendra Kumar Jalan	Father
Shashi Prabha Jalan	Mother
Parvana Mayank Jalan	Spouse
Shruti Gupta	Sister
Mehran Veer Jalan	Son
Rohinton Kurus Babaycon	Spouse’s father
Nilufer Rohinton Babaycon	Spouse’s mother

B. Entities forming part of our Promoter Group

1. Sutanutti Farms Pvt Ltd;

2. Keventer Ventures Limited (formerly known as Gama Hospitality Limited);

3. Edward Food Research & Analysis Centre Limited;
4. Sarkar & Chowdhury Enterprises Private Limited;
5. Riddhi Siddhi Mall Management Private Limited;
6. Ideal Point Services Private Limited;
7. Kulpi Port Holding Private Limited;
8. Sasmal Infrastructure Private Limited; and
9. Mahendra Kumar Jalan & Others HUF.

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, group companies of our Company shall include (i) the companies (other than the Promoters) with which there were related party transactions as per the Restated Financial Information for the last three Financial Years, and (ii) such other companies as considered material by the Board.

Accordingly, pursuant to the criteria for identification of group companies pursuant to a resolution passed by our Board at its meeting held on July 27, 2021 (the "**Group Company Policy**"), the following companies have been identified as the group companies of our Company ("**Group Companies**"):

1. Madanlal Limited;
2. MKJ Enterprises Limited;
3. MKJ Tradex Limited;
4. Candico (I) Limited;
5. Edward Food Research & Analysis Centre Limited;
6. Keventer Projects Limited;
7. Keventer Ventures Limited (formerly known as Gama Hospitality Limited);
8. Mandala Swede SPV;
9. Bengal Bonded Warehouse Limited;
10. Riddhi Siddhi Mall Management Private Limited; and
11. Sasmal Infrastructure Private Limited.

Unless otherwise specified, all information in this section is as of the date of this Draft Red Herring Prospectus.

Details of our Group Companies

1. **Madanlal Limited**

Corporate Information

Madanlal Limited was incorporated as Paramount Mercentiles Limited on May 10, 1983 under the Companies Act, 1956 as a public limited company. Subsequently, its name was changed to Madanlal Limited pursuant to a certificate of incorporation dated December 5, 1991 issued by the RoC. It has its registered office at Sagar Estate, 2, Clive Ghat Street, Kolkata 700 001, West Bengal, India. Its CIN number is L51909WB1983PLC036288. The equity shares of Madanlal Limited are listed on the CSE.

Nature of Activities

Madanlal Limited is engaged, *inter alia,* in business of trading activities.

Financial Information

The following table sets forth details from the audited financial statements (consolidated) of Madanlal Limited for the Financial Years ended March 31, 2020, March 31, 2019, and March 31, 2018, being the last three audited Financial Years:

(in ₹ million, except per share data)

Particulars	For the Financial Year ended March 31,		
	2020	2019	2018
Equity Capital	80.07	80.07	80.07
Reserves (excluding revaluation reserves)	(1,170.39)	(1,202.98)	(1,153.13)
Sales	2,967.39	1,486.49	405.45
Profit/(Loss) after Tax	32.59	(50.32)	22.32
Earnings per Share (Basic) (Face Value of ₹10)	4.07	(6.28)	2.79
Earnings per Share (Diluted) (Face Value of ₹10)	4.07	(6.28)	2.79
Net Asset Value	(1,090.39)	(1,122.91)	(1,073.06)

Particulars	For the Financial Year ended March 31,		
	2020	2019	2018
Net Asset Value per share	(136.18)	(140.24)	(134.02)

Madanlal Limited does not have any significant notes of auditors for the last three audited Financial Years.

Highest and lowest market price of shares during the preceding six months

The securities of Madanlal Limited have not been traded during the last six months.

Pending investor complaints as on the date of this DRHP

There are no investor complaints / grievances pending against Madanlal Limited.

2. **MKJ Enterprises Limited ("MKJE")**

Corporate Information

MKJE was incorporated as Madanlal Agencies Limited on November 22, 1982 under the Companies Act, 1956 as a public limited company. Subsequently, its name was changed to MKJ Enterprises Limited pursuant to a certificate of incorporation dated January 4, 1990 issued by the RoC. It has its registered office at Sagar Estate, 2, Clive Ghat Street, Kolkata 700 001, West Bengal, India. Its CIN number is L51909WB1982PLC035468. The equity shares of MKJE are listed on the CSE.

Nature of Activities

MKJE is engaged, *inter alia,* in the business of trading in stainless steel and allied products..

Financial Information

The following table sets forth details from the audited financial statements (consolidated) of MKJE for the Financial Years ended March 31, 2020, March 31, 2019, and March 31, 2018, being the last three audited Financial Years:

(in ₹ million, except per share data)

Particulars	For the Financial Year ended March 31,		
	2020	2019	2018
Equity Capital	45.58	45.58	45.58
Reserves (excluding revaluation reserves)	656.72	657.31	681.88
Sales	1,141.83	607.61	665.70
Profit/(Loss) after Tax	20.35	(24.56)	(36.29)
Earnings per Share (Basic) (Face Value of ₹10)	4.46	(5.39)	(7.96)
Earnings per Share (Diluted) (Face Value of ₹10)	4.46	(5.39)	(7.96)
Net Asset Value	712.12	702.89	727.45
Net Asset Value per share	156.24	154.22	159.61

Significant notes of auditors of MKJE for the last three audited Financial Years

MKJE does not have any significant notes of auditors for the last three audited Financial Years.

Highest and lowest market price of shares during the preceding six months

The securities of MKJE have not been traded during the last six months.

Pending investor complaints as on the date of this DRHP

There are no investor complaints / grievances pending against MKJE.

3. **MKJ Tradex Limited ("MKTL")**

Corporate Information

MKTL was incorporated as Icon Marketing Private Limited on January 30, 1995 under the Companies Act, 1956 as a private limited company. Subsequently, its name was changed to MKJ Tradex Private Limited pursuant to a certificate of incorporation dated January 7, 2002 issued by the RoC. Upon conversion to a public limited company, its name was changed to MKJ Tradex Limited pursuant to a certificate of incorporation dated April 9, 2002 issued by the RoC. It has its registered office at Sagar Estate, Third Floor, Unite No 1, 2, Clive Ghat Street, Kolkata 700 001, West Bengal, India. Its CIN number is U51909WB1995PLC067394.

Nature of Activities

MKTL is engaged, *inter alia*, in the business of trading in stainless steel and allied products.

Financial Information

The following table sets forth details from the audited financial statements of MKTL for the Financial Years ended March 31, 2020, March 31, 2019, and March 31, 2018, being the last three audited Financial Years:

(in ₹ million, except per share data)

Particulars	**Financial Year ended March 31,**		
	2020	**2019**	**2018**
Equity Capital	42.20	37.20	37.20
Reserves (excluding revaluation reserves)	587.48	492.47	462.33
Sales	3,684.55	5,188.37	6,877.13
Profit/(Loss) after Tax	30.00	30.15	25.42
Earnings per Share (Basic) (Face Value of ₹10)	7.96	8.10	6.83
Earnings per Share (Diluted) (Face Value of ₹10)	7.96	8.10	6.83
Net Asset Value	629.68	529.68	499.53
Net Asset Value per share	149.21	142.39	134.28

Significant notes of auditors of MKTL for the last three audited Financial Years

For the Financial Year 2018

Extracts from Para 3(vii) of "Companies (Auditor's Report) Order, 2016" in Independent Auditors' Report

According to the information and explanation given to us, there were no dues of income-tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty outstanding on account of any dispute except of the following:

Name of the statute	**Nature of dues**	**Amount (*in ₹*)**	**Deposited against demand (*in ₹*)**	**Period to which the amount relates**	**Forum where dispute is pending**
Income Tax Act, 1961	Income Tax	5,41,871	2,70,000	Asst. Yr. 2008-09	Commissioner of Income tax (Appeals)

For the Financial Year 2019

Extracts from Para 3(vii) of "Companies (Auditor's Report) Order, 2016" in Independent Auditors' Report

According to the information and explanation given to us, there were no dues of income -tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty outstanding on account of any dispute except for the following:

Name of the statute	**Nature of dues**	**Amount (*in ₹ lakhs*)**	**Deposited against demand (*in ₹ lakhs*)**	**Period to which the amount relates**	**Forum where dispute is pending**
Income Tax Act, 1961	Income Tax	5.42	2.70	Asst. Yr. 2008-09	Commissioner of Income tax (Appeals)

For the Financial Year 2020

Extracts from the Sub clause (i) Clause (j) Sub section 3 Section 143 under "Report on Other Legal and Regulatory Requirements" in Independent Auditors' Report

"The company has disclosed the impact of pending litigation of its financials position in its IndAS financial statements."

Extracts from Para 3(vii) of "Companies (Auditor's Report) Order, 2016" in Independent Auditors' Report

According to the information and explanation given to us, there were no dues of income -tax, sales tax, service tax, value added tax, goods and service tax, customs duty, excise duty outstanding on account of any dispute except for the following:

Name of the statute	Nature of dues	Amount (*in ₹ lakhs*)	Deposited against demand (*in ₹ lakhs*)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	5.42	2.70	Asst. Yr. 2008-09	Commissioner of Income tax (Appeals)
Income Tax Act, 1961	Income Tax	2.58	Nil	Asst. Yr. 2014-15	ITAT, Kolkata

4. **Candico (I) Limited ("Candico")**

Corporate Information

Candico was incorporated as Heritage Bhaarat Limited on May 9, 1994 under the Companies Act, 1956 as a public limited company. Subsequently, its name was changed to Candico (I) Limited pursuant to a certificate of incorporation dated February 17, 1997 issued by the Registrar of Companies, Delhi and Haryana at New Delhi. It has its registered office at G-9, Harsh Bhawan, 64-65 Nehru Place, New Delhi 110 019, Delhi, India. Its CIN number is U74899DL1994PLC058883.

Nature of Activities

Candico is engaged in the business of manufacture of confectionaries products.

Financial Information

The following table sets forth details from the audited financial statements of Candico for the Financial Years ended March 31, 2020, March 31, 2019, and March 31, 2018, being the last three audited Financial Years:

(in ₹ million, except per share data)

Particulars	Financial Year ended March 31,		
	2020	2019	2018
Equity Capital	140.00	140.00	140.00
Reserves (excluding revaluation reserves)	(124.89)	(119.92)	(126.53)
Sales	192.69	145.63	171.53
Profit/(Loss) after Tax	(4.97)	6.61	12.28
Earnings per Share (Basic) (Face Value of ₹10)	(0.35)	0.47	0.88
Earnings per Share (Diluted) (Face Value of ₹10)	(0.35)	0.47	0.88
Net Asset Value	15.11	20.08	13.47
Net Asset Value per share	1.08	1.43	0.96

Significant notes of auditors of Candico for the last three audited Financial Years

For the Financial Year 2018

Extracts from Para 3(vii) of "Companies (Auditor's Report) Order, 2016" in Indepndent Auditors' Report

According to the information and explanations given to us, there are no material dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute, except:

S. No.	Name of the Statute	Nature of Dues	Amount (*in ₹*)	Forum where dispute is pending
1	The Central Excise Act, 1944	Excise duty demands	229.81 lakhs	Commissioner (A) & CESTAT
2	Sales Tax Acts	Sales tax & Interest	62.73 lakhs	Deputy Commissioner (A) in various states

For the Financial Year 2019

Extracts from Para 3(vii) of "Companies (Auditor's Report) Order, 2016" in Indepndent Auditors' Report

According to the information and explanations given to us, there are no material dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute, except:

S. No.	Name of the Statute	Nature of Dues	Amount (*in ₹*)	Forum where dispute is pending
1	The Central Excise	Excise duty demands	84.03 lakhs	Commissioner (A) & CESTAT

S. No.	Name of the Statute	Nature of Dues	Amount (*in ₹*)	Forum where dispute is pending
	Act, 1944			
2	Sales Tax Acts	Sales tax & Interest	62.73 lakhs	Deputy Commissioner (A) in various states

For the Financial Year 2020

Extracts from the Sub clause (i) Clause (j) Sub section 3 Section 143 under "Report on Other Legal and Regulatory Requirements" in Independent Auditors' Report

According to the information and explanations given to the statutory auditors, there are no material dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited on account of any dispute, except:

S. No.	Name of the Statute	Nature of Dues	Amount (*in ₹*)	Forum where dispute is pending
1	Sales Tax Acts	Sales tax & Interest	62.73	Deputy Commissioner (A) in various states

5. **Edward Food Research & Analysis Centre Limited ("EFRAC")**

Corporate Information

EFRAC was incorporated as Edward Keventer Limited on August 29, 1921 under the Company Act, 1913 as a public limited company. With effect from August 3, 1957, the term "private" was added to its name, making it Edward Keventer Private Limited, by virtue of section 24 of the Companies Act, 1956 and a fresh certificate of incorporation dated April 2, 2003 was issued by the RoC certifying this change. Subsequently, its name was changed to Edward Keventer Life Science Private Limited pursuant to a certificate of incorporation dated June 30, 2010 issued by the RoC. Upon conversion to a public limited company, its name was changed to Edward Keventer Life Science Limited pursuant to a certificate of incorporation dated January 5, 2011 issued by the RoC. Subsequently, its name was changed to Edward Food Research & Analysis Centre Limited pursuant to a certificate of incorporation dated November 14, 2011 issued by the RoC. It has its registered office at Synthesis Business Park, CBD/1, Unit-2-C/B, 2nd Floor, Action Area- II, Rajarhat, New Town, Kolkata 700 157, West Bengal, India. Its CIN number is U24100WB1921PLC004311.

Nature of Activities

EFRAC is engaged in the business of testing, analysis and manufacturing activities.

Financial Information

The following table sets forth details from the audited financial statements of EFRAC for the Financial Years ended March 31, 2021, March 31, 2020, and March 31, 2019, being the last three audited Financial Years:

(in ₹ million, except per share data)

Particulars	Financial Year ended March 31,		
	2021	2020	2019
Equity Capital	327.90	327.90	277.90
Reserves (excluding revaluation reserves)	(444.45)	(364.90)	(287.73)
Sales	168.11	192.76	140.36
Profit/(Loss) after Tax	(79.64)	(76.73)	(73.29)
Earnings per Share (Basic) (Face Value of ₹100)	(24.29)	(27.43)	(26.37)
Earnings per Share (Diluted) (Face Value of ₹100)	(24.29)	(27.43)	(26.37)
Net Asset Value	(116.55)	(37.00)	(9.82)
Net Asset Value per share	(35.54)	(11.28)	(3.53)

Significant notes of auditors of EFRAC for the last three audited Financial Years:

For the Financial Year 2019

Extracts from the "Report on the Audit of the Ind AS Financial Statements"

Auditors have audited the Ind AS financial statements of Edward Food Research and Analysis Centre Limited ("the company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information and expressed a qualified opinion thereon.

Auditors invited attention to Note 36 to the Ind AS financial statements which explains that the Property, Plant and Equipment (PPE) is being carried in the books at a written down value of ₹ 207,714.83 thousands. In the opinion of the management there is no need for any provision to be made for impairment of PPE. However, we have not been able to corroborate the Management's contention and obtain sufficient appropriate audit evidence in this regard. Accordingly, auditors were unable to comment on the necessity or otherwise to provide for an impairment loss in respect of PPE. The effect of the non-provision of the impairment loss on assets, if any, cannot be quantified.

Auditors drew attention to Note 37 in the Ind AS financial statements, which indicate that EFRAC has incurred significant losses in the current year and also in earlier years. Its net worth has been fully eroded as at the balance sheet date. EFRAC's borrowings (Redeemable non-convertible debentures, listed at BSE) of ₹ 461,391.47 thousands is payable on June 27, 2021. This situation along with other matters set forth in Note 37 indicate the existence of a material uncertainty that may cast significant doubt on EFRAC's ability to continue as a going concern.

Auditors opinion is not qualified in respect of this matter.

Extracts from the report on the Internal Financial Controls under Clause (i) of Sub- Section 3 of Section 143 of the Companies Act, 2013 ("the **Act**")

According to the information and explanations given to us and based on the audit performed by the statutory auditor, the following material weakness has been identified as at March 31, 2019:

Attention is drawn to 'Basis for Qualified Opinion' section of Auditors' Report on Financial Statements more fully described therein, regarding material uncertainty on going concern and impairment of property, plant and equipment, which could result into non-compliance with Ind AS and could potentially result in misstatement of EFRAC's Financial Statement.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis."

Explanatory paragraph

"We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the financial statements of Edward Food Research and Analysis Centre Limited, which comprise the Balance Sheet as at March 31, 2020, the related Statement of Profit and Loss, including other comprehensive income, the Cash Flow Statement and the statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information. This material weakness was considered in determining the nature, timing, and extent of audit tests applied in the audit of the March 31, 2019 financial statements of the Company and this report affect the audit report dated September 20, 2019 which expressed a qualified opinion on those financial statements."

For the Financial Year 2020

Extracts from the "Report on the Audit of the Ind AS Financial Statements"

Auditors have audited the Ind AS financial statements of Edward Food Research and Analysis Centre Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information and expressed a qualified opinion thereon.

a) Auditors drew attention to Note 37 in the Ind AS financial statements, which indicate that EFRAC has incurred significant losses in the current year and also in earlier years. Accumulated losses as at March 31, 2020 is ₹ 4,42,590.26 thousands and net worth has been fully eroded. EFRAC's borrowings (Redeemable non-convertible debentures, listed at BSE) of ₹ 4,78,924.39 thousands is payable on June 27, 2021. EFRAC has been unable to obtain replacement financing. This situation along with other matters set forth in Note 37, raise substantial doubts regarding EFRAC's ability to continue as a going concern. The Ind AS financial statements do not adequately disclose the financial mitigation plan on this matter. They were unable to comment on the adjustments, if any, that may be required to be made to the accompanying financial statements, should EFRAC be unable to continue as a going concern.

b) Attention was invited to Note 36 to the Ind AS financial statements which explains that the Property, Plant and Equipment (PPE) is being carried in the books at a written down value of ₹ 2,65,535.44 thousands. In the opinion of the management there is no need for any provision to be made for impairment of PPE. However, we have not been able to corroborate the Management's contention and obtain sufficient appropriate audit evidence in this regard. Accordingly, they are unable to comment on the necessity or otherwise to provide for an impairment loss in respect of PPE. The effect of the non-provision of the impairment loss on assets, if any, cannot be quantified. This matter was also qualified in their last audit report for the year ended March 31, 2019.

Extracts from Para 3(vii) of "Companies (Auditor's Report) Order, 2016" in Independent Auditors' Report

According to the information and explanations given to us, undisputed dues in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues 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 the statute	Nature of dues	Amount (₹ in thousands)	Period to which the amount relates (Financial Year)	Due Date	Date of Payment
Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Employer's and Employee's contribution to Provident Fund	566.17	March 2019 to August 2019	15th of the next month	Not paid

Extract from the report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

According to the information and explanations given to us and based on our audit, the following material weakness has been identified as at March 31, 2020:

Attention is drawn to 'Basis for Qualified Opinion' section of Auditors' Report on Financial Statements more fully described therein, regarding material uncertainty on going concern and impairment of property, plant and equipment, which could result into non-compliance with Ind AS and could potentially result in misstatement of EFRAC's Financial Statement.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis."

Explanatory paragraph

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the financial statements of Edward Food Research and Analysis Centre Limited, which comprise the Balance Sheet as at March 31, 2020, the related Statement of Profit and Loss, including other comprehensive income, the Cash Flow Statement and the statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information. This material weakness was considered in determining the nature, timing, and extent of audit tests applied in the audit of the March 31, 2020 financial statements of the Company and this report affect the audit report dated June 30, 2020 which expressed a qualified opinion on those financial statements. This matter was also qualified in the preceding financial year audit report for the year ended March 31, 2019."

For the Financial Year 2021

Extracts from the "Report on the Audit of the Ind AS Financial Statements"

"Auditors have audited the accompanying Ind AS financial statements of Edward Food Research and Analysis Centre Limited ("the Company"), which comprise the Balance sheet as at March 31 2021, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information and expressed a qualified opinion thereon.

a. Attention was invited to Note 34 to the Ind AS financial statements which explains that the Property, plant and equipment, Intangible assets and Right of use assets (together referred to as "Assets") are being carried in the books at their aggregate written down value of ₹ 2,49,445.22 thousands. In the opinion of the management there is no need for any provision to be made for impairment of Assets. However, they have not been able to corroborate the Management's contention and obtain sufficient appropriate audit evidence in this regard. Accordingly, they are unable to comment on the necessity or otherwise to provide for an impairment loss in respect of the aforesaid Assets. The effect of the non-provision of the impairment loss on the aforesaid Assets, if any, cannot be quantified. This matter was also qualified in their last Audit Report for the Year ended March 31, 2020.

"Auditors drew attention to Note 35 to the Ind AS financial statements which, states that the Company has accumulated losses of Rs. 5,22,138.39 thousands and its net worth has been fully eroded, the Company has incurred a net loss during the current and previous years and, the Company's current liabilities exceeded its current assets by ₹ 3,79,535.40 thousands as at the balance sheet date. These conditions, along with other matters set forth in the aforesaid note indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter."

Extracts from Para 3(vii) of "Companies (Auditor's Report) Order, 2016" in Independent Auditors' Report

According to the information and explanations given to us, undisputed dues in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues 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 the statute	**Nature of dues**	**Amount (₹ in thousands)**	**Period to which the amount relates (Financial Year)**	**Due Date**	**Date of Payment**
Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Employer's and Employee's contribution to Provident Fund	2,122.84	March 2019 to August 2020	15th of the next month	Not paid

Extracts from the report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

According to the information and explanations given to us and based on our audit, the following material weakness has been identified as at March 31, 2021:

Attention is drawn to 'Basis for Qualified Opinion' section of Auditors' Report on Financial Statements more fully described therein, regarding impairment of property, plant and equipment, which could result into non-compliance with Ind AS and could potentially result in misstatement of Company's Financial Statement.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis."

Explanatory paragraph

"Auditors also have audited, in accordance with the Standards on Auditing issued by ICAI, as specified under Section 143(10) of the Act, the Ind AS financial statements of Edward Food Research and Analysis Centre Limited, which comprise the Balance Sheet as at March 31, 2021, and the related Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information. This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2021 Ind AS financial statements of the Company and this report affect their report dated June 30, 2021, which expressed an qualified opinion on those financial statements. This matter was also qualified in their last audit report for the year ended March 31, 2020."

6. **Keventer Projects Limited ("KPL")**

Corporate Information

KPL was incorporated as Eshna Housing Projects Private Limited on January 24, 1994 under the Companies Act, 1956 as a private limited company. Upon conversion to a public limited company, its name was changed to Eshna Housing Projects Limited pursuant to a certificate of incorporation dated April 17, 1998 issued by the RoC. Subsequently, its name was changed to Right Address Projects Limited pursuant to a certificate of incorporation dated November 5, 2001 issued by the RoC. Subsequently, its name was changed to Keventer Projects Limited pursuant to a certificate of incorporation dated December 3, 2003 issued by the RoC. It has its registered office at 34/1, DH Road, Kolkata 700 027, West Bengal, India. Its CIN number is U70101WB1994PLC061579.

Nature of Activities

KPL is engaged, *inter alia,* in the business of development and sale of residential and commercial property.

7. **Keventer Ventures Limited (formerly known as Gama Hospitality Limited) ("KVL")**

Corporate Information

KVL was incorporated Gama Hospitality Private Limited on June 17, 2009 under the Companies Act, 1956 as a private limited company. Upon conversion to a public limited company, its name was changed to Gama Hospitality Limited pursuant to a certificate of incorporation dated July 5, 2011 issued by the RoC. Subsequently, its name was changed to Keventer Ventures Limited pursuant to a certificate of incorporation dated March 4, 2021 issued by the RoC. It has its registered office at 34/1, DH Road, Kolkata 700 027, West Bengal, India. Its CIN number is U74900WB2009PLC135933.

Nature of Activities

KVL is engaged, *inter alia,* in the business of hospitality and food services.

8. **Mandala Swede SPV ("Mandala")**

Corporate Information

Mandala was incorporated on January 20, 2017 under the Companies Act of Mauritius as a private limited company. It has its registered office at Sanne House, Bank Street, Twenty Eight, Cybercity, Ebene 72201, Mauritius. Its registration number is C144366 C1/ GBL.

Nature of Activities

Mandala is licenced by the Financial Services Commission of Mauritius as a global business licence company and is authorized to engage in the business of investment holding pursuant to its licensing conditions and its constitution.

9. **Bengal Bonded Warehouse Limited ("BBWL")**

Corporate Information

BBWL was incorporated as Bengal Bonded Warehouse Association. It was converted into a public limited company on June 10, 2016 under the Companies Act, 2013 pursuant to a fresh certificate of incorporation issued by the RoC and its name was changed to Bengal Bonded Warehouse Limited. It has its registered office at Sagar Estate, 2, Clive Ghat Street, Kolkata 700 001, West Bengal, India. Its CIN number is U70104WB2016PLC216132.

Nature of Activities

BBWL is engaged in the business of warehousing and storing.

10. **Riddhi Siddhi Mall Management Private Limited ("RSMMPL")**

Corporate Information

RSMMPL was incorporated on May 19, 2006 under the Companies Act, 1956 as a private limited company. It has its registered office at Knowledge House, Shyam Nagar, Off Jogeshwari Vikhroli Link Road, Jogeshwari East, Mumbai 400 060, Maharashtra, India. Its CIN number is U70102MH2006PTC161884.

Nature of Activities

RSMMPL is engaged, *inter alia,* in the business of acquiring, developing, leasing real estate properties of all nature including shopping malls, commercial and residential complexes.

Sasmal Infrastructure Private Limited ("SIPL")

Corporate Information

SIPL was incorporated on February 23, 2012 under the Companies Act, 1956 as a private limited company. It has its registered office at Sagar Estate, 4th Floor, 2, Clive Ghat Street, Kolkata 700 001, West Bengal, India. Its CIN number is U74999WB2012PTC174637.

Nature of Activities

SIPL is engaged, *inter alia,* in the business of providing storage and warehousing.

Nature and extent of interest of our Group Companies

a. ***In the promotion of our Company***

Our Group Companies do not have any interest in the promotion of our Company.

b. ***In the properties acquired by us in the preceding three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company***

Except for our Registered Office which has been leased by KPL to our Company for a period of six years with effect from September 1, 2017, our Group Companies are not interested in the properties acquired by us in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on the date of this Draft Red Herring Prospectus.

c. ***In transactions for acquisition of land, construction of building and supply of machinery***

Our Group Companies are not interested in any transactions for the acquisition of land, construction of building or supply of machinery, except as disclosed in "*Other Financial Information – Related Party Transactions*" on page 378.

Defunct Group Companies

Our Group Companies are not defunct and no applications have been made to the relevant registrar of companies for striking off their names during the five years preceding the date of filing of this Draft Red Herring Prospectus with SEBI.

Group Companies which are a sick industrial company or are under winding up/ insolvency proceedings

Our Group Companies do not fall under the definition of sick companies under the erstwhile Sick Industrial Companies (Special Provisions) Act, 1985 and are not under any winding up or insolvency proceedings under applicable law.

Common Pursuits between our Group Companies and our Company

There are no common pursuits between our Group Companies and our Company.

Related business transactions with the Group Companies and significance on the financial performance of our Company

Other than the transactions disclosed in the section "*Other Financial Information – Related Party Transactions*" on page 378, there are no other related business transactions with our Group Companies during the last three Fiscals.

Business interest of our Group Companies in our Company

Our Group Companies do not have any business interest in our Company.

Litigation

Our Group Companies are not party to any pending litigations which will have a material impact on our Company.

Loss making Group Companies

Except for Candico, KVL, EFRAC and KPL, none of our Group Companies have made any losses in the immediately preceding Financial Year. For further details, see "*Risk Factors – Certain of our Group Companies have incurred losses during the last Financial Year*" on page 43.

Other confirmations

Except for Madanlal Limited and MKJE, which have their respective equity shares listed on CSE, the equity shares of our Group Companies are not listed on any stock exchange.

None of our Group Companies have made any public or rights issue of securities (as defined under the SEBI ICDR Regulations) in the preceding three Financial Years.

None of our Group Companies have been refused listing during last ten years on any stock exchanges in India or abroad.

Except as disclosed below, none of our Group Companies have failed to meet the listing requirements of any stock exchange in India or abroad:

The equity shares of two of our listed Group Companies, Madanlal Limited and MKJE which are listed were suspended in the past from trading on CSE due to non-compliance with the listing agreement in respect of various disclosures and submission of requisite information. However, the suspension on the trading of the equity shares of Madanlal Limited and MKJE was revoked vide notice dated June 25, 2021, effective from July 2, 2021 upon payment of penalties amounting to ₹ 0.07 million each by Madanlal Limited and MKJE, respectively, and production of requisite documents by these entities. For further details see "*Risk Factors – The securities of certain entities, including one of our Promoters and certain of our Group Companies, were* *suspended from trading on the Calcutta Stock Exchange Limited due to certain non-compliances with the listing requirements in the past."* on page 37.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and other applicable law, including the Companies Act and will depend on a number of factors, including but not limited to profits, capital requirements, contractual obligations, restrictive covenants in financing arrangements and the overall financial condition of our Company.

Our Company vide resolution of our Board dated July 27, 2021 adopted a formal dividend policy ("**Dividend Policy**"). According to the Dividend Policy, our Company shall consider various parameters before declaring dividend such as financial parameters, internal factors, external factors. Further, our Company has not declared dividends on the Equity Shares and CCPS during the current Fiscal and the last three Fiscals.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Independent Auditor's Examination Report on the Restated Unconsolidated Summary Statements of Keventer Agro Limited as at and for the years ended March 31, 2021 and March 31, 2020

The Board of Directors
Keventer Agro Limited
34/1 D.H. Road
Kolkata - 700 027
West Bengal, India.

Dear Sirs/Madams:

1. We have examined the attached Restated Unconsolidated Summary Statements of **Keventer Agro Limited** (the "Company") annexed to this report and prepared by the Company for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") in connection with its proposed initial public offering of the equity shares of the Company (the "IPO"). The Restated Unconsolidated Summary Statements, comprising the Restated Unconsolidated Statement of Assets and Liabilities as at March 31, 2021 and March 31, 2020, the Restated Unconsolidated Statement of Profits and Losses (including other comprehensive income), the Restated Unconsolidated Statement of Changes in Equity and the Restated Unconsolidated Statement of Cash Flows for the years ended March 31, 2021 and March 31, 2020, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Unconsolidated Summary Statements"), have been approved by the Board of Directors of the Company at their meeting held on July 27, 2021 and have been prepared in accordance with the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and

   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India ("ICAI"), (the "Guidance Note").

Management's Responsibility for the Restated Unconsolidated Summary Statements

2. The preparation of the Restated Unconsolidated Summary Statements, which are to be included in the DRHP is the responsibility of the Management of the Company. The Restated Unconsolidated Summary Statements have been prepared by the Management of the Company in accordance with the basis of preparation, stated in **Note**

2 of **Annexure V** to the Restated Unconsolidated Summary Statements. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Unconsolidated Summary Statements. The Management is also responsible for identifying and ensuring that the Company complies with the Act, the ICDR Regulations and the Guidance Note.

Auditor's Responsibilities

3. We have examined such Restated Unconsolidated Summary Statements taking into consideration:

   a) the terms of reference and terms of our engagement agreed with you *vide* our engagement letter dated April 13, 2021, in connection with the proposed IPO of the Company;

   b) the Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics Issued by the ICAI;

   c) concepts of test checks and materiality to obtain reasonable assurance based on the verification of evidence supporting the Restated Unconsolidated Summary Statements; and

   d) the requirements of Section 26 of the Act and the ICDR Regulations.

   Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. The Company proposes to undertake the IPO which comprises of an offer for sale by an existing shareholder of the Company and a fresh issue of its equity shares of **Rs. 5** each at such premium arrived at by the book building process, as may be decided by the Company's Board of Directors.

Restated Unconsolidated Summary Statements

5. The Restated Unconsolidated Summary Statements have been compiled by the management of the Company from the audited unconsolidated financial statements of the Company as at and for the years ended March 31, 2021 and March 31, 2020, which were prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted

in India, which have been approved by the Board of Directors of the Company at their meetings held on July 06, 2021 and October 07, 2020 respectively.

6. For the purpose of our examination, we have relied on the independent auditor's reports issued by us, dated July 06, 2021 and October 07, 2020 on the audited unconsolidated financial statements of the Company as at and for the years ended March 31, 2021 and March 31, 2020 respectively, as referred in Paragraph 5 above.

7. Based on our examination and according to the information and explanations given to us, we report that :

   i. The Restated Unconsolidated Summary Statements have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the year ended March 31, 2020 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed in the audited unconsolidated financial statements of the Company as at and for the year ended March 31, 2021; and

   ii. There are no qualifications in the independent auditor's reports on the audited unconsolidated financial statements of the Company as at and for the years ended March 31, 2021 and March 31, 2020, which require any adjustments in the Restated Unconsolidated Summary Statements. However, the qualifications included in the annexures to the independent auditor's reports issued by us on the audited unconsolidated financial statements of the Company for the years ended March 31, 2021 and March 31, 2020 in accordance with the Companies (Auditor's Report) Order, 2016, which do not require any corrective adjustments in the Restated Unconsolidated Summary Statements have been disclosed in Annexure VI to the Restated Unconsolidated Summary Statements; and

   iii. The Restated Unconsolidated Summary Statements have been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.

8. We have not audited any financial statements of the Company as of any date or for any period subsequent to March 31, 2021. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Company as of any date or for any period subsequent to March 31, 2021.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. The Restated Unconsolidated Summary Statements do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 5 above.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors of the Company for inclusion in the DRHP to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Sanjay Kumar Agarwal
Partner
Membership Number: 060352
UDIN: 21060352AAAACO5591
Place of Signature: Kolkata
Date: July 27, 2021

KEVENTER AGRO LIMITED
(All amounts are in INR Million, unless otherwise stated)

Annexure I

Restated Unconsolidated Statement of Assets and Liabilities

	Note No.	As at 31st March, 2021	As at 31st March, 2020
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	4	4,340.02	4,336.72
Capital Work-in-Progress	5	108.90	164.91
Investment Property	6	150.23	158.21
Intangible Assets	7	16.84	12.10
Intangible Asset under Development	8	7.78	7.13
Financial Assets			
-Investments	9	240.68	222.18
-Other Financial Assets	10	45.05	50.35
Deferred Tax Assets (Net)	11	63.14	32.50
Other Non-Current Assets	12	19.80	39.54
Non-Current Tax Assets (Net)		81.40	90.59
		5,073.84	**5,114.23**
Current Assets			
Inventories	13	1,168.85	1,077.00
Biological Assets other than Bearer Plants	14	0.09	0.20
Financial Assets			
-Trade Receivables	15	336.47	475.81
-Cash and Cash Equivalents	16	220.46	84.80
-Other Bank Balances	17	-	1.56
-Loans	18	0.50	0.53
-Other Financial Assets	19	47.99	49.77
Other Current Assets	20	380.95	487.24
		2,155.31	**2,176.91**
Total Assets		**7,229.15**	**7,291.14**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	21	131.13	131.13
Other Equity	22	883.55	1,654.01
Total Equity		**1,014.68**	**1,785.14**
Non-Current Liabilities			
Financial Liabilities			
-Borrowings	23	4,017.74	3,098.73
-Other Financial Liabilities	24	84.62	71.19
Provisions	25	205.18	161.17
Other Non-Current Liabilities	26	46.45	50.56
		4,353.99	**3,381.65**
Current liabilities			
Financial Liabilities			
-Borrowings	27	464.81	740.08
-Acceptances	28	172.92	153.91
-Trade Payables	29		
a) Total outstanding dues of micro enterprises and small enterprises		7.84	11.00
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		682.47	610.44
-Other Financial Liabilities	30	324.56	440.57
Other Current Liabilities	31	199.92	162.34
Provisions	32	7.96	6.01
		1,860.48	**2,124.35**
Total Liabilities		**6,214.47**	**5,506.00**
Total Equity & Liabilities		**7,229.15**	**7,291.14**

The above Statement should be read with the Annexure V - Significant accounting policies and explanatory notes to Restated Unconsolidated Summary Statements, Annexure VI - Statement of Restatement Adjustments and Annexure VII - Notes to Restated Unconsolidated Summary Statements.

As per our report of even date.

For S.R.Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

per Sanjay Kumar Agarwal
Partner
Membership No. 060352

Place : Kolkata
Date: 27th July 2021

For and on behalf of the Board of Directors

Keventer Agro Limited

Mayank Jalan
Chairman & Managing Director
DIN No.- 00598842

Sumit Deb
Director
DIN No.- 00524590

Sanjay Gupta
Chief Financial Officer
& Company Secretary

KEVENTER AGRO LIMITED

(All amounts are in INR Million, unless otherwise stated)

Annexure II

Restated Unconsolidated Statement of Profits and Losses

Particulars	Note No.	Year ended 31st March, 2021	Year ended 31st March, 2020
INCOME			
Revenue from Operations	33	8,302.01	9,451.14
Gain on Fair valuation of 0.01% Compulsorily Convertible Preference shares (CCPS)	23.5	-	89.03
Other Income	34	58.24	42.37
Total Income		**8,360.25**	**9,582.54**
EXPENSES			
Cost of Materials Consumed	35	4,550.26	5,532.68
Purchase of Traded Goods		1,017.05	1,394.65
Changes in Inventories of Finished Goods, Traded Goods and Work-in-Progress	36	117.72	(200.93)
Employee Benefits Expense	37	706.77	678.39
Finance Costs	38	274.96	248.90
Depreciation and Amortisation Expense	39	362.78	299.35
Loss on Fair valuation of 0.01% Compulsorily Convertible Preference shares (CCPS)	23.5	678.21	-
Other Expenses	40	1,440.55	1,612.70
Total Expenses		**9,148.30**	**9,565.74**
Restated Profit/(Loss) before Tax		**(788.05)**	**16.80**
Tax Expense/ (credit):			
-Current Tax	44	-	15.29
-Deferred Tax charge / (credit)	44	(26.29)	(32.68)
Total tax expense/(credit)		**(26.29)**	**(17.39)**
Restated Profit/(Loss) After Tax		**(761.76)**	**34.19**
Other Comprehensive Income/ (Loss) for the year			
Items that will not be reclassified to profit or loss			
(a) Remeasurement gains/(losses) on defined benefit obligations		(13.05)	(5.22)
(b) Income tax effect on above		4.35	1.74
Restated Total Other Comprehensive Income / (Loss) for the year (net of tax)		**(8.70)**	**(3.48)**
Restated total Comprehensive Income / (Loss) for the year (net of tax)		**(770.46)**	**30.71**
Earnings / (Loss) per Equity Share			
Basic (In Rs. per share)	41	**(29.05)**	**1.30**
Diluted (In Rs. per share)	41	**(29.05)**	**(0.87)**

The above Statement should be read with the Annexure V - Significant accounting policies and explanatory notes to Restated Unconsolidated Summary Statements, Annexure VI - Statement of Restatement Adjustments and Annexure VII - Notes to Restated Unconsolidated Summary Statements.

As per our report of even date.

For and on behalf of the Board of Directors

For S.R.Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

Keventer Agro Limited

per Sanjay Kumar Agarwal
Partner
Membership No. 060352

Mayank Jalan
Chairman & Managing Director
DIN No.- 00598842

Sumit Deb
Director
DIN No.- 00524590

Sanjay Gupta
Chief Financial Officer
& Company Secretary

Place : Kolkata
Date: 27th July 2021

KEVENTER AGRO LIMITED

Annexure III
(All amounts are in INR Million, unless otherwise stated)
Restated Unconsolidated Statement of Cash Flows

	For the year ended March 31, 2021	For the year ended March 31, 2020
A. CASH FLOW FROM OPERATING ACTIVITIES		
Restated Profit / (loss) before tax	(788.05)	16.80
Adjustments for:		
Depreciation and amortization expenses	362.78	299.35
Finance Costs	274.96	248.90
Unrealised foreign exchange loss / (gain)	(2.95)	5.91
Bad debts and Advances written off	-	2.03
Provision for doubtful debts and advances (net)	12.38	2.13
Loss/(gain) on sale/discard of Property, Plant and Equipments (PPE) (net)	0.46	0.28
Gain on sale of Investments	-	(1.60)
Loss/(gain) on fair valuation of 0.01% Compulsorily Convertible Preference shares (CCPS)	678.21	(89.03)
Loss on mark to market of derivative contracts other than CCPS	14.43	-
Biological Asset Valuation	0.11	(0.14)
Deferred Government Grant Income	(7.09)	(6.26)
Liabilities no longer required written back	(6.20)	(3.00)
Interest Income	(23.36)	(25.56)
Operating Profit before Working Capital Changes	**515.68**	**449.81**
Movements in working capital:		
Increase in Trade Payable and Acceptances	94.08	168.49
Increase in Provisions	32.92	13.92
Increase in Other Current and Financial Liabilities	52.83	66.28
Decrease/ (Increase) in Trade Receivables	129.03	(38.41)
Increase in Inventories	(91.85)	(260.04)
(Increase) / Decrease in Loans, Other Current and Financial assets	118.22	(47.86)
Cash generated from / used for working capital	**335.23**	**(97.62)**
Direct Taxes Paid (net of refunds)	9.19	(51.56)
Net Cash flows from Operating Activities (A)	**860.10**	**300.63**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment and Intangible assets (including Capital Work-in-Progress and Intangible Assets under Development)	(298.70)	(828.95)
Proceeds from sale of Property, Plant and Equipment	19.76	4.65
Purchase of Investment	-	(206.50)
Proceeds from sale of Investment	-	46.37
Proceeds / (Investments) of Fixed deposits (net)	1.56	(1.19)
Interest Received	4.87	9.67
Net Cash used in Investing Activities (B)	**(272.51)**	**(975.95)**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest paid	(278.17)	(245.89)
Payment of principal portion of lease liabilities	(9.96)	(6.69)
Proceeds from Long-term Borrowings	982.95	497.56
Repayment of Long-term Borrowings	(871.46)	(125.63)
Proceeds / (Repayment) from Short-term Borrowings (net)	(275.29)	76.16
Net Cash flows / (used in) Financing Activities (C)	**(451.93)**	**195.51**

Annexure III
(All amounts are in INR Million, unless otherwise stated)
Restated Unconsolidated Statement of Cash Flows

	For the year ended March 31, 2021	For the year ended March 31, 2020
Net increase / (decrease) in Cash & Cash Equivalents (A+B+C)	135.66	(479.81)
Cash and Cash Equivalents - at the beginning of the year	84.80	564.61
Cash and Cash Equivalents - at the end of the year	220.46	84.80
Components of Cash & Cash Equivalents :		
Balances with banks:		
On current accounts	210.73	66.17
Cheques in Hand	4.56	8.18
Cash on hand	5.17	10.45
Total Cash and Cash Equivalents (Refer Note No. 16)	**220.46**	**84.80**

The above Statement should be read with the Annexure V - Significant accounting policies and explanatory notes to Restated Unconsolidated Summary Statements, Annexure VI - Statement of Restatement Adjustments and Annexure VII - Notes to Restated Unconsolidated Summary Statements.

As per our report of even date.

For and on behalf of the Board of Directors

For S.R.Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

Keventer Agro Limited

per Sanjay Kumar Agarwal
Partner
Membership No. 060352

Mayank Jalan
Chairman & Managing Director
DIN No.- 00598842

Sumit Deb
Director
DIN No.- 00524590

Sanjay Gupta
Chief Financial Officer
& Company Secretary

Place : Kolkata
Date: 27th July 2021

KEVENTER AGRO LIMITED

(All amounts are in INR Million, unless otherwise stated)

Annexure IV

Restated Unconsolidated Statement of Changes in Equity

A. Equity Share Capital (Refer Note 21)

Particulars	No. of Shares	Amount in Million
Equity Shares of Rs. 10 each, fully paid		
As on 31st March 2019	1,31,13,232	131.13
As on 31st March 2020	1,31,13,232	131.13
As on 31st March 2021	**1,31,13,232**	**131.13**

B. Other Equity

Particulars	Reserves and Surplus				Total
	Capital Reserves	Securities Premium	General Reserve	Retained Earnings	
Balance as at April 1, 2019	**53.70**	**46.93**	**30.00**	**1,492.36**	**1,622.99**
Ind AS 116 transition adjustment (Part B of Statement of Restated Adjustments)				0.31	**0.31**
Balance as at 01st April, 2019	**53.70**	**46.93**	**30.00**	**1,492.67**	**1,623.30**
Restated Profit for the period	-	-	-	34.19	34.19
Restated Other Comprehensive Income/ (Loss) for the year (net of taxes)	-	-	-	(3.48)	(3.48)
Balance as at March 31, 2020	**53.70**	**46.93**	**30.00**	**1,523.38**	**1,654.01**
Restated Profit / (Loss) for the period	-	-	-	(761.76)	(761.76)
Restated Other Comprehensive Income/ (Loss) for the year (net of taxes)	-	-	-	(8.70)	(8.70)
Balance as at March 31, 2021	**53.70**	**46.93**	**30.00**	**752.92**	**883.55**

Refer Note No. 22 for nature and purpose of Reserves and Surplus.

The above Statement should be read with the Annexure V - Significant accounting policies and explanatory notes to Restated Unconsolidated Summary Statements, Annexure VI - Statement of Restatement Adjustments and Annexure VII - Notes to Restated Unconsolidated Summary Statements.

As per our report of even date.

For S.R.Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

per Sanjay Kumar Agarwal
Partner
Membership No. 060352

Place : Kolkata
Date: 27th July 2021

For and on behalf of the Board of Directors

Keventer Agro Limited

Mayank Jalan
Chairman & Managing Director
DIN No.- 00598842

Sumit Deb
Director
DIN No.- 00524590

Sanjay Gupta
Chief Financial Officer
& Company Secretary

1.Corporate and General information

Keventer Agro Limited ('KAL' or 'the Company') is a public limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The address of the registered office is 34/1, D.H. Road, Kolkata- 700027, West Bengal.

The Company is engaged in processing, manufacturing and marketing of packaged foods such as packaged beverages, fruit juices, packaged drinking water in the brand name of "Frooti", "Appy", "Appy Fizz" and "Bailley" under franchisee agreement with Parle Agro Pvt. Ltd. The Company is also engaged in the business of processing and marketing milk and milk products under the brand name "Metro Dairy". KAL is also engaged in procurement, ripening and distribution of Bananas. The Company has an established business in ready-to-cook segment with its wide range of products like Green Peas, Sweet Corn, Chicken products, Veg value-added products, etc. The Company exports various value-added products like fruit pulp, sesame seeds, etc. The Company is also engaged in job work for manufacturing noodles.

2. Basis of Preparation

2.1 Statement of Compliance

The Restated Unconsolidated Summary Statements of the Company comprises of the Restated Unconsolidated Statement of Assets and Liabilities as at March 31, 2021 and March 31, 2020, the Restated Unconsolidated Statement of Profits and Losses (including other comprehensive income), the Restated Unconsolidated Statement of Changes in Equity and the Restated Unconsolidated Statement of Cash Flows for the years ended March 31, 2021 and March 31, 2020, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Unconsolidated Summary Statements"), which have been approved by the Board of Directors of the Company at their meeting held on July 27, 2021.

These Restated Unconsolidated Summary Statements have been prepared by the Management of the Company for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') prepared by the Company in connection with its proposed Initial Public Offer ("IPO") in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note").

These Restated Unconsolidated Summary Statements have been compiled by the Management from audited financial statements of the Company as at and for the years ended March 31, 2021 and March 31, 2020 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors of the Company at their meetings held on July 06, 2021 and October 07, 2020 respectively.

These Restated Unconsolidated Summary Statements do not reflect the effects of events that occurred subsequent to the respective dates of board meeting on the audited financial statements mentioned above. These audited financial statements have been prepared on a going concern basis.

The Restated Unconsolidated Summary Statements have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended March 31, 2020 to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the period ended March 31, 2021.

2.2 Basis of Accounting

These Restated Unconsolidated Summary Statements have been prepared on the historical cost basis except for certain financial assets and liabilities that are measured at fair value, derivative financial instruments measured at fair value and biological assets that are measured at fair value less cost to sell at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In measuring fair value of an asset or liability, the company takes into account those characteristics of the assets or liability that market participants would take into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

External valuers are involved for valuation of significant assets and liabilities. Involvement of external valuers is decided by the management of the company considering the requirements of Ind AS and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

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

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

The Company also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Functional and Presentation currency

The Restated Unconsolidated Summary Statements are presented in Indian Rupees, which is the functional currency of the company and the currency of the primary economic environment in which the company operates.

All financial information presented in Rupees has been rounded off to the nearest rupees in Million with two decimal places.

Use of estimates and judgements

The preparation of Restated Unconsolidated Summary Statements in conformity with Ind AS requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities and the reported amount of revenues and expenses during the reporting period. Revision to accounting estimates are recognized in the period in which the estimates are revised and future periods affected. Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances. Information about significant judgements and key sources of estimation made in applying accounting policies that have the most significant effects on the amounts recognized in the Restated Unconsolidated Summary Statements is included in the following notes:

Recognition of Deferred Tax Assets: The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the company's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits.

Useful lives of depreciable/ amortizable assets (tangible and intangible): Management reviews its estimate of the useful lives of depreciable/ amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to actual normal wear and tear that may change the utility of property, plant and equipment.

Classification of Leases: The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Company has several lease contracts that include extension and termination options. It applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, it reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

Defined Benefit Obligation (DBO): Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, medical cost trends, anticipation of future salary increases and the inflation rate. The company considers that the assumptions used to measure its obligations are appropriate. However, any changes in these assumptions may have a material impact on the resulting calculations.

Provisions and Contingencies: Provisions are liabilities of uncertain amount or timing recognised where a legal or constructive obligation exists at the balance sheet date, as a result of a past event, where the amount of the obligation can be reliably estimated and where the outflow of economic benefit is probable. Contingent liabilities are possible obligations that may arise from past event whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which are not fully within the control of the company. The Company exercises judgement and estimates in recognizing the provisions and assessing the exposure to contingent liabilities relating to pending litigations. Judgement is necessary in assessing the likelihood of the success of the pending claim and to quantify the possible range of financial settlement. Due to this inherent uncertainty in the evaluation process, actual losses may be different from originally estimated provision.

Impairment of Financial Assets: The company reviews its carrying amount of investments carried at amortised cost annually. If recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Allowance for Doubtful debts: The Company makes loss allowances for credit impaired debts based on an assessment of the recoverability of trade and other receivables. The identification of credit impaired debt enquires the use of judgments and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of trade and other receivables and credit impaired debt expenses in the period in which such estimate has been changed..

Fair Value measurement of financial Instruments: When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Fair Value of Biological Assets: The fair value of Biological Assets is determined based on recent transactions entered into with third parties or available market price.

2.3 Current versus non-current classification

The company presents assets and liabilities in the balance sheet based on current/non-current classification as per the company's normal operating cycle and other criteria set out in the Schedule III to the Act, and Ind AS 1 (Presentation of Restated Unconsolidated Summary Statements). The company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle; or
- Held primarily for the purpose of trading; or
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Similarly, a liability is current when:

- It is expected to be settled in the normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

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

3. Summary of Significant Accounting Policies

3.1 Revenue recognition

Revenue from contract with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Revenue is measured at the fair value of the consideration received or receivable, net of returns, discounts, volume rebates, outgoing sales taxes including goods and service tax. Revenue from sale of products is recognized when the Company transfers the control of goods to the customer as per the terms of contract.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of Products

Revenue from sale of products is recognized when the Company transfers the control of goods to the customer as per the terms of contract. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component, non-cash considerations and consideration payable to the customer (if any). In case of domestic sales, the Company believes that the control gets transferred to the customer on dispatch of the goods from the factory/depot and in case of exports, revenue is recognised on passage of control as per the terms of contract / incoterms.

Variable consideration

Volume rebates

Variable consideration in the form of volume rebates is recognised at the time of sale made to the customers and are offset against the amounts payable by them. To estimate the variable consideration for the expected future rebates, the Company applies the expected value method or most likely method. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The most likely amount is used for those contracts with a single volume threshold, while the expected value method is used for those with more than one volume threshold. The Company then applies the requirements on constraining estimates of variable consideration and recognises a liability for the expected future rebates.

Rights of return

Certain contracts provide a customer with a right to return the damaged goods within a specified period. The Company uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Company will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, the Company recognises a provision for damage return and net it from revenue.

Contract balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Advance from customer

Advance from customer is the obligation to transfer goods or services to a customer for which the Company has received consideration from the customer. Advance from customer is recognised as revenue when the Company performs under the contract.

Deferred revenue

Deferred revenue is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer.

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

The Company updates its estimates of deferred revenue (and the corresponding change in the transaction price) at the end of each reporting period.

3.2 Property, Plant and Equipment

Property, plant and equipment are stated at cost, which includes capitalised borrowing costs, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

Expenditure directly relating to construction activity are capitalised. Indirect expenditure incurred during construction period are capitalised as part of the indirect construction cost to the extent to which the expenditure are indirectly related to construction or are incidental thereto. Expenditure incurred on new projects under implementation are carried forward as pre-operative expenditure to be allocated appropriately to fixed assets on completion of the projects.

Machinery spares which can be used only in connection with an item of property, plant and equipment and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied.

Depreciation on property, plant and equipment is provided using the straight line method over the useful lives of the assets as estimated by the management. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed. The estimated useful lives, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

For the following class of assets, based on internal assessment, the management believes that the useful lives as given below best represent the period over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Particulars of assets	**Useful life (Years) as per Management**
Mobile Phone	3
Crates	3
Pallets	5
Freezers	5
Visi Cooler	3
Vehicles	4
Cycle Stand	48
Plant Roof and wall Sheeting	15
UHR Plant Finishing work	20
UHT Plant Structural Steel Structure	25
Building Puff insulation	25
External Drainage system, RCC Road & Bituminus Road and Hard base park for UHT Plant	25
Tetra Pak Conveyor System	14
Mould	8
Filling Machine TBA-19	9

Continuous Freezer	10
Coveyor, Packer	13

Leasehold Improvements are amortized over the period of lease.

Capital Work in Progress:

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.

Disposal

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and carrying amount of the property, plant and equipment and is recognised in the Statement of Profit and Loss.

Bearer Plants

Recognition and Measurement:

Bearer Plants, comprising of mature banana trees are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any). Cost of bearer plants includes the cost of land development, cost of nursery, drainage, cultivation, fertilizers and agro-chemicals etc.

Depreciation:

Depreciation on bearer plants is recognized so as to write off its cost over useful lives, using the straight-line method. Estimated useful life of the bearer plants has been determined to be 2.5 years. The residual value in case of Bearer Plants has been considered as NIL. The estimated useful life, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

3.3 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 cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment properties are required to be replaced at intervals, Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Company depreciates building component of investment property over 30 years from the date of original purchase.

Though the Company measures investment properties using cost-based measurement, the fair value of investment properties are disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee.

3.4 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

The estimated useful lives of assets are as follows:

Softwares & Licences (Acquired)	6 Years

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognised.

Intangible Assets under Development: Intangible Assets under development is stated at cost which includes expenses incurred in connection with their development in so far as such expenses relate to the period prior to their getting the assets ready for use.

3.5 Government Grants and subsidies

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with and the grants will be received. Grants related to assets are treated as deferred income and are recognized as other operating income in the Statement of profit & loss on a systematic and rational basis over the useful life of the asset. Grants related to income are recognized on a systematic basis over the periods necessary to match them with the related costs which they are intended to compensate and are deducted from the expense in the statement of profit & loss.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

Exports entitlements are recognised when the right to receive credit as per the terms of the schemes is established in respect of the exports made by the Company and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

3.6 Segment Reporting

The Chief Operational Decision Maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the Restated Unconsolidated Summary Statements.

The Operating segments have been identified on the basis of the nature of products/services.

a) Segment revenue includes sales and other income directly identifiable with the segment including inter segment revenue.

b) Common allocable costs are inter-se allocated to segments based on the basis most relevant to the nature of the cost concerned. Revenue and expenses, which relate to the enterprise as a whole and not allocable to segment on a reasonable basis, are included under the head unallocated expense / income.

c) Income which relates to the company as a whole and not allocable to segments is included in unallocable income.

d) Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the company as a whole and not allocable to any segment.

3.7 Earnings Per Share

Basic Earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders adjusted for the effects of potential equity shares by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

For the purpose of calculating diluted earnings per share, the net profit for the period attributed to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

3.8 Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

3.9 Acceptances

The Company enters into arrangements whereby banks make direct payments to suppliers for raw materials. The banks are subsequently repaid by the Company at a later date providing working capital timing benefits. These are normally settled up to twelve months. The economic substance of the transaction is determined to be operating in nature and these are recognised as Acceptances and disclosed on the face of the balance sheet. Interest expense on these are recognised in the finance cost. Payments made by banks to the operating vendors are treated as a non cash item and settlement of due to Acceptances by the Company is treated as an operating cash outflow reflecting the substance of the payment.

3.10 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent Liabilities being a possible obligation as a result of past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more future events not wholly within the control of the company are not recognized in the accounts. The nature of such liabilities and an estimate of its financial effect are disclosed in notes to the Restated Unconsolidated Summary Statements.

Contingent asset usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits**.** Contingent Assets are not recognized in the Restated Unconsolidated Summary Statements, the nature of such assets and an estimate of its financial effect are disclosed in notes to the Restated Unconsolidated Summary Statements.

3.11 Borrowing Costs

Borrowing costs include interest expense calculated using the effective interest rate method, other costs incurred in connection with borrowing of funds and exchange differences to the extent regarded as an adjustment to the interest costs. Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset (net of income earned on temporary deployment of funds) are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

3.12 Inventories

Inventories are valued as follows:
Inventories are valued at the lower of cost and net realizable value (NRV). Cost is measured by including, unless specifically mentioned below, cost of purchase and other costs incurred in bringing the inventories to their present location and condition. NRV is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Raw materials, components, stores and spares:
Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Raw materials include unripened bananas whose cost is the fair value less cost to sell at the point of harvest of bananas.

Work-in-progress and finished goods:

Lower of cost and net realizable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity. Traded goods in stock are valued at lower of landed cost and net realizable value.

By Products:
Valued at net realisable value.

Cost of inventories is determined on the 'weighted average' basis and comprises expenditure incurred in the normal course of business for bringing such inventories to their present location and condition and includes, wherever applicable, appropriate overheads.

Net realizable 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.

3.13 Biological Assets:

Biological Assets are measured at fair value less cost to sell with changes in fair value recognized in Statement of profit and loss.

Biological assets of the company comprise of un-harvested bananas that are classified as current biological assets. The company recognizes biological assets when, and only when, the company controls the assets as a result of past events, it is probable that future economic benefits associated with such assets will flow to the company and the fair value or cost of the assets can be measured reliably. Expenditure incurred on biological assets is measured on initial recognition and at the end of each reporting period at its fair value less costs to sell. The gain or loss arising from a change in fair value less cost to sell of biological assets is included in Statement of Profit and Loss for the period in which it arises.

3.14 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Classification

The company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

Initial recognition and measurement

All financial assets are initially recognized when the company becomes a party to the contractual provisions of the instruments. Financial assets are recognised initially at fair value plus, in the case of financial assets not recognised at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement of financial assets is dependent on initial categorisation. For impairment purposes, significant financial assets are tested on an individual basis and other financial assets are assessed collectively in groups that share similar credit risk characteristics.

Financial assets measured at amortised cost

Financial assets are measured at amortised cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and 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. 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 and Loss. This category generally applies to trade and other receivables.

Financial assets measured at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at FVTOCI when the objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and the asset's contractual cash flows represent SPPI. Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income.

Financial assets measured at fair value through profit or loss (FVTPL)

FVTPL is a residual category for financial assets. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss.

Derecognition of financial assets

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the company has transferred its rights to receive cash flows from the asset.

Financial liabilities

Classification

The company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss.

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Financial liabilities at fair value through profit or loss

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

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has designated 0.01% Compulsorily Convertible Preference shares (CCPS) issued by the Company, as financial liability at fair value through profit or loss.

Financial liabilities measured at amortised cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method except for those designated in an effective hedging relationship.

Amortised cost is calculated by taking into account any discount or premium and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the Statement of Profit and Loss. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the EIR method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Trade and other payables

A payable is classified as 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the company prior to the end of financial year, which are unpaid. They are recognised initially at their fair value and subsequently measured at amortised cost using the EIR method.

Financial guarantee contracts

Financial guarantees issued by the company are those guarantees that require a payment to be made to reimburse the holder of the guarantee for a loss incurred by the holder because the specified debtor fails to make a payment, when due, to the holder in accordance with the terms of a debt instrument. Financial guarantees are recognised initially as a liability at fair value, adjusted for transactions 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 amount recognised less cumulative amortisation.

Embedded derivatives

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

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 counterparty.

3.15 Derivative financial instruments

The company enters into a variety of derivative financial instruments viz. foreign exchange forward contracts, to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, interest rate swaps and cross currency swaps.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately unless the derivative is designated as hedging instrument.

3.16 Compound Financial Instruments:

The liability component of a compound financial instrument is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequently.

Interest related to the financial liability is recognised in Statement of Profit and Loss (unless it qualifies for inclusion in the cost of an asset). In case of conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognised.

3.17 Impairment

Financial assets

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

Non-financial assets

Non-financial 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 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 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 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 amortization or depreciation) had no impairment loss been recognised for the asset in prior years.

3.18 Leases

The company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

<u>Company as a lessee</u>

The company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, are as follows:

Building 2 to 5 years
Leasehold Land is amortised over the period of lease ranging from 30 to 99 years.

If ownership of the leased asset transfers to the company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment

ii) Lease liabilities
At the commencement date of the lease, the company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the company and payments of penalties for terminating the lease, if the lease term reflects the company exercising the option to terminate.
Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The company’s lease liabilities are included in Other Financial Liabilities.

iii) Short-term leases and leases of low-value assets
The company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

<u>Company as a lessor</u>

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3.19 Foreign currency transactions and translations

Transactions in foreign currencies are translated to the functional currency of the company (i.e., INR) at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date, except for those derivative balances that are within the scope of Ind AS 109 – "Financial Instruments", are translated to the functional currency at the exchange rate at that date and the related foreign currency gain or loss are reported in the Statement of Profit and Loss.

Foreign exchange differences regarded as an adjustment to interest costs are recognised in the Statement of Profit and Loss. Realised or unrealised gain in respect of the settlement or translation of borrowing is recognised as an adjustment to interest cost to the extent of the loss previously recognised as an adjustment to interest cost.

3.20 Employee benefits

a) Employee benefits in the form of Provident Fund and Employee State Insurance are defined contribution plans. The company recognises contribution payable to a defined contribution plan as an expense, when an employee renders the related service. If the contribution payable to the scheme for services received before the balance sheet date exceeds the contribution already paid, the contribution payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund. There are no obligations other than the contribution payable to the respective trusts.

b) Gratuity is a defined benefit plans. The Company operates a defined benefit gratuity plan in India, comprising of Gratuity fund with Life Insurance Corporation of India. The Company's liability is actuarially determined using the Projected Unit Credit method at the end of the year in accordance with the provision of Ind AS 19 - Employee Benefits.

The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The effect of any plan amendments are recognized in the Statement of Profit & Loss.

The Company recognises the changes in the net defined benefit obligation like service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income, as an expense in the Statement of Profit and Loss.

c) Long Term Compensated Absences - The Company treats accumulated leave to the extent such leave are carried forward as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred.

3.21 Taxes on Income

Income tax expense comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income. In such cases, the tax is also recognised directly in equity or in other comprehensive income.

Current tax

Current tax is the amount of tax payable on the taxable income for the year, determined in accordance with the provisions of the Income Tax Act, 1961.

Current Tax is measured on the basis of taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Deferred tax

Deferred tax is recognised on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the balance sheet and their corresponding tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences and unused tax losses being carried forward, to the extent that it is probable that taxable profits will be available in future against which those deductible temporary differences and tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

3.22 Common Control Transactions

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and the control is not transitory. The transactions between entities under common control are specifically covered by Ind AS 103. Such transactions are accounted for using the pooling-of-interest method. The assets and liabilities of the acquired entity are recognised at their carrying amounts recorded in the parent entity's consolidated financial statements. No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies. The components of equity of the acquired companies are added to the same components within the Company's equity. The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve. The Company's shares issued in consideration for the acquired companies are recognised from the moment the acquired companies are included in these Restated Unconsolidated Summary Statements and the financial statements of the commonly controlled entities are combined, retrospectively, as if the transaction had occurred at the beginning of the earliest reporting period presented. However, the prior year comparative information is only adjusted for periods during which entities were under common control.

3.23 New and amended Standards

(i) Amendments to Ind AS 116: Covid-19-Related Rent Concessions.

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification. This amendment does not have material impact on the Restated Unconsolidated Summary Statements of the Company.

(ii) Amendments to Ind AS 103 *Business Combinations*

The amendment to Ind AS 103 Business Combinations clarifies that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that, together, significantly contribute to the ability to create output. Furthermore, it clarifies that a business can exist without including all of the inputs and processes needed to create outputs.

These amendments are applicable to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after the 1 April 2020 and to asset acquisitions that occur on or after the beginning of that period. This amendment had no impact on the Restated Unconsolidated Summary Statements of the Company but may impact future periods should the Company enter into any business combinations.

(iii) Amendments to Ind AS 1 and Ind AS 8: Definition of Material

The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the Restated Unconsolidated Summary Statements of, nor is there expected to be any future impact to the Company.

These amendments are applicable prospectively for annual periods beginning on or after the 1 April 2020. The amendments to the definition of material are not expected to have a significant impact on the Company's Restated Unconsolidated Summary Statements.

(iv) Amendments to Ind AS 107 and Ind AS 109: Interest Rate Benchmark Reform

The amendments to Ind AS 109 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainty about the timing and/or amount of benchmark-based cash flows of the hedged item or the hedging instrument. These amendments have no impact on the Restated Unconsolidated Summary Statements of the Company as it does not have any interest rate hedge relationships.

The amendments to Ind AS 107 prescribe the disclosures which entities are required to make for hedging relationships to which the reliefs as per the amendments in Ind AS 109 are applied. These amendments are applicable for annual periods beginning on or after the 1 April 2020. These amendments are not expected to have a significant impact on the Company's Restated Unconsolidated Summary Statements.

3.24 Changes in accounting policies and disclosures

There are no standards issued but not yet effective up to the date of issuance of the Company's Restated Unconsolidated Summary Statements.

KEVENTER AGRO LIMITED

Annexure VI

Statement of Restated Adjustments
(All amounts are in INR Million, unless otherwise stated)

Part A
Reconciliation between audited equity and restated equity

Particulars	As at 31st March, 2021	As at 31st March, 2020
Equity (as per audited financial statements)	1,014.68	1,785.14
Adjustments		
(i) Audit Qualifications	-	-
(ii) Material Misstatements (if any)	-	-
Impact of adjustments	-	-
Total equity as per Restated Unconsolidated Statement of Assets and Liabilities	**1,014.68**	**1,785.14**

Reconciliation between audited loss and restated loss

Particulars	As at 31st March, 2021	As at 31st March, 2020
Total Comprehensive income/(Loss) (as per audited financial statements)	(770.46)	30.71
Adjustments		
(i) Audit Qualifications	-	-
(ii) Material Misstatements (if any)	-	-
Impact of adjustments	-	-
Total Comprehensive income/(Loss) as per Restated Unconsolidated Statement of Profits and Losses	**(770.46)**	**30.71**

Part B: Reconciliation between equity as on April 1, 2019 as per Restated Unconsolidated Summary Statements and opening equity as on April 1, 2019 as per Audited Financial Statements for the year ended March 31, 2020

The Company has followed the same accounting policy choices (transition options as per Ind AS 116) as adopted on 01 April 2019 for transition to Ind AS 116, while preparing the restated Restated Consolidated Summary Statement for the year ended March 31, 2019 and Restated Unconsolidated Summary Statements for the year ended March 31, 2020 and March 31, 2021. As specified in the Guidance Note, the equity balance computed as on April 1, 2019 as per Restated Unconsolidated Summary Statements for the year ended March 31, 2020 and equity balance computed on transition (using modified retrospective approach) to Ind AS 116 on 01 April 2019 as per as per Audited financial statements for the year ended March 31, 2020, differs due to restatement adjustments made for the year ended 31 March 2019. Accordingly, reconciliation between equity as on April 1, 2019 as per Restated Unconsolidated Summary Statements and opening equity as on April 1, 2019 as per Audited Financial Statements for the year ended March 31, 2020 is as follows:

Particulars	Amount
Equity as on April 1, 2019 (as per Restated Unconsolidated Summary Statements)	1,754.12
Restatement adjustments	
Change in standards on lease accounting (Ind AS - 116, Leases)	**0.31**
Equity as on April 1, 2019 as per Audited Financial Statements for the year ended March 31, 2020	**1,754.43**

Part C: Material Regrouping

Appropriate regroupings have been made in the Restated Unonsolidated Statement of Assets and Liabilities, Restated Unconsolidated Statement of Profits and Losses and Restated Unconsolidated Statement of Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per Restated Unconsolidated Summary Statements of the Company for the period ended March 31, 2021 prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2018, as amended.

Part D: Non Adjusting items

Restated Unconsolidated Summary Statement does not contain any qualifications requiring adjustments, however, our auditors reports on financial statements for the year ended March 31, 2021 and March 31, 2020 includes audit qualifications in the annexure to the auditor's report which do not require any adjustments in the Restated Consolidated Summary Statement:

(a) Annexure to Auditor's report for the financial year ended March 31, 2021

Clause (i) (c)

According to the information and explanations given by the management, the title deeds of immovable properties, included in Property, Plant and Equipment/ Right of Use Assets are held in the name of the company, except as below:

- As explained to us, registration of title deeds is in progress in respect of a building acquired during year ended March 31, 2019, as set out in Note 4 to the Restated Unconsolidated Summary Statements, aggregating Rs. 28.80 million (Gross Block - Rs. 29.83 million).
- Following immovable properties aggregating Rs. 1,678.31 million as at March 31, 2021 acquired through schemes of amalgamation/arrangements as set out in Note 4 to the Restated Unconsolidated Summary Statements, which are in the name of the erstwhile Company:

in Rs. million

Particulars	No. of Cases	Gross Block	Net Block
Freehold Land	2	870.69	870.69
Leasehold Land	2	864.79	807.62
Total		**1735.48**	**1678.31**

KEVENTER AGRO LIMITED

Annexure VI

Statement of Restated Adjustments

(All amounts are in INR Million, unless otherwise stated)

Clause (vii) (a)

Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other material statutory applicable to the Company, have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases. Pursuant to the Supreme Court's judgement on provident fund dated February 28, 2019, the Company has paid the applicable provident fund on certain components of salary and wages (including arrears for the year ended March 31, 2019 and March 31, 2020) during March 2021 with significant delays.

Clause (vii) (c)

According to the records of the Company, the dues of income-tax, sales-tax, service tax, duty of custom, duty of excise, goods and service tax, value added tax and cess on account of any dispute, are as follows: -

Name of Statute	Nature of Dues	Amount (Rs. in million)	Period to which the amount relates	Forum where dispute is pending
Bengal Public Demand Recovery Act' 1913	Cess including interest thereon	2.75	1992-93 to 1997-98	Hon'ble High Court, Calcutta
Income Tax Act 1961	Disallowances of certain deductions	25.58	2009-2010 to 2016-2017	CIT Appeals
Sales Tax	Non filling of declaration forms and	0.35	2012-13	Commissioner of Commercial Taxes

As at and for the year ended March 31, 2020

(a) Annexure to Auditor's report for the financial year ended March 31, 2020

Clause (i) (c)

According to the information and explanations given by the management, the title deeds of immovable properties, included in property, plant and equipment are held in the name of the company, except as below.

- As explained to us, registration of title deeds is in progress in respect of the immovable properties acquired during the previous year aggregating Rs. 29 million.

- The Company had acquired Freehold land of 30 acres in the year 1988-89 under a scheme of arrangement approved by the Honourable High Court at Calcutta, title deed of which is in the name of erstwhile entity and carrying value of same as at March 31, 2020 is Rs. 825 million.

Clause (vii) (a)

Other than the matter reported in Clause vii(b) of the order, undisputed statutory dues including provident fund, employees' state insurance, income-tax, value added tax, goods and services tax, cess and other statutory dues have generally been regularly deposited with appropriate authorities though there has been a slight delay in a few cases.

Clause (vii) (b)

According to the information and explanations given to us, undisputed dues in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, goods and service tax, cess and other statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable, are as follows:

Statement of Arrears of Statutory Dues Outstanding for More than Six Months:

Name of Statute	Nature of Dues	Amount (Rs. in million)	Period to which the amount relates (Financial Year)	Due Date	Date of Payment
Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Employer's and Employee's contribution to Provident Fund	2.37	March 2019 to August 2019	15th of next month	Not paid

Clause (vii) (c)

According to the records of the Company, the dues of income-tax, sales-tax, service tax, duty of custom, duty of excise, goods and service tax, value added tax and cess on account of any dispute, are as follows:

Name of Statute	Nature of Dues	Amount (Rs. in million)	Period to which the amount relates	Forum where dispute is pending
Bengal Public Demand Recovery Act' 1913	Cess including interest thereon	2.75	1992-93 to 1997-98	Hon'ble High Court, Calcutta
Income Tax Act, 1961	Disallowances of certain deductions	25.64	2009-10 to 2016-17	CIT Appeals

KEVENTER AGRO LIMITED
Notes to Restated Unconsolidated Summary Statements
(All amounts are in INR Million, unless otherwise stated)
Annexure VII

4. Property, Plant and Equipment

Particulars	Right of Use Assets (Refer Note No. 49 & Note b below)	Freehold Land (Refer Note b)	Leasehold land (Refer Note b)	Leasehold Improvements	Buildings (Refer Note a)	Plant and Equipment	Office Equipments	Furniture and Fixtures	Computers	Vehicles	Bearer Plant	Total
Gross Carrying Amount												
As at 31st March, 2019	-	**870.69**	**897.28**	**55.96**	**687.70**	**2,460.73**	**85.40**	**44.90**	**9.66**	**28.28**	**1.04**	**5,141.64**
As on 1st April 2019	9.11	-	-	-	-	-	-	-	-	-	-	9.11
Reclassified on account of adoption of Ind AS 116	897.28	-	897.28	-	-	-	-	-	-	-	-	-
Additions	34.74	-	-	2.16	62.70	737.91	28.93	1.45	2.18	6.16	-	876.23
Deductions	-	-	-	-	-	9.97	3.44	-	0.03	0.98	-	14.42
As at 31st March, 2020	**941.13**	**870.69**	**-**	**58.12**	**750.40**	**3,188.67**	**110.89**	**46.35**	**11.81**	**33.46**	**1.04**	**6,012.56**
Additions	14.23	-	-	-	84.58	247.41	19.57	0.36	1.85	7.06	-	375.06
Deductions	-	-	-	-	-	39.99	0.09	-	0.06	1.06	-	41.20
As at 31st March, 2021	**955.36**	**870.69**	**-**	**58.12**	**834.98**	**3,396.09**	**130.37**	**46.71**	**13.60**	**39.46**	**1.04**	**6,346.42**
Accumulated Depreciation & Amortisation												
As at 31st March, 2019	-	**-**	**34.79**	**13.70**	**141.57**	**1,121.11**	**40.18**	**23.88**	**5.59**	**13.42**	**0.53**	**1,394.77**
As on 1st April 2019	-	-	-	-	-	-	-	-	-	-	-	
Reclassified on account of adoption of Ind AS 116	34.79	-	34.79	-	-	-	-	-	-	-	-	
Charge for the year	19.71	-	-	9.46	27.80	205.32	18.99	3.00	2.29	3.66	0.32	290.55
Disposals	-	-	-	-	-	5.27	3.26	-	0.02	0.93	-	9.48
As at 31st March, 2020	**54.50**	**-**	**-**	**23.16**	**169.37**	**1,321.16**	**55.91**	**26.88**	**7.86**	**16.15**	**0.85**	**1,675.84**
Charge for the year	23.88	-	-	9.80	31.02	252.00	23.25	2.99	3.35	5.17	0.08	351.54
Disposals	-	-	-	-	-	20.02	0.06	-	0.04	0.86	-	20.98
As at 31st March, 2021	**78.38**	**-**	**-**	**32.96**	**200.39**	**1,553.14**	**79.10**	**29.87**	**11.17**	**20.46**	**0.93**	**2,006.40**
Net Carrying Amount												
As at 31st March, 2021	**876.98**	**870.69**	**-**	**25.16**	**634.59**	**1,842.95**	**51.27**	**16.84**	**2.43**	**19.00**	**0.11**	**4,340.02**
As at 31st March, 2020	**886.63**	**870.69**	**-**	**34.96**	**581.03**	**1,867.51**	**54.98**	**19.47**	**3.95**	**17.31**	**0.19**	**4,336.72**

Disclosure of Right of Use (ROU) Assets as per Ind AS 116: "Leases"

Particulars	ROU Land	ROU Building	Total
Gross Carrying Amount			
As at 1 April, 2019	-	9.11	**9.11**
Reclassification on account of Adoption of Ind AS 116	897.28	-	**897.28**
Addition	1.85	32.89	**34.74**
As at 31 March, 2020	**899.13**	**42.00**	**941.13**
Addition	**-**	**14.23**	**14.23**
As at 31 March, 2021	**899.13**	**56.23**	**955.36**
Accumulated depreciation			
As at 1 April, 2019	-	-	-
Reclassification on account of Adoption of Ind AS 116	34.79	-	**34.79**
Charge for the year	11.77	7.94	**19.71**
As at 31 March, 2020	**46.56**	**7.94**	**54.50**
Charge for the year	11.93	11.95	**23.88**
As at 31 March, 2021	**58.49**	**19.89**	**78.38**
Net Carrying Amount			
As at 31 March, 2021	**840.64**	**36.34**	**876.98**
As at 31 March, 2020	**852.57**	**34.06**	**886.63**

(All amounts are in INR Million, unless otherwise stated)

(a) Registration of title deeds is in progress in respect of building acquired during the financial year 2018-19, having WDV amounting to Rs. 28.80 million (31st March 2020: Rs. 29.28 million for building) and Gross Block value amounting to Rs. 29.83 million (31st March 2020 : Rs 29.83 million).   .

(b) Pending legal transfer of the land and determination of compensation thereof, no adjustments have been made in these financial statements for approximately 3 Acres of land handed over to the West Bengal State Electricity Distribution Company Limited (formerly West Bengal State Electricity Board) for the construction of 33 KVA substation.

Following Immoveable properties, acquired through scheme of amalgamation / arrangements, are in the name of the erstwhile entity.

Particulars	**No. of cases**	**Gross Block**	**Net Block**
Freehold Land	2	870.69	870.69
Leasehold Land	2	864.79	807.62
Total	**4**	**1,735.48**	**1,678.31**

The process for recording the change in name of owner from erstwhile Metro dairy Limited (MDL) and Edward Keventer Private Limited (EKPL) to Keventer Agro Limited (KAL) has been initiated for the land parcels owned by MDL and EKPL pursuant to the scheme of arrangement between MDL and EKPL with KAL.

(c) The amount of borrowing costs capitalised during the year ended 31 March 2021 was Rs. 9.45 million (31 March 2020: Rs. Nil). The rate used to determine the amount of borrowing costs eligible for capitalisation was 9.50%, which is the effective interest rate of the specific borrowing.

(d) The Company has taken borrowings from banks which carry charge over certain Property, Plant and Equipments (Refer Note 23 for details).

5. Capital Work-in-Progress

Particulars	**Amount (Rs. in million)**
As at 1st April. 2019	**241.06**
Add: Additions during the year	718.35
Less: Amount capitalised during the year	794.50
As at 31st March, 2020	**164.91**
Add: Additions during the year	236.66
Less: Amount capitalised during the year	292.67
As at 31st March, 2021	**108.90**

6. Investment property

Particulars	**Amount (Rs. in million)**
As at 1st April. 2019	**190.14**
As at 31st March, 2020	**190.14**
As at 31st March, 2021	**190.14**
Depreciation	
As at 1st April. 2019	**23.95**
Depreciation	7.98
As at 31st March, 2020	**31.93**
Depreciation	7.98
As at 31st March, 2021	**39.91**
Net Block	
As at 31st March 2021	**150.23**
As at 31st March 2020	**158.21**

Refer Note No. 43 for disclosure of Fair value of Investment Property.

7. Intangible assets

Particulars	Software development and license fees
Gross Carrying Amount	
As at 1st April. 2019	**22.74**
Additions	11.31
As at 31st March, 2020	**34.05**
Additions	8.00
As at 31st March, 2021	**42.05**
Accumulated Amortisation	
As at 1st April. 2019	**21.13**
Charge for the year	0.82
As at 31st March, 2020	**21.95**
Charge for the year	3.26
As at 31st March, 2021	**25.21**
Net Carrying Amount :	
As at 31st March, 2021	**16.84**
As at 31st March, 2020	**12.10**

8 Intangible Asset under Development

Particulars	Amount (Rs. in million)
As at 1st April. 2019	**7.72**
Add: Additions during the year	10.72
Less: Amount capitalised during the year	11.31
As at 31st March, 2020	**7.13**
Add: Additions during the year	8.65
Less: Amount capitalised during the year	8.00
As at 31st March, 2021	**7.78**

(All amounts are in INR Million, unless otherwise stated)

9. Investments

	As at 31st March, 2021	As at 31st March, 2020
At amortised cost		
Investment in Government Securities (Unquoted)		
National Savings Certificates (deposited with Sales Tax authorities)	0.01	0.01
Investments in Debentures (Unquoted, Fully paid)		
2,06,500 9% non convertible Debenture of Face Value Rs. 100 each (31st March 2020: 2,06,500 9% non convertible Debenture of Face Value Rs. 100 each) in Keventer Ventures Limited (KVL) formerly known as GAMA Hospitality Limited (Refer Note No. 51) *	240.67	222.17
	240.68	**222.18**
Aggregate amount of unquoted investments	**240.68**	**222.18**

* Investment in Debenture includes interest accrued of Rs. 34.17 million (31st March 2020: Rs. 15.67 million)

During the year ended March 31, 2020, the Company had made an Investment of Rs 206.50 million in Non-Convertible Debentures of Keventer Ventures Ltd (KVL) bearing interest @ 9% per annum. As on March 31,2020, KVL had a negative net worth amounting to INR 159.49 million as per the last audited financial statements for the year ended March 31, 2020, which has further eroded during the year ended March 31, 2021 as per unaudited Management Certified Financial Statements for the year ended March 31, 2021. However, in view of the Corporate Guarantee provided by Keventer Capital Ltd. guaranteeing the due repayment of principal together with the underlying interest by the KVL, the Company has not considered any impairment provision in respect of its above Investment. Please also refer note 51.

10. Other Non - Current Financial Assets

	As at 31st March, 2021	As at 31st March, 2020
At amortised cost		
Unsecured, Considered good unless otherwise stated		
Security Deposits	32.58	28.51
Loan to Employees	7.47	14.96
Other Advances*	10.00	10.00
Less: Allowance for Doubtful Advances	(5.00)	(3.12)
	45.05	**50.35**

* In 2010-11, the Company had given Rs.10.00 million towards share application money to an entity for acquisition of business out of which the Company has made a provision of Rs 5.00 million (31st March 20: Rs. 3.12 million).

11. Deferred Tax Assets/(Liabilities) (Net)

	As at 31st March, 2021	As at 31st March, 2020
(a) Deferred Tax Assets:		
MAT Credit Entitlement	65.12	65.12
Tax impact on Expense Allowable in Future Years	112.94	103.00
Tax impact on Brought Forward Business Losses	110.30	70.66
(b) Deferred Tax Liabilities:		
Tax impact arising out of temporary differences in depreciable assets	222.02	198.28
Tax Impact of Taxable Future Income	3.20	8.00
Net Deferred Tax Assets/(Liabilities)	**63.14**	**32.50**

Refer Note No. 44 for other disclosures

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12. Other Non-Current Assets	**As at 31st March, 2021**	**As at 31st March, 2020**
Unsecured		
Capital Advances		
Considered good	12.05	28.13
Considered doubtful	0.16	-
Provision for doubtful capital advances	(0.16)	-
	12.05	**28.13**
Advances recoverable in cash or in kind	4.76	8.96
Prepaid Expenses	2.99	2.45
	19.80	**39.54**

13. Inventories (at lower of cost and net realisable value)	**As at 31st March, 2021**	**As at 31st March, 2020**
Raw Materials *	447.81	243.78
Packing material*	208.54	199.92
Work In Progress	198.76	256.45
Finished goods*	113.52	225.02
Traded Goods*	107.84	56.37
Stores, spares and consumables	92.38	95.46
	1,168.85	**1,077.00**

*Including materials lying with third parties amounting to Rs. 274.25 million (31st March, 2020: Rs. 212.86 million) and goods in transit of Rs. 9.46 million (31st March, 2020: Rs. 35.47 million).

(a) Above includes Inventories carried at Fair Value less cost to sell	**As at 31st March, 2021**	**As at 31st March, 2020**
Raw Material	0.53	-
Packing Material	0.83	-
Finished goods	16.25	21.26
	17.61	**21.26**

(b) Refer Note No. 27 for information on Inventories pledged as securities.

14. Biological Assets other than Bearer Plants	**As at 31st March, 2021**	**As at 31st March, 2020**
Opening Balance	0.20	0.06
Unharvested Banana Loom recognised at Fair Value	0.09	0.20
Processing & Sale of Banana Loom	(0.20)	(0.06)
Closing Balance	**0.09**	**0.20**

Unharvested Banana on trees as on 31st March, 2021 was 5,275 kgs (31st March, 2020 - 10,125 kgs)

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15. Trade Receivables	**As at 31st March, 2021**	**As at 31st March, 2020**
At amortised cost		
- Receivables from Related Parties	0.44	0.38
- Others	336.03	475.43
	336.47	**475.81**
Secured		
Considered good	8.85	4.33
Unsecured		
Considered good	327.62	471.48
Considered doubtful	37.94	27.61
	374.41	**503.42**
Impairment Allowance	(37.94)	(27.61)
	336.47	**475.81**

a) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person.

b) For terms and conditions pertaining to related party receivables, refer Note 51. Trade Receivables are generally on terms of 1 to 90 days and are non-interest bearing.

c) Refer Note No. 27 for information on receivables secured against borrowings.

d) Refer Note No. 45 for credit risk and market risk.

16. Cash and Cash Equivalents	**As at 31st March, 2021**	**As at 31st March, 2020**
At amortised cost		
Balances with Banks:		
-In Current accounts	210.73	66.17
Cheques on hand (including remittances in transit)	4.56	8.18
Cash on hand	5.17	10.45
	220.46	**84.80**

Change in Financing activities on account of cash & non-cash items:

Particulars	**1st April 2020**	**Cash Flows (Net)**	**Non cash changes**	**31st March 2021**
Current borrowings	740.08	(275.29)	0.02	464.81
Non-Current borrowings (including current maturities)	3,419.73	111.49	678.22	4,209.44
Current Lease Liabilities	3.82	(9.96)	16.66	10.52
Non-Current Lease Liabilities	31.51	-	(2.43)	29.08
	1st April 2019	**Cash Flows (Net)**	**Non cash changes**	**31st March 2020**
Current borrowings	659.48	76.16	4.44	740.08
Non-Current borrowings (including current maturities)	3,148.40	371.93	(100.60)	3,419.73
Current Lease Liabilities	6.69	(6.69)	3.82	3.82
Non-Current Lease Liabilities	2.42	-	29.09	31.51

Non-cash changes comprise of borrowing costs amortisation, non cash movement on lease liabilities, foreign exchange fluctuations on borrowings, reclassification between amounts due within one year and amounts due after one year, etc.

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17. Other Bank Balances	**As at 31st March, 2021**	**As at 31st March, 2020**
At amortised cost		
Fixed Deposit with Banks with original maturity of more than 3 months but less than 12 months^	-	1.56
Unpaid dividend account	*	*
	-	**1.56**

^ Includes Rs. Nil (31st March, 2020: Rs. 1.50 million) pledged with various banks as margin money.
*Actual amount of unpaid dividend account : Rs. 12/- (March 31, 2020: Rs. 12/-)

18. Loans	**As at 31st March, 2021**	**As at 31st March, 2020**
At amortised cost		
Unsecured, Considered good		
Loan to Employee Cooperative Society	0.50	0.53
	0.50	**0.53**

19. Other Financial Assets	**As at 31st March, 2021**	**As at 31st March, 2020**
Unsecured, Considered good		
At amortised cost		
Security Deposits	0.12	0.22
Loan to Employees	8.98	5.23
Export Incentives Receivable	36.44	41.96
Others	1.24	2.36
At fair value through Profit and loss (FVTPL)		
Foreign Exchange forward contracts	1.21	-
	47.99	**49.77**

20. Other Current Assets	**As at 31st March, 2021**	**As at 31st March, 2020**
Unsecured, Considered good, unless otherwise stated		
Advances Recoverable in cash or kind		
-Considered good	205.48	247.33
-Considered doubtful	8.85	9.05
Provision for Doubtful Advances	(8.85)	(9.05)
	205.48	**247.33**
Security Deposits	0.94	0.98
Balances with Government Authorities	154.49	220.77
Prepaid Expenses	20.04	18.16
	380.95	**487.24**

(All amounts are in INR Million, unless otherwise stated)

21. Share Capital

	As at 31st March, 2021	As at 31st March, 2020
Authorised:		
Equity Shares:		
3,79,30,000 (31st March 2020: 3,79,30,000) Equity shares of Rs. 10/- each	379.30	379.30
Preference Shares:		
5,00,000 (31st March 2020: 5,00,000) Preference shares of Rs. 100/- each	50.00	50.00
2,42,50,000 (31st March, 2020: 2,42,50,000) Compulsorily Convertible Preference shares of Rs. 10/- each	242.50	242.50
	671.80	**671.80**
Issued, Subscribed and Paid-up (Refer note b below for preference shares):		
1,31,13,232 (31st March 2020: 1,31,13,232) Equity shares of Rs. 10 each, fully paid up	131.13	131.13
	131.13	**131.13**

(a) Reconciliation of the Number of Equity Shares outstanding

Equity Shares	As at 31st March, 2021		As at 31st March, 2020	
	No. of shares	Amount	No. of shares	Amount
Equity Shares Outstanding at the beginning of the year	1,31,13,232	131.13	1,31,13,232	131.13
Equity Shares Outstanding at the end of the year	**1,31,13,232**	**131.13**	**1,31,13,232**	**131.13**

(b) Terms/Rights attached to equity shares and preference shares

The Company has one class of equity shares having a face value of Rs.10 per share. Each shareholder is entitled to one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after payment of all preferential amounts, in proportion to their shareholding.

2,41,66,327 nos. (31st March 20: 2,41,66,327 nos.) 0.01% Compulsorily Convertible Preference Shares (CCPS) of Rs 10/- each - are compulsorily convertible into Equity shares are treated as Borrowings since the number of Equity shares are not fixed (refer note no. 23.4 under the Non Current Borrowings). The Compulsory Convertible Preference shares (CCPS) carry a dividend of 0.01% per annum, payable in terms of the applicable provisions of the Companies Act,2013. The dividend rights are cumulative. In case the CCPS are not converted prior to 20th anniversary from the date of allotment , these shall automatically and mandatorily convert into Equity shares at the end of said 20 years in terms of the Shareholders Agreement .

(c) Details of Equity Shareholders holding more than 5% of the equity shares

Name of the Shareholder	As at 31st March, 2021		As at 31st March, 2020	
	No. of shares	% of Shareholding	No. of shares	% of Shareholding
MKJ Enterprises Limited	-	-	51,46,473	39.25%
Keventer Global Private Limited	57,41,264	43.78%	-	-
M K J Developers Limited	19,05,200	14.53%	19,05,200	14.53%
Mayank Jalan	20,78,561	15.85%	12,45,218	9.50%
Edward Keventer Private Limited	11,60,416	8.85%	11,60,416	8.85%
Keventer Capital Limited	9,51,048	7.25%	9,51,048	7.25%
Mandala Swede SPV	8,07,993	6.16%	8,07,993	6.16%

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 legal ownership of shares.

(d) The Company has not allotted any ordinary shares against consideration other than cash nor has allotted any shares as fully paid up by way of bonus shares nor has bought back any shares during the period of five years immediately preceding the date at which the Balance Sheet is prepared.

(e) The Company does not have any Holding Company or Ultimate Holding Company.

(f) No calls are unpaid by any Director or Officer of the Company during the year.

(g) Subsequent to the Balance Sheet date, the Company has re-classified its Authorised Preference Shares capital of Rs. 50 million to Equity Share Capital. Further, the face value of equity shares has of Rs. 10 each has been sub-divided into 2 equity shares of Rs. 5 each.

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22. Other Equity	**As at 31st March, 2021**	**As at 31st March, 2020**
Retained Earnings		
Opening Balance	1,523.38	1,492.36
Ind AS 116 transition adjustment (Summary of Restatement Adjustments)	-	0.31
Opening Balance	**1,523.38**	**1,492.67**
Add: Restated Profit / (Loss) for the year as per Statement of Profit & Loss	(761.76)	34.19
Add: Restated Other Comprehensive Income / (Loss) (net of taxes)	(8.70)	(3.48)
Closing Balance	**752.92**	**1,523.38**
General Reserve		
Opening Balance	30.00	30.00
Closing Balance	**30.00**	**30.00**
Securities Premium		
Opening Balance	46.93	46.93
Closing Balance	**46.93**	**46.93**
Capital Reserve		
Opening Balance	53.70	53.70
Closing Balance	**53.70**	**53.70**
	883.55	**1,654.01**

Capital Reserve

Capital Reserve has been created primarily on amalgamation in earlier years.

Securities Premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

General reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific provisions of Companies Act, 2013

Retained earnings

This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

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23. Non-Current Borrowings	**As at 31st March, 2021**	**As at 31st March, 2020**
At amortised cost		
Secured, Rupee borrowings		
Term Loans from banks (Refer Note No. 23.1 and 23.2)	1,885.81	1,754.49
Vehicle Loan from Banks (Refer Note No. 23.4)	11.42	10.35
Deferred Payment Credit from a supplier (Refer Note No. 23.3)	-	20.89
At fair value through Profit and loss (FVTPL)		
Unsecured		
0.01% Compulsorily Convertible Preference shares (CCPS) of Rs. 10 each (Refer Note No. 23.5)	2,312.21	1,634.00
Total Borrowings	**4,209.44**	**3,419.73**
Less: Current Maturities - disclosed under the head Other Financial Liabilities		
Term Loan from Banks	187.19	296.28
Deferred Payment Credit	-	20.89
Vehicle Loan from Banks	4.51	3.83
	(191.70)	**(321.00)**
Total Non-Current Borrowings	**4,017.74**	**3,098.73**

23.1 Details of securities provided in respect of Term loans (including for current maturities as stated under "Current Liabilities - Other Financial Liabilities" in Note No. 30) and their repayment terms :

S.No.	Nature of security	Repayment Terms & Interest Rate	As at March 31, 2021	As at March 31, 2020
1	1. First pari-passu charge over all the fixed assets of the company except Dairy Division (except those exclusively charged to the lenders for securing vehicle loans and equipment loans) both present and future. 2. First pari passu charge over the cash flow in respect of rent receivables from a party. 3. Second pari-passu charge over current assets of the company except Dairy Division. 4. Personal Guarantee of one promoter director of the Company.	78 Months from first drawdown date. Final maturity date June 2024. Loan is repayable in 22 Quarterly Installments ranging from Rs. 20 Mn to Rs. 25 Mn. per installment. Interest is payable monthly at a rate of 9.25% p.a. (March 31, 2020: 9.35% p.a.)	225.00	397.83
2	1. First pari-passu charge over all the fixed assets of the company except Dairy Division (except those exclusively charged to the lenders for securing vehicle loans and equipment loans) both present and future. 2. Second pari-passu charge over current assets of the company except Dairy Division. 3. Personal Guarantee of one promoter director of the Company.	84 Months from first drawdown date. Final Maturity date September 2025. Loan is repayable in 22 Quarterly Installments ranging from Rs. 20 Mn to Rs. 25 Mn. per installment Interest is payable monthly at a rate of 9.25% p.a. (March 31, 2020: 9.90% p.a.)	378.99	496.45
3	1. First Pari Passu charge by way of mortgage over the immovable fixed assets of dairy division (erstwhile Metro Dairy Limited) of the company (Except Malda Property), both present and future (except those exclusively charged to other lenders) 2. First Pari Passu charge on movable fixed assets of dairy division (erstwhile Metro Dairy Limited) of the company (Except Malda Property), both present and future (except those exclusively charged to other lenders) 3. Personal Guarantee of one promoter director of the Company.	90 Months from first drawdown date. Final maturity date September 2025. Loan is repayable in 22 Quarterly Installments ranging from Rs. 11 Mn to Rs. 13.8 Mn. per instalment Interest is payable monthly at a rate of 9.50% p.a. (March 31, 2020: 9.50% p.a.)	177.80	269.32

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4	1. First pari passu charge over all the fixed assets (both present & future) of the company alongwith other term lenders (except those exclusively charged and all fixed assets of dairy division). 2. Second pari passu charge over current assets of the company (both present & future) (excluding dairy division). 3. Personal guarantee of one promoter director of the Company.	72 Months from first drawdown date. Final maturity date December 2025. Loan is repayable in 20 equal Quarterly Installments of Rs. 17.5 Mn. each. This loan disbursed by a bank was subsequently taken over by another bank during financial year 2020-21. Repayment calendar (20 quarterly installments) remaining same as per original sanction terms of the former Bank. Interest is payable monthly at a rate of 8.80% p.a. (March 31, 2020: Nil)	331.00	-
5	1. First Pari Passu charge by way of mortgage over the immovable fixed assets of dairy division (erstwhile Metro Dairy Limited) of the company (Except Malda Property), both present and future (except those exclusively charged to other lenders) 2. First Pari Passu charge on movable fixed assets of dairy division (erstwhile Metro Dairy Limited) of the company (Except Malda Property), both present and future (except those exclusively charged to other lenders) 3. Personal Guarantee of one promoter director of the Company.	78 Months from the date of first disbursement. Final Maturity date December 2024. Loan is repayable in 20 equal Quarterly Installments of Rs. 12.5 Mn. each. Interest is payable monthly at a rate of 9.10% p.a. (March 31, 2020: 8.20% p.a.)	182.88	230.81
6	1. First Pari Passu charge by way of mortgage over the immovable fixed assets of dairy division (erstwhile Metro Dairy Limited) of the company (Except Malda Property), both present and future (except those exclusively charged to other lenders) 2. First Pari Passu charge on movable fixed assets of dairy division (erstwhile Metro Dairy Limited) of the company (Except Malda Property), both present and future (except those exclusively charged to other lenders) 3. Personal Guarantee of one promoter director of the Company.	78 Months including moratorium of 12 Months. Final maturity date March 2027. Loan is repayable in 22 Quarterly Installments ranging from 5 Mn to Rs. 10 Mn. per instalment. Interest is payable monthly at a rate of 9.50% p.a. (March 31, 2020: 9.50% p.a.)	188.64	54.60
7	1. First pari-passu charge over all the fixed assets of the company (excluding fixed assets of Dairy Division and except those exclusively charged to the lenders for securing vehicle loans and equipment loans) both present and future. 2. First pari passu charge over the cash flow in respect of rent receivables from a party. 3. Second pari-passu charge over current assets of the company excluding cash flows in respect of rent receivables from a party. 4. Personal Guarantee of one promoter director of the Company.	Loan has been repaid during FY 2020-21 Interest was payable monthly at a rate of 9.80% p.a. (March 31, 2020: 11.00% p.a.)	-	16.44

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8	1. First pari-passu charge over all the fixed assets of the company (excluding fixed assets of Dairy Division and except those exclusively charged to the lenders for securing vehicle loans and equipment loans) both present and future. 2. First pari passu charge over the cash flow in respect of rent receivables from a party. 3. Second pari-passu charge over current assets of the company excluding cash flows in respect of rent receivables from a party. 4. Personal Guarantee of one promoter director of the Company.	Loan has been repaid during FY 2020-21 Interest was payable monthly at a rate of 9.60% p.a. (March 31, 2020: 10.20% p.a.)	-	11.02
9	1. First pari-passu charge over all the fixed assets of the company (excluding fixed assets of Dairy Division and except those exclusively charged to the lenders for securing vehicle loans and equipment loans). 2. Second pari-passu charge over current assets of the company except Dairy Division. 3. Personal Guarantee of one promoter director of the Company.	This Loan has been taken over by another Bank during Fy 2020-21. Refer serial no. 4 above. Interest was payable monthly at a rate of 9.85% p.a. (March 31, 2020: ranging from 9.75% to 9.85% p.a.)	-	278.02
10	1. Second pari-passu charge on current assets and Moveable Fixed Assets, both present and future (except those exclusively charged to existing lenders). 2. Second pari passu charge on Immoveable Fixed Assets, both present and future (except those exclusively charged to existing lenders . 3. 100% Credit Guarantee by National Credit Guarantee Trust Company Limited (NCGTC).	5 Years Final Maturity date March 2026. Loan is repayable in 48 equal monthly Installments of Rs. 1.71 Mn. Interest is payable monthly at a rate of 9.25% p.a. (March 31, 2020: Nil)	82.00	-
11	1. Second pari passu charge over all the fixed assets of the company (except those exclusively charged to lenders and excluding dairy division). 2. Second pari passu charge over current assets of the company (excluding dairy division). 3. 100% Credit Guarantee by National Credit Guarantee Trust Company Limited (NCGTC).	5 Years Final Maturity date March 2026. Loan is repayable in 48 equal monthly Installments of Rs. 5.85 Mn. Interest is payable monthly at a rate of 8.25% p.a. (March 31, 2020: Nil)	281.00	-
12	1. First Pari passu charge on the assets financed under this scheme and second Pari Passu charge on the security of existing credit facilities. 2. 100% Credit Guarantee by National Credit Guarantee Trust Company Limited (NCGTC).	5 Years Final Maturity date March 2026. Loan is repayable in 48 equal monthly Installments of Rs. 0.54 Mn. Interest is payable monthly at a rate of 8.40% p.a. (March 31, 2020: Nil)	26.00	-
13	1. Secured by hypothecation of all stocks of raw materials, WIP, finished goods, consumable stores & spares , book debts, advances and other current assets of the company (excluding current assets of Dairy Division) on pari-passu basis with other lenders. 2. The facilities are further secured by second charge on land and building, plant and machinery and other fixed assets of the Company (excluding fixed assets of Dairy Division) ranking pari-passu with other lenders. 3. Personal Guarantee of one promoter director of the Company.	18 Equal Monthly Installments Final Maturity Date June 2022. Interest is payable monthly at a rate of 8.00% p.a. (March 31, 2020: Nil)	12.50	-
	Total		**1,885.81**	**1,754.49**

The security for the term loans outstanding as on 31-03-2021 for serial no. 1 to 9 shall be modified (as per sanctioned terms) in the following manner.
1. First Pari Passu Charge over entire Movable and Immovable Fixed Assets of the Company (including those of erstwhile Metro Dairy Limited except its Malda Property);
2. Second Pari Passu Charge over entire Current Assets of the Company (including current assets of erstwhile Metro Dairy Limited);
3. Personal guarantee of one promoter director of the Company.

The process for the said modifications has been initiated by the Company.

The security for the loans under serial no. 10 to 12 shall be modified (as per sanctioned terms) in the following manner.
1. Second Pari Passu Charge over entire Current Assets of the Company (including current assets of erstwhile Metro Dairy Limited);
2. Second Pari Passu Charge over entire Movable and Immovable Fixed Assets of the Company (including those of erstwhile Metro Dairy Limited except its Malda Property);
3. 100% Credit Guarantee by National Credit Guarantee Trust Company Limited (NCGTC).
Additionally Loan under serial no. 12 has First Pari passu charge on the assets financed under this scheme

The process for the said modifications has been initiated by the Company.

The security for the loan under serial no. 13 shall be modified (as per sanctioned terms) in the following manner.
1. First Pari Passu Charge over entire Current Assets of the Company (including current assets of erstwhile Metro Dairy Limited);
2. Second Pari Passu Charge over entire Movable and Immovable Fixed Assets of the Company (including those of erstwhile Metro Dairy Limited except its Malda Property);
3. Personal guarantee of one promoter director of the Company.

The process for the said modifications has been initiated by the Company.

23.2 The company’s arrangement for bank facilities include compliances with certain covenants and financial ratios. As at March 31, 2021, the Company has not complied with some of the above covenants and financial ratios, in view of lower sales triggered by lockdown restrictions due to outbreak of Covid-19 pandemic and various other factors. The Company has approached the concerned bankers subsequent to the year end for waiver of the above non compliances. In view of the preliminary response from such Bankers and based on Company’s relationship with these Bankers, the Company is confident of obtaining requisite waivers from banks. Accordingly, no adjustment has been made in the financial statements for re-classification of such loans or penal costs and such loans and borrowings continue to be classified as Current / Non-current as per the original terms of such agreements with the respective banks.

23.3 Deferred payment credit is secured by lien on equipments acquired from the supplier aggregating to Rs. Nil (31st March, 2020: Rs. 20.89 million)

23.4 Vehicle loans are secured by hypothecation of vehicle acquired therefrom.

Vehicle loans represent loan from Banks for purchase of cars with an interest rate ranging between 7.45% to 9.50% (31 March 2020 - 8.25% to 9.50%). The loans will be repaid in the span of 48 equated monthly installments from the date of draw down of respective loans ending by the financial year 2024-25.

23.5 Terms of conversion / redemption of 0.01% Compulsorily Convertible Preference shares (CCPS)

Preference share are having the maximum redemption period of 20 years from the date of allotment. The preference shareholders have the option to convert the CCPS into equity shares at any time before the term of 20 years. If this right is not exercised, the CCPS shall be mandatorily converted into equity shares after the term of 20 years in the manner as stipulated in Share Subscription and Share Holders Agreement (SSHA) entered amongst the Company, its promoters (as defined in SSHA) and the Investors (as defined in SSHA).
Conversion of CCPS into Equity Shares would take place upon occurrence of substantial funding event within a stipulated time range and is convertible into variable number of equity shares depending on ultimate IRR to the Investor on their investment in aforesaid CCPS.

Fair Value (Gain)/ Loss on CCPS (designated at Fair Value through Profit and Loss (FVTPL)) in the Statement of Profit and Loss represents the fair value changes (net) on the outstanding CCPS and is in the nature of a non cash item which doesn’t entail any outflow / inflow of cash. Upon conversion of aforesaid CCPS into equity shares, entire carrying value of CCPS (including cumulative fair value gains / losses) as on the date of such conversion shall be transferred to ‘Equity’ in accordance with the applicable IND AS.

(All amounts are in INR Million, unless otherwise stated)

24. Other Non-Current Financial Liabilities

	As at 31st March, 2021	As at 31st March, 2020
At amortised cost		
Lease Liabilities	29.08	31.51
Security Deposits	55.54	39.68
	84.62	**71.19**

25. Non-Current Provisions

	As at 31st March, 2021	As at 31st March, 2020
Provision for Employee Benefits		
- Gratuity (Refer Note No. 48)	126.15	97.43
- Leave benefits	79.03	63.74
	205.18	**161.17**

26. Other Non-Current Liabilities

	As at 31st March, 2021	As at 31st March, 2020
Deferred Government Grant (Refer Note No. 31)	41.11	48.08
Other Payables	5.34	2.48
	46.45	**50.56**

Government Grant includes Rs. Nil (31st March 2020 Rs. 1.17 million) towards Export Promotion Capital Goods (EPCG) scheme. The scheme allows import of certain capital goods (including spares) at concessional duty subject to export obligation for the duty saved on such capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the accounting policy adopted by the Company on Government Grants.

Balance represents grant received from Government for setting up of various capital projects under the scheme amounting Rs. 47.02 million (31st March 2020 Rs. 52.93 million), including current portion.

Government grants are received for the purpose of acquisition of specific / class of assets and the said grants were fully utilised and are amortised over the remaining useful life of the assets.

(All amounts are in INR Million, unless otherwise stated)

27. Current Borrowings	**As at 31st March, 2021**	**As at 31st March, 2020**
At amortised cost		
Secured		
From Banks		
-Cash Credit (in Rupee)	57.93	529.08
-Buyer's Credit (in Rupee)	-	23.22
-Packing credit facilities		
in Rupee	80.38	98.52
in Foreign currency	1.50	89.26
-Demand loan (in Rupee)	325.00	-
	464.81	**740.08**

27.1 Security on short term borrowings have been provided as follows:

(a) Cash credit, demand loan, buyer's credit and packing credit facilities of Rs. 71.50 million (31st March, 2020: Rs. 71.42 million) are secured by hypothecation of entire stock of raw materials, semi-finished goods, finished goods, consumable stores and spares and such other movables including book debts, bills whether documentary or clean, outstanding monies, receivables, both present & future, of the Company (excluding current assets of Dairy Division) on pari-passu basis with other lenders. The facilities are further secured by second charge on movable / immovable fixed assets of the Company (excluding fixed assets of Dairy Division) ranking pari-passu with other lenders.

(b) Cash credit and packing credit facilities of Rs. 66.76 million (31st March, 2020: Rs. 116.36 million) are secured by hypothecation of all stocks of raw materials, WIP, finished goods, consumable stores & spares , book debts, advances and other current assets of the Company (excluding current assets of Dairy Division) on pari-passu basis with other lenders. The facilities are further secured by second charge on land and building, plant and machinery and other fixed assets of the Company (excluding fixed assets of Dairy Division) ranking pari-passu with other lenders.

(c) Cash credit, packing credit facilities of Rs. 38.54 million (31st March, 2020: 503.55) are secured by first pari passu charge on its Current Assets both present and future (excluding current assets of Dairy Division and except those exclusively charged to existing lenders).
Second pari passu charge on its Fixed Assets both present and future (excluding fixed assets of Dairy Division and except those exclusively charged to existing lenders).

(d) Cash credit, demand loan, buyer's credit and packing credit facilities of Rs. 2.65 million (31st March, 2020: Rs. 25.50 million) are secured by First charge by way of hypothecation of the dairy division of the Company's (erstwhile Metro Dairy Limited) entire stocks of raw materials, semi-finished and finished goods, consumables stores and spares and such other documentary or clean, outstanding monies, receivables, both present and future, in a form and manner satisfactory to the Bank, ranking pari passu with other participating banks.

(e) Cash credit, demand loan facilities of Rs. 115 million (31st March, 2020: NIL) are secured by First Pari passu charge on entire current assets of the borrower (including those of erstwhile Metro Dairy Limited).
2nd Pari Passu charge on entire fixed assets of the borrower including those of erstwhile Metro Dairy Limited excluding assets at Malda (West Bengal).

(f) Cash credit,demand loan facilities of Rs. 140 million (31st March, 2020: NIL) are secured by First pari-passu charge over current assets of the Company.

Second pari passu charge on immoveable and moveable fixed assets of the Company

(g) Cash credit of Rs. 30.36 million (31st March, 2020: Rs. NIL) are secured by First pari charge on entire current assets of the dairy division of the company (erstwhile Metro Dairy Limited).

(h) Borrowing includes Rs. Nil (31st March, 2020: Rs. 23.22 million) a credit arrangement held with banker in the form of buyer's credit, the period of repayment is 180 days from the date of shipment of material along with interest at six months Euribor plus 60 bps.

(i) Cash credit and packing credit facilities from banks are also secured by personal guarantee of one promoter director of the Company.

(j) The security for the short term borrowing shall be modified/perfected (as per sanctioned terms) in the following manner.
1. First Pari Passu Charge over entire Current Assets of the Company (including current assets of erstwhile Metro Dairy Limited);
2. Second Pari Passu Charge over entire Movable and Immovable Fixed Assets of the Company (including those of erstwhile Metro Dairy Limited except its Malda Property);
3. Personal guarantee of one promoter director of the Company.

The process for the said modifications has been initiated by the Company.

(All amounts are in INR Million, unless otherwise stated)

(k) Interest rate on short term borrowings

Nature of Borrowing	2020-21	2019-20
Packing Credit Facilities in Foreign Currency / INR	2.65% - 8.55%	2.52% - 9.70%
Cash Credit / Buyer's Credit/ Demand Loan	9.10% - 11.25%	9.50% - 12.10%

(l) Repayment terms of above Short term Borrowings are as under:
1. Cash credits facilities are repayable on demand.
2. Demand loans are repayable in days ranging from 34 days to 89 days.
3. Packing credits in INR & in Foreign Currency are repayable in days ranging from 180 days to 270 days.

28. Acceptances (Current)

	As at 31st March, 2021	As at 31st March, 2020
Acceptances	172.92	153.91
	172.92	**153.91**

Acceptances / suppliers credit from different banks under multiple banking arrangement are secured by first pari passu charge on all the Current Assets of the Borrower (both present and future) (except those exclusively charged to existing lenders) and as per the working capital lenders' sanction terms (Refer to note no. 27.1 (Security on short term borrowings).

29. Trade Payables

	As at 31st March, 2021	As at 31st March, 2020
At amortised cost		
Total outstanding dues of micro,small and medium enterprises	7.84	11.00
Total outstanding dues of other than micro, small and medium enterprises	682.47	610.44
	690.31	**621.44**

Refer Note No. 45 for information about liquidity risks and market risks on trade payable.
Trade payables are non interest bearing and are normally settled on 30-90 days terms.

29.1 Micro,Small and Medium Enterprises under the Micro,Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below:

Particulars	As at 31st March, 2021	As at 31st March, 2020
a) The principal amount and interest due thereon remaining unpaid to any supplier	7.71	11.00
b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
d) The amount of interest accrued and remaining unpaid	0.13	-
e) The amount of further interest remaining due and payable even in the succeeding year until such date when the interest dues above are actually paid to small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-	-
	7.84	**11.00**

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

(All amounts are in INR Million, unless otherwise stated)

30. Other Current Financial Liabilities	**As at 31st March, 2021**	**As at 31st March, 2020**
At amortised cost		
Current maturities of long term debt (Refer Note No. 23)	191.70	321.00
Interest accrued but not due on borrowings	3.24	6.45
Payable towards purchase of capital goods	55.23	56.54
Security Deposits	0.98	12.59
Other Payables	4.45	2.88
Lease Liabilities	10.52	3.82
Payable to Employees	43.73	23.84
Unpaid dividend	*	*
At fair value through Profit and loss (FVTPL)		
Derivatives non designated as hedges		
Foreign Exchange forward contracts	0.28	13.45
Interest rate swaps (Refer note 30.1 below)	14.43	-
	324.56	**440.57**

*Actual amount of unpaid dividend: Rs. 12/- (March 31, 2020: Rs. 12/-)

30.1 In order to mitigate the risk of fluctuation in the variable interest rates on the loans linked to overnight MIBOR which is reset daily, the Company has taken interest rate swaps to hedge the floating interest rate to a fix rate of 9.50% and 8.80% respectively. These swaps are not designated in hedge relationships and are measured at fair value through profit or loss. The above amount represents the year end mark to market loss in respect of the above swaps.

31. Other Current Liabilities	**As at 31st March, 2021**	**As at 31st March, 2020**
Advance from Customers	51.41	53.78
Deferred Revenue	71.32	31.21
Deferred Government Grant (Refer Note No. 26)	5.91	6.02
Statutory Liabilities	18.15	16.58
Other Payables*	53.13	54.75
	199.92	**162.34**

* Mainly includes non-refundable deposit received from customers towards visicooler.

32. Current Provisions	**As at 31st March, 2021**	**As at 31st March, 2020**
Provision for Employee Benefits		
- Gratuity (Refer Note No. 48)	4.30	2.84
- Leave benefits	3.66	3.17
	7.96	**6.01**

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33. Revenue from Operations	**Year ended 31st March, 2021**	**Year ended 31st March, 2020**
Revenue from contract with customers		
Revenue from sale of products (net of applicable rebates and discounts)	8,111.03	9,229.37
Revenue from sale of services		
Rent and service charges	40.77	40.05
Other Operating Revenues		
Export Incentives	31.08	80.25
Job work Charges	90.57	95.70
Others	28.56	5.77
	8,302.01	**9,451.14**

34. Other Income	**Year ended 31st March, 2021**	**Year ended 31st March, 2020**
Interest income from financial assets at amortised cost		
-Bank Deposits	0.15	5.81
-Debentures	20.00	17.41
-Others	3.21	2.34
Deferred Government Grant Income*	7.08	6.26
Liabilities no longer required written back	6.20	3.00
Gain on foreign exchange fluctuations (net)	17.25	1.85
Gain on sale of Investments.	-	1.60
Miscellaneous income	4.35	4.10
	58.24	**42.37**

*Amortisation of Government Grants on the basis of the useful life of related assets, as applicable. Also Refer Note 26

35. Cost of Materials Consumed		**Year ended 31st March, 2021**	**Year ended 31st March, 2020**
Opening stock of raw material and packing materials	(A)	443.70	434.08
Add: Purchases of raw material and packing materials	(B)	4,762.91	5,542.30
Less: Closing Stock of raw material and packing materials	(C)	656.35	443.70
	(A) + (B) - (C)	**4,550.26**	**5,532.68**

(All amounts are in INR Million, unless otherwise stated)

36. Changes in Inventories of Finished Goods, Traded Goods and Work-in-Progress	**Year ended 31st March, 2021**	**Year ended 31st March, 2020**
A) Inventory at the end of the year		
Finished Goods	113.52	225.02
Traded Goods	107.84	56.37
Work-in-progress	198.76	256.45
B) Inventory at the beginning of the year		
Finished Goods	225.02	128.41
Traded Goods	56.37	47.79
Work in progress	256.45	160.71
Changes in Inventories of Finished Goods, Traded Goods and Work-in-Progress (B-A)	**117.72**	**(200.93)**

37. Employee Benefits Expense	**Year ended 31st March, 2021**	**Year ended 31st March, 2020**
Salaries, Wages and Bonus	614.29	596.19
Contribution to Provident and Other Funds	40.60	34.77
Gratuity expense (Refer Note No. 48)	20.68	17.64
Staff Welfare Expenses	31.20	29.79
	706.77	**678.39**

(All amounts are in INR Million, unless otherwise stated)

38. Finance Cost

	Year ended 31st March, 2021	Year ended 31st March, 2020
Interest expense on financial liabilities at amortised cost	256.58	230.72
Interest expense on lease liabilities	3.84	2.69
Other Borrowing Costs	14.54	15.49
	274.96	**248.90**

39. Depreciation and Amortisation Expense

	Year ended 31st March, 2021	Year ended 31st March, 2020
On Property, Plant and Equipment (Refer Note No. 4)	327.66	270.84
On Right of Use Assets (Refer Note No. 4)	23.88	19.71
On Investment Property (Refer Note No. 6)	7.98	7.98
On Intangible assets (Refer Note No. 7)	3.26	0.82
	362.78	**299.35**

40. Other Expenses

	Year ended 31st March, 2021	Year ended 31st March, 2020
Freight, Packaging and Forwarding charges	605.84	659.01
Power and Fuel	275.96	301.78
Processing charges	71.36	105.85
Consumption of stores and Spares	70.03	86.10
Travelling and Conveyance	58.26	80.34
Advertisement and Sales promotion expenses	40.94	58.07
Legal and Professional charges	31.26	43.63
Repairs and Maintenance:		
- Buildings	14.36	15.52
- Plant and Machinery	55.70	41.23
- Others	12.09	13.68
Service charges	54.81	56.36
Rent and Hire charges	27.37	29.91
Rates and Taxes	16.02	5.79
Loss on mark to market of derivative contracts other than CCPS	14.43	-
Provision for doubtful debts and advances (net) (Refer Note (a) below)	12.38	2.13
Bad debts and Advances written off (Refer Note (a) below)	-	2.03
Brokerage & Commission	3.97	9.12
Directors' sitting fees	0.17	0.53
Loss on sale / discard of fixed assets (net)	0.46	0.28
CSR Expenditure	-	1.07
Payments to Auditor's (Refer Note (b) below)	2.40	2.60
Transaction cost on Merger (Refer Note 54)	-	29.20
Trade mark usage fees	6.63	6.68
Other miscellaneous expenses	66.11	61.79
	1,440.55	**1,612.70**

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(a) **Bad Debts and Advances written off**	**Year ended 31st March, 2021**	**Year ended 31st March, 2020**
Bad Debts and Advances written off	0.22	10.16
Less: Adjusted against Provision for doubtful debts and advances	(0.22)	(8.13)
	-	**2.03**

(b) **Payment to Auditors**	**Year ended 31st March, 2021**	**Year ended 31st March, 2020**
As auditor :		
-Audit fees	2.00	2.00
-Tax audit fees	0.30	0.30
In other capacity:		
-Other services	0.10	0.19
Reimbursement of expenses	-	0.11
	2.40	**2.60**

41. Earnings / (Loss) per share (EPS)	**Year ended 31st March, 2021**	**Year ended 31st March, 2020**
Basic earnings / (loss) per share ##		
Profit / (Loss) after tax (a) (Rs. in million)	(761.76)	34.19
Weighted average number of equity shares for Basic EPS (b) (Nos.) ##	2,62,26,464	2,62,26,464
Nominal value of equity per share (Rs.)	5	5
Basic earnings / (loss) per share (a/b) (Rs.)	(29.05)	1.30
Diluted earnings / (loss) per share ##		
Profit / (Loss) after tax (Rs. in million)	(761.76)	34.19
Effect of dilution:		
Adjustment of Gain / (Loss) on fair valuation of preference shares	(678.21)	89.03
Loss attributable to equity holders adjusted for the effect of dilution (c) (Rs. in million)	**(83.55)**	**(54.84)**
Weighted average number of equity shares (Nos.) ##	2,62,26,464	2,62,26,464
Effect of dilution:		
Weighted average number of potential equity shares (CCPS) (Nos.) ##	3,68,89,104	3,68,89,104
Weighted average number of Equity shares adjusted for the effect of dilution (d) (Nos.) ##	**6,31,15,568**	**6,31,15,568**
Diluted earning / (loss) per share (c/d) (Rs.) #	(29.05)	(0.87)

The Company is having 0.01% Cumulative Compulsorily Convertible Preference shares (CCPS) of Rs. 10 each which are potential equity shares. The number of ordinary shares that will be issued on conversion of CCPS to ordinary shares is not fixed and hence, maximum number of ordinary shares that could be issued on conversion of CCPS has been considered in calculation of diluted earning per share as per Ind AS 33, Earnings per Share. In the current year the impact of potential equity shares on earnings per share is anti-dilutive and hence, Basic earnings / (loss) per share has been considered as the Diluted earnings / (loss) per share.

The Board of Directors at their Meeting held on June 4, 2021 approved the sub-division of each equity share of face value of Rs. 10/- fully paid up into 2 equity shares face value of Rs. 5/- each fully paid up. The same has been approved by the Members on June 29, 2021 through Extra ordinary General Meeting i.e. after the reporting period but before the financial statements approval, therefore effective date for the subdivision was June 29, 2021. The per earnings per share calculations for current year and previous year have been presented based on the new number of shares in accordance with Ind AS 33 'Earning Per Share' read with Ind AS 10 'Events after Reporting Period'.

(All amounts are in INR Million, unless otherwise stated)

42. 1 Contingent liabilities not provided for in respect of:

a) Income tax matters amounting to Rs. 24.28 million (31st March, 2020: Rs. 24.28 million)

b) Sales tax and Goods and Service tax matters amounting to Rs. 1.18 million (31st March, 2020: Rs. Nil)

c) Bank guarantees given Rs. 35.47 million (31st March, 2020: Rs. 36.97 million)

d) The District Land and Land Reforms Department, North 24 Parganas, Government of West Bengal, had demanded a sum of Rs. 5.54 million (31st March 2020: Rs. 5.54 million) in the year 1998-1999 for lease rent, interest and cess etc. relating to the period 1992-1998 for leasehold land at Barasat, West Bengal.
The Company has filed a writ petition with Hon'ble High Court, Calcutta against the said demand and has applied for an interim stay order there against. Further, no affidavit – in – opposition has been filed on behalf of the state of West Bengal till date.
The Company has also been legally advised that the possibility of payment of arrears of lease rent, interest and cess etc. is remote. Accordingly, no liability there against has been considered necessary by the management. Liability as at 31st March, 2021, if any, in this regard is presently not ascertainable and will be considered based on decision on the writ petition by the Hon'ble High Court, Calcutta.

2 During an earlier year, a Public Interest Litigation (PIL) had been filed in the Hon'ble High Court of Calcutta in relation to the acquisition of balance 47% stake of Metro Dairy Ltd by the Company in which the Company was named as one of several respondents. The Company and its Officers received summons from the Directorate of Enforcement, ("ED") under the Foreign Exchange Management Act, 1999 in connection with the matter of acquisition of aforesaid stake in Metro Dairy Ltd and issue of shares to the Private Equity Investor, requesting the Management to furnish underlying documents, details and other information, which have been furnished by the Company and its officials. A search of the Premises was also conducted by the ED Officials during the financial year. No proceedings have been initiated against the company and its officials in the matter as of date. On the basis of the legal opinion obtained by the Company, the possibility of an outflow of resources embodying economic benefits owing to the above matter, is remote.

3 Capital commitment:
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) Rs.21.45 million (31st March, 2020: Rs. 37.79 million)

43. The particulars of warehousing facility given on lease by the Company are as follows:

	Year ended 31st March, 2021	**Year ended 31st March, 2020**
Gross carrying amount of the assets	190.14	190.14
Less : accumulated depreciation	39.91	31.93
Net carrying amount of the assets	150.23	158.21
Depreciation recognised in the Statement of Profit and Loss for the year	7.98	7.98
<u>Significant leasing arrangement :-</u> 1) Assets have been leased out for a long term period.		

Information regarding income and expenditure of Investment property	**Year ended 31st March, 2021**	**Year ended 31st March, 2020**
Rental Income derived from Investment Property	40.20	39.89
Direct operating expenses (including repairs and maintenance) arising from investment property that generates rental income	0.69	0.30
Profit arising from investment property before depreciation and indirect expenses	**39.51**	39.59
Less: Depreciation	7.98	7.98
Profit arising from investment property before indirect expenses	**31.53**	31.61

(All amounts are in INR Million, unless otherwise stated)

Reconciliation of Fair Value:

Particulars	**Year ended 31st March, 2021**	**Year ended 31st March, 2020**
Fair Value of opening balance of Investment Property	179.08	181.47
Fair Value changes during the year	(2.65)	(2.39)
Fair Value of closing balance of Investment Property	176.43	179.08

These above valuations computed by the management is on the basis of available market prices of the properties.

The company has no restrictions on the realisability of its Investment property and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance and enhancement.

44. Disclosure pursuant to Indian Accounting Standard 12 - Income Taxes

Numerical reconciliation between tax expense and the product of accounting profit multiplied by the applicable tax rate:

Particulars	**Year ended 31st March,**	**Year ended 31st March, 2020**
Restated Profit/(Loss) before Tax	**(788.05)**	**16.80**
Enacted Tax Rate in India	33.384%	34.944%
Computed tax expense	(263.08)	5.87
Increase/(reduction) in the aforesaid computed tax expense on account of:		
Non deductible expenses/(income) for tax purposes	9.11	6.78
Impact of Gain/loss on Fair valuation of 0.01% Compulsorily Convertible Preference shares (CCPS)	226.41	(31.11)
Change in Rate of Tax	-	0.96
Others	1.27	0.11
Income tax expense (Current tax + Deferred tax)	**(26.29)**	**(17.39)**

Details of Current Tax for the year:

Particulars	**Year ended 31st March,**	**Year ended 31st March, 2020**
Tax Expense:		
Current Tax		
MAT Payable	-	5.35
Adjustment of tax relating to earlier periods	-	9.94
Deferred Tax charge / (credit)		
Origination and reversal of temporary differences	(26.29)	(17.39)
MAT Credit entitlement	-	(5.35)
Adjustment of tax relating to earlier periods	-	(9.94)
Total tax expense/(credit)	**(26.29)**	**(17.39)**

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The Taxation Laws (Amendment) Ordinance, 2019 was promulgated on 20 September 2019, which amends the Income Tax Act, 1961, and the Finance (No. 2) Act, 2019. The Ordinance provides domestic companies with an option to opt for lower tax rates, provided they do not claim certain deductions. Further, CBDT has clarified that the tax credit of MAT paid by the domestic company exercising option under section 115BAA of the Act shall not be available consequent to exercising of such option.
As there is no time line within which option under section 115BAA can be exercised, it may be noted that a domestic company having credit of MAT may, if it so desires, exercise the option after utilising the said credit against the regular tax payable. The management has assessed the impact of the above ordinance and CBDT clarification and in view of the MAT credit entitlement, the management has chosen not to opt for lower tax rates and continue with the normal tax rate.
Deferred Tax Assets for MAT Credit entitlement amounting to Rs. 65.12 million (31.03.2020 – Rs. 65.12 million) has been recognised considering the availability of taxable profit against which such MAT credit can be utilised is probable based on future projections prepared by the management.

Also refer Note 11

Table showing assessment years till which unutilised MAT credits and unused tax losses can be carried forward

Assessment Year (A.Y.)	Net Balance Available	MAT credit available till A.Y.
2009-10	2.63	2024-25
2010-11	5.82	2025-26
2011-12	12.00	2026-27
2012-13	9.00	2027-28
2013-14	1.59	2028-29
2014-15	8.13	2029-30
2017-18	1.14	2032-33
2019-20	19.46	2034-35
2020-21	5.35	2035-36

Movement in Deferred Tax (Liabilities) /Assets:

Particulars	MAT Credit entitlement	Unabsorbed depreciation/business losses	Expense Allowable in Future Years	Property, Plant and Equipment & Intangible Assets	Taxable Future Income	Total
As at 31st March, 2019	**40.30**	**43.90**	**60.91**	**(145.26)**	**(1.76)**	**(1.91)**
Adjustment of tax balances pursuant to merger (Refer Note No. 54)	19.46	(19.47)	(0.02)	-	-	-
As at 1st April, 2019	**59.76**	**24.43**	**60.89**	**(145.25)**	**(1.75)**	**(1.91)**
Charged / (credited) during the year						
- to the Statement of Profit and Loss	(5.36)	(46.23)	(40.37)	53.03	6.25	(32.68)
- to Other Comprehensive Income	-	-	(1.74)	-	-	(1.74)
As at March 31, 2020	**65.12**	**70.66**	**103.00**	**(198.28)**	**(8.00)**	**32.50**
Charged / (credited) during the year						
- to the Statement of Profit and Loss	-	(39.64)	(5.59)	23.74	(4.80)	(26.29)
- to Other Comprehensive Income	-	-	(4.35)	-	-	(4.35)
As at March 31, 2021	**65.12**	**110.30**	**112.94**	**(222.02)**	**(3.20)**	**63.14**

45. Financial risk management

Financial risk factors

The company's principal financial liabilities comprise of borrowings, acceptances, trade and other payables. The main purpose of these financial liabilities are to manage finances for the company's operations. The company's principal financial assets include loans and advances, trade receivables and cash and bank balances that arise directly from its operations. The company also enters into derivative transactions to hedge foreign currency, periodically. Under the company's policy, no trading in derivatives may be undertaken. The company is exposed to market risk, credit risk and liquidity risk and the senior management oversees the management of these risks.

i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial asset and financial liability will fluctuate because of changes in market prices. The company's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates.

(a) Currency risk

Foreign currency risk is the risk that fair value of future cash flow of an exposure will fluctuate because of changes in foreign exchange rates. The company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating and financing activities . The Company has obtained foreign currency loans and has foreign currency trade payables and receivables and is therefore, exposed to a foreign exchange risk. For exposure to foreign exchange risk, the Company adopts a policy of selective hedging based on the risk perception of the management. The Company uses forward contracts, derivatives, foreign currency loans to hedge its foreign currency exposures relating to the firm commitments, receivables, payables and highly probable future transactions.

Foreign currency exposure outstanding at the year end are as follows:

Sr. No.	Particulars	As at 31st March, 2021			As at 31st March, 2020		
		Foreign currency	Amount in foreign currency (in million)	Amount in INR (in million)	Foreign currency	Amount in foreign currency (in million)	Amount in INR (in million)
Receivables							
(a)	Trade receivables	US$	2.06	151.59	US$	3.75	282.72
		Euro	-	-	Euro	0.02	1.62
	Total			**151.59**			**284.34**
Payables							
(b)	Trade payables	US$	0.02	1.11	US$	0.23	16.99
		Euro	0.01	1.18	Euro	0.00	0.21
		GB£	-	-	GB£	0.01	0.87
(c)	Foreign currency loans	US$	0.02	1.51	US$	1.18	89.26
	Total			**3.80**			**107.33**

Forward/ future cover contracts outstanding at the year end represents the following:

Contracts of US$ 3.50 million (31st March, 2020: US$ 3.80 million) for minimising the risk of currency exposure on receivables / highly probable forecast transactions.

The following table demonstrates the sensitivity in various currencies to the Indian Rupee and the resulting impact on the company's Profit /(Loss) before tax, due to changes in the fair value of monetary assets and liabilities:

Particulars	Change in currency exchange rate		Effect on Profit / (Loss) Before Tax	
	Year ended 31st March, 2021	Year ended 31st March, 2020	Year ended 31st March, 2021	Year ended 31st March, 2020
US$	+5%	+5%	(0.13)	(5.31)
	-5%	-5%	0.13	5.31
GB£	+5%	+5%	-	(0.01)
	-5%	-5%	-	0.01
Euro	+5%	+5%	(0.06)	0.04
	-5%	-5%	0.06	(0.04)

(b) Interest rate risk

Interest rate risk is the risk that the future cash flows of an exposure will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the borrowings with floating interest rates. Any changes in the interest rates may impact future cost of borrowings.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. To manage this, the company enters into interest rate swap on selected long-term borrowings, by hedging the variable interest rate to a fixed rate where the same is likely to be beneficial compared to floating rate.

The Company has not taken any long-term borrowing with interest rate linked to any foreign benchmark rate (eg, LIBOR)

The following table demonstrates the fixed and variable-rate borrowings of the Company:

Particulars	As at 31st March, 2021	As at 31st March, 2020
Variable-rate borrowings*	2,350.62	2,306.79
Fixed rate borrowings	11.42	219.02

*Includes variable rate borrowing amounting to Rs. 522.50 million (31st March 2020: Rs. 56.10 million) for which the Company has entered into interest rate swap to hedge the variable interest rate to a fixed rate where the same is likely to be beneficial compared to floating rate.

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased/(decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

(All amounts are in INR Million, unless otherwise stated)

Particulars	Profit or (Loss)	
	100 basis points increase	100 basis points decrease
Cash flow sensitivity (net)		
31st March, 2021		
Variable-rate borrowings	(18.28)	18.28
31st March, 2020		
Variable-rate borrowings	(22.51)	22.51

The risk estimates assumes a change of 100 basis points interest rate in the interest rate benchmark, as applicable, to the borrowings summarised above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

(c) Commodity Price Risk

The Company is exposed to fluctuation in prices of fruit pulp/concentrate, skimmed milk powder and sugar which is used by the Company as raw-materials. The prices of these products are volatile which depends on the demand supply factors in the Indian & International markets. The volatility in the prices of these commodities has significant impact on the Company's income and net profit.

The Company has a risk management framework aimed at prudently managing the risk arising from the volatility in commodity prices. The Company's commodity risk is managed centrally through well-established trading operations and control processes.

ii) Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities, primarily trade receivables and from its financing activities, including deposits with banks and other financial instruments.

(a) Trade receivables

The Company mainly operates on cash & carry model with its customers (distributors) and dispatches materials after receipt of consideration. However, it also extends credit to some customers in the normal course of business. Outstanding customer receivables are regularly monitored. The Company takes advances and security deposits from its customers, which mitigate the credit risk to an extent. An impairment analysis is performed at each reporting date on an individual basis for all customers.

Credit risk is mitigated and managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the company grants credit terms in the normal course of business. Credit terms is in line with the industry standards.

(i) Movements in allowance for credit losses of trade receivables is as below:

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Balance as at the beginning of the year	**27.61**	**33.91**
Charge in statement of profit and loss	10.33	1.83
Release to statement of profit and loss	-	-
Utilised during the year	-	(8.13)
Balance at the end of the year	**37.94**	**27.61**

(ii) Ageing of trade receivables and credit risk arising there from is as below:

Particulars	As at 31st March, 2021		
	Gross credit risk	Allowance for credit losses	Net credit risk
Upto 6 months	314.95	0.29	314.66
6 months to 12 months	20.17	5.80	14.37
Above 12 months	39.29	31.85	7.44
	374.41	**37.94**	**336.47**

Particulars	As at 31st March, 2020		
	Gross credit risk	Allowance for credit losses	Net credit risk
Upto 6 months	467.18	0.94	466.24
6 months to 12 months	13.04	3.60	9.44
Above 12 months	23.20	23.07	0.13
	503.42	**27.61**	**475.81**

(b) Deposits with banks and other financial instruments

The company considers factors such as track record, market reputation and service standards to select the banks with which balances and deposits are maintained. Generally, the balances are maintained with the banks with which the company has also availed borrowings. The company does not maintain significant cash balances other than those required for its day to day operations.

(All amounts are in INR Million, unless otherwise stated)

iii) Liquidity risk

Liquidity risk is the risk that the company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, letter of credit and working capital limits. The company ensures it has sufficient cash to meet operational needs while maintaining sufficient margin on its undrawn borrowing facilities at all times on the basis of expected cash flow.

The company is exposed to liquidity risk in case its banks recall their facilities on account of any breach of covenants and defaults, such events being triggered by factors outside the ambit of company's control. Based on company's past experience and relation with the bankers, such risks are not likely to materialize.

The table below provides details regarding the contractual maturities of significant financial liabilities as of 31st March, 2021:

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings (excluding CCPS)*	825.71	1,979.14	42.40	**2,847.24**
Acceptances	172.92	-	-	**172.92**
Trade Payables	690.31	-	-	**690.31**
Other Financial Liabilities	132.86	84.62	-	**217.48**

* Includes Rs. 12.20 million towards prepaid financial charges and committed interest payments on borrowings and interest accrued on borrowings amounting to Rs. 473.00 million.

The table below provides details regarding the contractual maturities of significant financial liabilities as of 31st March, 2020:

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings (excluding CCPS)*	1,241.67	1,680.40	159.88	**3,081.95**
Acceptances	153.91	-	-	**153.91**
Trade Payables	621.44	-	-	**621.44**
Other Financial Liabilities	119.57	71.19	-	**190.76**

* Includes Rs. 22.99 million towards prepaid financial charges and committed interest payments on borrowings and interest accrued on borrowings amounting to Rs. 533.15 million.

Note: 0.01% Cumulative Compulsorily Convertible Preference shares (CCPS) will have no outflow of cash upon its conversion into equity shares and hence has not been considered in maturity profile table above

46. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the share holders of the Company. The primary objective of the Company's capital management is to safeguard continuity, maintain healthy capital ratios in order to support its business and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through equity, CCPS, internal accruals, long term borrowings and short term borrowings. In order to achieve this overall objective, the companies capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is defined as current and non-current borrowings (including current maturity of long term debt and interest accrued) less cash and cash equivalents.

Particulars	As at 31st March, 2021	As at 31st March, 2020
Net Debt (including 0.01% Cumulative Compulsorily Convertible Preference shares (CCPS) of Rs. 2,312.21 million (31st March 2020: Rs 1,634.00 million))	4,457.03	4,081.46
Total Equity	1,014.68	1,785.14
Net Debt plus Total Equity	5,471.71	5,866.60
Gearing Ratio	81%	70%

47. Fair value of Financial Assets and Liabilities

Set out below is a comparison by class of the carrying amounts and fair value of the company financial instruments that are recognised in the financial statements.

Particulars	As at 31st March, 2021		As at 31st March, 2020	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets at fair value through profit or loss				
Foreign Exchange forward contracts	1.21	1.21	-	-
Financial Assets at amortised cost*				
Investment in Debentures	240.67	240.67	222.17	222.17
Investment in Government securities	0.01	0.01	0.01	0.01
Loans	0.50	0.50	0.53	0.53
Other Financial Assets	91.83	91.83	100.12	100.12
Total Financial Assets	**334.22**	**334.22**	**322.83**	**322.83**
Financial Liabilities at fair value through profit or loss				
0.01% Cumulative Compulsorily Convertible Preference shares (CCPS) of Rs. 10 each	2,312.21	2,312.21	1,634.00	1,634.00
Foreign Exchange forward contracts	0.28	0.28	13.45	13.45
Interest rate swaps	14.43	14.43	-	-
Financial Liabilities at amortised cost*				
Borrowings (including current maturities of long term debt)	2,362.04	2,362.04	2,525.81	2,525.81
Acceptances	172.92	172.92	153.91	153.91
Other Financial Liabilities	202.78	202.78	177.31	177.31
Total Financial Liabilities	**5,064.66**	**5,064.66**	**4,504.48**	**4,504.48**

*Fair values of assets / liabilities carried at amortised cost are reasonable approximation of its carrying values.

The Company has not disclosed fair value of financial instruments such as cash and cash equivalents, other bank balances, trade receivables and trade payables because their carrying amounts are a reasonable approximation of the fair values due to their short term nature.

Fair valuation techniques

The company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate certain fair values:

i) Fair value of cash and deposits, trade receivables, trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Fair Value hierarchy

The following tables provide the fair value measurement hierarchy of company's asset and liabilities, grouped into Level 1 to Level 3 as described below:

i) Quoted prices in active markets for identical assets or liabilities (level 1). It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date.

ii) Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2). It includes fair value of the financial instruments that are not traded in an active market (for example, over-the-counter derivatives) and are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the company specific estimates. If all significant inputs required to fair value an instrument are observable, then the instrument is included in level 2.

iii) Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(a) **The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:**

Particulars	As at 31st March, 2021			As at 31st March, 2020		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets at fair value through profit or loss						
Foreign Exchange forward contracts	-	1.21	-	-	-	-
Total Financial Assets	**-**	**1.21**	**-**	**-**	**-**	**-**
Financial Liabilities at fair value through profit or						
0.01% Cumulative Compulsorily Convertible Preference shares (CCPS) of Rs. 10 each	-	-	2,312.21	-	-	1,634.00
Foreign Exchange forward contracts	-	0.28	-	-	13.45	-
Interest rate swaps	-	14.43	-	-	-	-
Total Financial Liabilities	**-**	**14.71**	**2,312.21**	**-**	**13.45**	**1,634.00**

Following table describes the valuation techniques used and key inputs to valuation for level 2 of the fair value hierarchy, as at 31st March, 2021 and 31st March, 2020:

Particulars	Sensitivity of the input to Fair Value	Fair value hierarchy	Valuation technique	Inputs used
As at 31st March, 2021				
0.01% Cumulative Compulsorily Convertible Preference shares (CCPS) of Rs. 10 each	For 1% increase in discounting rate profit before tax will increase by Rs. 161.90 million and for 1% decrease in discounting rate profit before tax will decrease by Rs. 201.80 million	Level 3	Market valuation techniques	Valuation done by a third party valuation expert by using the DCF and CCM method.
As at 31st March, 2020				
0.01% Cumulative Compulsorily Convertible Preference shares (CCPS) of Rs. 10 each	For 5% increase in market rate of comparable companies, profit before tax will decrease by Rs. 81.60 million and for 5% decrease in discounting rate profit before tax will increase by Rs. 81.60 million.	Level 3	Market valuation techniques	Valuation done by a third party valuation expert by determining the current valuation of the Company using the CCM (EV/EBITDA multiple) method.

There has been no change in the valuation methodology for Level 3 inputs during the year. There were no transfers between Level 1 and Level 2 during the year.

Reconciliation of fair value measurement of Level 3 assets.

Particulars	Rs. in million.
As at 1.04.2019	1,723.03
Fair Value changes	(89.03)
As at 1.04.2020	1,634.00
Fair Value changes	678.21
As at 31.03.2021	2,312.21

(All amounts are in INR Million, unless otherwise stated)

48. Disclosure pursuant to Indian Accounting Standard 19 - Employee Benefits

(a) Defined Contribution Plan:

In accordance with The Employees Provident Funds and Miscellaneous Provisions Act, 1952 employees are entitled to receive benefits under the provident fund. Both the employee and the employer make monthly contribution to the plan at a pre determined rate of an employee's basic salary. Retirement benefits in the form of provident fund and employee's state insurance (ESI) are defined contribution scheme and the contributions are charged to Statement of Profit and Loss of the year when the employee renders the service. There are no obligations other than the contribution payable to the respective funds.

Contributions under Defined Contribution Plan as recognised in the Statement of Profit and Loss by the group are as follows:

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Contribution to provident and other funds	40.60	34.77

(b) Defined Benefit Plan:

The company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to gratuity on terms not less favorable than "The provisions of Gratuity Act, 1972". The above said scheme is unfunded except for the employees of the Dairy division (erstwhile Metro Dairy Ltd.) The Gratuity plan provides a lump sum payments to vested employees at retirement, death, incapacitation or termination of employment, of an amount equivalent to 15 days salary for each completed year of service. Vesting occurs on completion of 5 continuous years of service as per Indian law

For the employees of Dairy division, there exists a separate fund., the company contributes to a defined benefit plan (the "Gratuity Plan") for employees who have completed 5 years of service. The Gratuity plan provides a lumpsum payment to vested employees at retirement, disability or termination of employment being an amount based on the respective employee's last drawn salary and the number of years of employment with the group. The trustees of the gratuity scheme have entrusted the administration of the scheme to the Life Insurance Corporation of India.

The following table summarises the components of net benefits / expense recognised in the statement of profit and loss and the balance sheet for the respective plans:

(i) The amounts recognised in the Balance Sheet are as under:

Particulars	Gratuity	
	As at 31st March, 2021	As at 31st March, 2020
Present Value of obligation	189.90	158.18
Fair value of plan assets*	59.45	57.91
Net (Assets) / liabilities recognised in balance sheet	130.45	100.27
Non Current	126.15	97.43
Current	4.30	2.84

*In relation to obligation of employees of dairy division only.

(ii) Changes in present value of obligation:

Particulars	Gratuity	
	2020-21	2019-20
Present Value of obligation at the beginning of the year	158.18	136.18
Net interest on net defined benefit liability/(asset)	10.40	10.03
Current service cost	14.09	11.55
Benefits paid	(5.95)	(4.79)
Actuarial (gain)/loss Experience	11.56	(2.19)
Actuarial (gain)/loss on financial assumptions	1.62	7.40
Present value of obligation as at the end of the year	189.90	158.18

(iii) Recognised in Statement of profit and loss

Particulars	Gratuity	
	Year ended 31st March, 2021	Year ended 31st March, 2020
Net interest on net defined benefit liability/(asset)	6.60	6.09
Current service cost	14.09	11.55
Cost recognised in profit and loss	20.68	17.64
Actual return on plan assets	3.94	3.93

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(iv) Movement during the year in the fair value of plan assets was as follows:

Particulars	Gratuity	
	Year ended 31st March, 2021	Year ended 31st March, 2020
Fair value of plan assets at the beginning of the year	57.91	52.28
Interest income on plan assets	3.80	3.94
Contributions by employer	-	3.40
Benefits paid	(2.40)	(1.70)
(Gain)/Loss on plan assets (excluding amounts included in net interest cost)	0.14	(0.01)
Fair value of plan assets at the end of the year	59.45	57.91

(v) Recognised in other comprehensive income

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Remeasurement actuarial loss/(gain)	13.05	5.22

(vi) Major Categories of Plan Assets:

Particulars	Year ended 31st March, 2021	Year ended 31st March, 2020
Schemes of Insurance - conventional products	100%	100%

(vii) The principal assumptions used in determining gratuity obligation for the group plans are shown below:

Particulars	Gratuity	
	Year ended 31st March, 2021	Year ended 31st March, 2020
Discount rate	6.60%	6.70%
Weighted Average Duration	9 Years	9 Years
Withdrawal rate		
20-40 years	6.00%	6.00%
40-58 years	2.00%	2.00%
Expected rate of return on plan assets	6.60%	6.70%
Rate of increase in salaries	10.00%	10.00%
Mortality Table	Indian Assured Lives Mortality (2006-08) (modified) Ult	Indian Assured Lives Mortality (2006-08) (modified) Ult

(viii) Expected employer contributions for the period ending 31 March 2022 is Rs. 130.44 million

(ix) Expected Maturity analysis for defined benefits (Value on Undiscounted Basis)

Period	Year ended 31st March, 2021
March 31, 2022	8.898
March 31, 2023	12.26
March 31, 2024	17.49
March 31, 2025	18.81
March 31, 2026	20.27
March 31, 2027 to March 31, 2031	125.181

(x) Risk exposure
Valuations are performed on certain basic set of pre determined assumptions and other regulatory frame work which may vary over time. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as follows:

(All amounts are in INR Million, unless otherwise stated)

Investment risk: The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields on government bonds at the end of the reporting period. For other defined benefit plans, the discount rate is determined by reference to market yields at the end of the reporting period on high quality corporate bonds when there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit.

Interest rate risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability

Liquidity Risk: This is the risk that the Company is not able to meet the short-term gratuity pay outs. This may arise due to non availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Demographic Risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary beyond expectation of the plan participants will increase the plan's liability.

Regulatory Risk: Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity payouts. (e.g. Increase in the maximum limit on gratuity of H 20,00,000).

(xi) Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. 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 sensitivity analysis is given below:

Particulars	Change in assumption	Effect on Gratuity obligation
For the year ended 31st March, 2021		
Discount rate	+1%	(15.26)
	-1%	17.53
Salary rate	+1%	15.50
	-1%	(14.07)
Withdrawal Rate	+1%	(3.02)
	-1%	3.24
Mortality Rate	+1%	(0.11)
	-1%	0.10
For the year ended 31st March, 2020		
Discount rate	+1%	(12.98)
	-1%	14.92
Salary rate	+1%	13.36
	-1%	(10.82)
Withdrawal Rate	+1%	2.46
	-1%	(2.64)
Mortality Rate	+1%	(0.09)
	-1%	0.08

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognized within the Balance Sheet. The methods and type of assumptions used in preparing the sensitivity analysis did not change compared to prior period. The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

(All amounts are in INR Million, unless otherwise stated)

49. Leases
Company as a lessee

The Company has lease contracts for land, warehouse and office spaces used in its operations. These generally have lease terms between 1 and 99 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. The Company also has certain leases with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases
Below are the carrying amounts of right-of-use assets recognised and the movements during the year:

(a) Impact on Balance Sheet (Increase/Decrease)

	Year ended 31st March. 2021	Year ended 31st March, 2020
Assets: Right of Use Assets		
Opening Balance	886.63	871.60
Additions during the year	14.23	34.74
Depreciation Expense	23.88	19.71
Closing Balance	**876.98**	**886.63**

Below are the carrying amounts of lease liabilities and the movements during the year:

	Year ended 31st March. 2021	Year ended 31st March, 2020
Liabilities: Lease liabilities		
Opening Balance	35.33	9.11
Additions during the year	14.23	32.89
Accretion of Interest	3.84	2.69
Payments *	13.80	9.36
Closing Balance	**39.60**	**35.33**

* Included payment of principal portion of lease liabilities amounting to Rs.9.96 million (31st March, 2020 : Rs. 6.69 million)

Current	**10.52**	3.82
Non-current	**29.08**	31.51

The Effective Rate of Interest of lease liabilities is 9.50%

	Year ended 31st March. 2021	Year ended 31st March, 2020
(b) The following amount are recognised in Statement of Profit & Loss		
Depreciation expense of Right of Use Assets	23.88	19.71
Interest expense on Lease Liabilities	3.84	2.69
Expenses related to other leases (included in other expenses) #	19.89	12.99
Total amount recognised in Statement of Profit & Loss	**47.61**	**35.39**

\# represents rental expenses recorded for the short term leases

Maturity analysis of lease liabilities are as follows:	**Year ended 31st March. 2021**	**Year ended 31st March, 2020**
Within one year	**13.81**	**10.74**
One year to five years	**33.31**	**33.56**
More than five years	**0.39**	**0.39**

Company as a Lessor

The Company has entered into operating lease on its investment property. The lease has a term between 1- 9 years. Rental income recognised by the Company during the year is Rs. 40.20 million (31.03.2020: Rs. 39.89 million).

Future minimum rentals receivable under non-cancellable operating leases as at 31 March are as follows:

Particulars	**As at 31st March**	**As at 31st March 2020**
Within one year	33.59	32.20
One year to five years	196.81	-
More than five years	129.56	-

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50. Disclosure of Segmental information as required by Ind AS 108 :
I. Primary segment information (Business segment)

		Year	Packaged Foods & Beverage	Dairy & Fresh	Trading - Others	Others	Total
(a)	**Segment Revenue**						
	Revenue from operations	2020-21	**3,384.11**	**3,832.29**	**954.84**	**130.77**	**8,302.01**
		2019-20	3,428.75	4,307.65	1,579.03	135.71	9,451.14
(b)	**Segment Results**						
	Segmental profit before depreciation / amortisation	2020-21	336.77	119.61	94.21	49.52	**600.11**
		2019-20	523.81	(72.38)	87.18	53.26	**591.87**
	Depreciation / amortisation for the year	2020-21	142.91	179.83	4.61	13.79	**341.14**
		2019-20	122.05	135.61	4.53	14.03	**276.22**
	Segment result	2020-21	193.86	(60.22)	89.59	35.73	**258.97**
		2019-20	401.76	(207.99)	82.65	39.23	**315.65**
	Loss / (Gain) on Fair valuation of CCPS	2020-21					**678.21**
		2019-20					**(89.03)**
	Unallocated expenses (net of unallocated Income)	2020-21					**95.57**
		2019-20					**141.41**
	Unallocated depreciation / amortisation	2020-21					**21.64**
		2019-20					**23.13**
	Interest income	2020-21					**23.36**
		2019-20					**25.56**
	Finance Costs	2020-21					**274.96**
		2019-20					**248.90**
	Profit/(Loss) before Tax	2020-21					**(788.05)**
		2019-20					**16.80**
	Non cash expenses other than depreciation / amortisation and Loss / (Gain) on Fair valuation of CCPS	2020-21	4.38	1.33	4.81	-	**10.52**
		2019-20	-	1.93	5.90	-	**7.83**
	Unallocated Non cash expenses other than depreciation / amortisation and Loss / (Gain) on Fair valuation of CCPS	2020-21					**16.31**
		2019-20					**0.20**
(c)	**Total assets**						
	Segment assets	2020-21	2,673.47	2,794.47	510.05	534.72	**6,512.71**
		2019-20	2,636.14	2,831.67	745.00	547.70	**6,760.51**
	Tax Assets (other than deferred taxes)	2020-21					**81.40**
		2019-20					**90.59**
	Deferred tax assets	2020-21					**63.14**
		2019-20					**32.50**
	Investments	2020-21					**240.68**
		2019-20					**222.18**
	Unallocated assets	2020-21					**331.22**
		2019-20					**185.36**
	Total	2020-21					**7,229.15**
		2019-20					**7,291.14**
(d)	**Total liabilities**						
	Segment liabilities	2020-21	927.01	445.47	85.16	12.81	**1,470.45**
		2019-20	808.53	344.51	107.12	13.48	**1,273.64**
	Borrowings	2020-21					**4,674.25**
		2019-20					**4,159.81**
	Unallocated liabilities	2020-21					**69.77**
		2019-20					**72.55**
	Total	2020-21					**6,214.47**
		2019-20					**5,506.00**
(e)	**Other information**						
	Capital expenditure (including capital work in progress)	2020-21	163.97	148.78	2.23	0.04	**315.02**
		2019-20	446.90	315.08	-	0.14	**762.12**
	Unallocated	2020-21					**13.32**
		2019-20					**17.27**
	Total	2020-21					**328.34**
		2019-20					**779.39**

(All amounts are in INR Million, unless otherwise stated)

II. Entity-wide Disclosure

The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown below

Particulars	**Year**	**Within India**	**Rest of the world**	**Total**
Revenue from operations (excluding other operating revenue)	2020-21	7,178.80	973.00	**8,151.80**
	2019-20	7,844.40	1,425.02	**9,269.42**

All non-current assets of the Company are located in India.

No customer individually accounted for more than 10% of the revenue from external customers during the year ended March 31, 2021 and 2020 respectively.

Notes :

Operating Segment: The business segments have been identified on the basis of the products of the Company. Accordingly, the Company has identified “Packaged Foods & Beverage","Dairy & Fresh", "Trading - Others" and "Others" as the operating segments:

1) Packaged Foods & Beverage - Consists of manufacture, trading and sale of fruit juice and packaged drinking water and trading, re-packaging of various vegetables and ready to eat items.

2) Trading - Others – Consists of trading (including exports) of fruits pulp, Sesame seeds and other food products.
3) Dairy & Fresh - Consists of Milk, Ice-cream, dairy product and ripened bananas.
4) All other segments – Consists of job work for food items, income from renting of warehousing facilities and others.
5) Previous year's figures are given in bracket.

During the year ended March 31, 2021, management has realigned the structure of its internal organisation in a manner that has caused the composition of its reportable segments to change, and therefore, the corresponding information for previous year has been restated to bring it in line with the current year.

(All amounts are in INR Million, unless otherwise stated)

51. Disclosure pursuant to Indian Accounting Standard 24 - Related Party Disclosures

Names of Related Parties :

(i) Related Parties with whom transactions have taken place during the year.

(A) Key Management Personnel (KMP)

	Name	Designation
1.	Mr. Mayank Jalan	Chairman & Managing Director
2.	Mr. Sanjay Gupta	Chief Financial Officer & Company Secretary
3.	Mr. Saurabh Jajodia	Head Packaged Foods
4.	Mr. Sunil Kajaria	Head Fresh Food

(B) Other Directors
Keventer Agro Limited

	Name	Designation
1.	Mrs.Parvana Mayank Jalan	Non Executive Director
2.	Mr. Sumit Krishna Deb	Non Executive Director
3.	Mr. Uday Ramakant Garg	Nominee Director of Mandala Swede SPV
4.	Mr. Probir Roy	Independent Director
5.	Ms. Shruti Swaika	Independent Director
6.	Mr. Vijayakumar Kilar Balakrishnan	Nominee Director of Mandala Swede SPV

(ii) Enterprise having significant influence on the company with whom transactions have taken place during the year.

1. MKJ Enterprises Limited (till 30th March 2021)
2. Mandala Swede SPV
3. Keventer Global Private Limited (w.e.f 31st March 2021)

(iii) Enterprise owned or significantly influenced by Key Management Personnel and their relatives with whom transactions have taken place during the year.

1. Keventer Projects Limited
2. Candico (I) Limited
3. Keventer Ventures Limited (formerly Gama Hospitality Limited)
4. Edward Keventer Private Limited
5. Bengal Bonded Warehouse Limited
6. Keventer Global Private Limited (till 30th March 2021)
7. Edward Food Research Analysis Centre Limited
8. Madanlal Limited
9. MKJ Tradex Limited
10. Keventer Capital Limited
11. Sasmal Infrastructure Private Limited
12. Speedage Trade Limited
13. MKJ Enterprises Limited (w.e.f 31st March 2021)

KEVENTER AGRO LIMITED
Notes to Restated Unconsolidated Summary Statements
(All amounts are in INR Million, unless otherwise stated)
Annexure VII

Disclosures of amount due to or due from related parties as at 31st March 21 and 31st March 20 are as follows:

Party	Year	Balance Payable	Balance Receivable (inclusive of Deposits)	Cumulative Compulsorily Convertible Preference shares issued (CCPS) #	Investments in debentures (including interest accrued)
Mandala Swede SPV	2020-21	-	-	1,468.85	-
	2019-20	(-)	(-)	(1038.01)	(-)
MKJ Enterprises Limited	2020-21	-	0.01	-	-
	2019-20	(-)	(0.10)	(-)	(-)
Keventer Ventures Limited (formerly Gama Hospitality Limited)	2020-21	0.03	0.40	-	240.67
	2019-20	(0.28)	(0.37)	(-)	(222.17)
Candico (I) Limited	2020-21	-	-	-	-
	2019-20	(-)	(0.31)	(-)	(-)
Edward Food Research Analysis Centre Limited	2020-21	0.07	0.04	-	-
	2019-20	(1.53)	(0.01)	(-)	(-)
Keventer Projects Limited	2020-21	0.10	-	-	-
	2019-20	(4.58)	(-)	(-)	(-)
Edward Keventer Private Limited	2020-21	-	1.44	-	-
	2019-20	(-)	(0.74)	(-)	(-)
Bengal Bonded Warehouse Limited	2020-21	**	-	-	-
	2019-20	(-)	(-)	(-)	(-)
Speedage Trade Limited	2020-21	-	-	843.36	-
	2019-20	(-)	(-)	(595.99)	(-)
Keventer Global Private Limited	2020-21	0.24	-	-	-
	2019-20	(-)	(-)	(-)	(-)
Sanjay Gupta	2020-21	0.02	-	-	-
	2019-20	(0.16)	(-)	(-)	(-)
Saurabh Jajodia	2020-21	-	1.53	-	-
	2019-20	(-)	(1.35)	(-)	(-)
Sunil Kajaria	2020-21	0.01	1.05	-	-
	2019-20	(-)	(1.05)	(-)	(-)

a) Personal Guarantee given by Mr. Mayank Jalan to various banks for term loans, working capital facilities availed by the Company. Refer Note 23 & 27 for security details.

b) Corporate Guarantee provided by Keventer Capital Ltd. guaranteeing the repayment of outstanding principal together with underlying interest on Debentures issued by the Keventer Ventures Limited (formerly Gama Hospitality Limited). Refer Note No 9

c) For agreement entered into between Mandala Swede SPV and Mr. Mayank Jalan, Refer Note 53.

**Amounts are below the rounding off norm adopted by the Company.

No of CCPS held by Mandala Swede SPV - 1,53,51,861 (31st March 20: 1,53,51,861) and Speedage Trade Limited - 88,14,466 (31st March 20: 88,14,466)

KEVENTER AGRO LIMITED
Notes to Restated Unconsolidated Summary Statements
(All amounts are in INR Million, unless otherwise stated)
Annexure VII

Disclosure of transactions between the Company and related parties:

Party	Year	Director Fee/ Salary	Rent expense	Rent income	Purchase of material / service	Sale of material	Interest income	Other expense	Capital Expenditure	Sale of Fixed Assets	Investment made	Change in Fair value of CCPS	Reimbursement given	Reimbursement taken
Mandala Swede SPV	2020-21	0.06 ##	-	-	-	-	-	-	-	-	-	430.84	-	-
	2019-20	(0.13) ##	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-56.56)	(-)	(-)
MKJ Enterprises Limited	2020-21	-	-	-	-	-	-	-	-	-	-	-	0.48	0.57
	2019-20	(-)	(-)	(-)	(-)	(0.02)	(-)	(-)	(-)	(-)	(-)	(-)	(1.48)	(2.35)
Keventer Projects Limited	2020-21	-	1.86#	-	-	-	-	-	3.76	-	-	-	0.06	0.03
	2019-20	(-)	(1.86)#	(-)	(-)	(-)	(-)	(1.02)	(4.95)	(-)	(-)	(-)	(-)	(0.03)
Keventer Ventures Limited (formerly Gama Hospitality Limited)	2020-21	-	-	-	2.36	0.13	20.00	-	-	-	-	-	0.15	0.15
	2019-20	(-)	(-)	(0.17)	(-)	(0.35)	(17.41)	(0.34)	(-)	(-)	(206.50)	(-)	(0.27)	(0.40)
Candico (I) Limited	2020-21	-	-	0.47	7.03	-	-	-	-	-	-	-	-	-
	2019-20	(-)	(-)	(1.05)	(21.20)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Edward Keventer Private Limited	2020-21	-	2.80	-	0.20	-	-	-	-	-	-	-	0.30	0.61
	2019-20	(-)	(2.74)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(0.28)	(0.03)
Keventer Global Private Limited	2020-21	-	-	-	-	23.96	-	-	-	19.37	-	-	6.00	6.00
	2019-20	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Edward Food Research Analysis Centre Limited	2020-21	-	-	-	12.90	-	-	-	-	-	-	-	-	-
	2019-20	(-)	(-)	(-)	(12.78)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Sasmal Infrastructure (P) Limited	2020-21	-	-	-	-	-	-	-	-	-	-	-	0.02	0.02
	2019-20	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Keventer Capital Limited	2020-21	-	-	-	-	-	-	-	-	-	-	-	0.04	0.04
	2019-20	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Madanlal Limited	2020-21	-	-	-	-	-	-	-	-	-	-	-	**	**
	2019-20	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Bengal Bonded Warehouse Limited	2020-21	-	-	-	-	**	-	-	-	-	-	-	0.04	0.04
	2019-20	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Speedage Trade Limited	2020-21	-	-	-	-	-	-	-	-	-	-	247.37	**	**
	2019-20	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-32.47)	(**)	(**)
MKJ Tradex Limited	2020-21	-	-	-	-	-	-	-	-	-	-	-	0.22	0.22
	2019-20	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Mr. Mayank Jalan*	2020-21	5.73	-	-	-	-	-	-	-	-	-	-	-	-
	2019-20	(5.43)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Mrs. Parvana Mayank Jalan	2020-21	0.02	-	-	-	-	-	-	-	-	-	-	-	-
	2019-20	(0.03)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Sumit Krishna Deb	2020-21	0.03	-	-	-	-	-	-	-	-	-	-	-	-
	2019-20	(0.08)	(-)	(-)	(-)	(-)	(-)	(1.00)	(-)	(-)	(-)	(-)	(-)	(-)
Probir Roy	2020-21	0.03	-	-	-	-	-	-	-	-	-	-	-	-
	2019-20	(0.04)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Ms. Shruti Swaika	2020-21	0.03	-	-	-	-	-	-	-	-	-	-	-	-
	2019-20	(0.08)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Mr. Sanjay Gupta*	2020-21	4.71	-	-	-	-	-	-	-	-	-	-	-	-
	2019-20	(4.20)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Mr. Saurabh Jajodia*	2020-21	6.10	-	-	-	-	-	-	-	-	-	-	-	-
	2019-20	(4.43)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)
Mr. Sunil Kajaria*	2020-21	4.39	-	-	-	-	-	-	-	-	-	-	-	-
	2019-20	(4.08)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)

(All amounts are in INR Million, unless otherwise stated)

* Salary excludes amount towards retirement benefits which is as follows:

Party	Retirement Benefits	
	2020-21	2019-20
Mr. Mayank Jalan	1.77	0.26
Mr. Sanjay Gupta	0.26	0.16
Mr. Saurabh Jajodia	0.83	0.18
Mr. Sunil Kajaria	0.70	0.25

Terms and conditions of transactions with related parties

The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free except for Investment in Non-convertible debenture of Keventer Ventures Limited and settlement occurs in cash.

Figures in bracket indicates figures of Previous year.
**Amounts are below the rounding off norm adopted by the Company.
Includes Rent paid against leased assets which have been accounted for in accordance with Ind AS 116, Leases (w.e.f. 01-04-2019)
Represents amount paid to Mandala swede SPV for the sitting fees related to nominee director.

(All amounts are in INR Million, unless otherwise stated)

52. Revenue from Contract with Customers

Timing of revenue recognition	**31st March 21**	**31st March 20**
Goods transferred at a point in time	8,111.03	9,229.37
Sales of services recognised over a period of time	40.77	40.05
	8,151.80	**9,269.42**

Refer Note No. 50 for the disaggregation of revenue from contract with customers between India and rest of the world.

Contract Balances

Particulars	**31st March 21**	**31st March 20**
Trade Receivables	336.47	475.81
Contract Liabilities		
Advance from customers	51.41	53.78

Trade Receivables are non-interest bearing and are generally on terms of 30-90 days.
Contract Liabilities includes advance from customers received for supply of goods.

Set out below is the movement of contract balances

Particulars	**31st March 21**	**31st March 20**
Amounts included in contract liabilities at the beginning of the year.	53.78	47.44
Amount received during the year	51.41	53.78
Amount adjusted during the year	53.78	47.44
Amounts included in contract liabilities at the end of the year.	**51.41**	**53.78**

Set out below is the movement in deferred revenue

Particulars	**31st March 21**	**31st March 20**
Opening Balance	31.21	28.77
Amount provided during the year	71.32	31.21
Amount adjusted during the year	31.21	28.77
Closing Balance	**71.32**	**31.21**

Performance Obligation
Sale of Products
The performance obligation is satisfied upon delivery / dispatch of the goods. Sales are made generally after receipt of advance except for certain customers where payment is due within 30-90 days from day of sales.

53. As per the “Upside Agreement” entered into between Mandala Swede SPV and Mr. Mayank Jalan, in case Mandala Swede SPV's return on their investment in Keventer Agro Limited exceeds 25% (in USD terms) at the time of exit or on long stop date, Mandala Swede SPV will share a certain percentage of such excess with Mr. Mayank Jalan. Given that the upside amount has not triggered as of the balance sheet date considering the expected valuation of the Company, no accounting has been carried out in the books.

54. Keventer Agro Limited ("the Company") had filed scheme of amalgamation under section 230 to 232 of the Companies Act, 2013 with National Company Law Tribunal (NCLT) on June 12, 2019 for amalgamation of Metro Dairy Limited (a wholly owned subsidiary) with appointed date of April 01,2018. NCLT vide order dated 11th March 2020, sanctioned the Scheme of amalgamation and effect of the scheme was given in the financial year 2019-20.

Since the above transactions had resulted in a common control business combination, considering the requirements of Ind AS 103 – Business Combinations, the accounting for the above transactions was given effect retrospectively by the Company during the year ended 31st March, 2020. The amalgamation was accounted for using the ‘pooling of interests’ method as specified in Appendix C "Business combinations of entities under common control" of Ind AS 103 based on the carrying value of the assets and liabilities of Metro Dairy Limited as included in the consolidated Balance Sheet of the Company as at the earliest period presented.

Transaction costs of Rs. 29.20 million incurred in relation to the common control business combination was recognised as expense during the year ended March 31, 2020.

55. The Company's business operations were impacted due to COVID-19 pandemic and consequent lockdowns during the month of April and May 2020. In view of such highly uncertain economic environment which is continuously evolving, the Company has considered the possible effects that may result from COVID-19 pandemic in the preparation of these financial statements. As per Company's present assessment, no material impact is expected due to COVID-19 on the carrying values of assets and liabilities as on 31st March, 2021 and the Company does not expect any impact of COVID-19 on its ability to continue as a going concern. The above evaluations are based on management's analysis after taking into consideration the internal and external information available up to the date of approval of these financial statements (including economic indicators, general business conditions etc), which are subject to uncertainties that COVID-19 outbreak might pose on economic recovery. The impact of COVID - 19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions.

56 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020.The Code has been published in the Gazette of India. However the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

57 These Restated Unconsolidated Summary Statements should be read in conjunction with the Restated Consolidated Summary Statement for the year ended on March 31, 2019.

For and on behalf of the Board of Directors

Keventer Agro Limited

For S.R.Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

per Sanjay Kumar Agarwal
Partner
Membership No. 060352

Mayank Jalan
Chairman & Managing Director
DIN No.- 00598842

Sumit Deb
Director
DIN No.- 00524590

Sanjay Gupta
Chief Financial Officer
& Company Secretary

Place : Kolkata
Date: 27th July 2021

Independent Auditor's Examination Report on the Restated Consolidated Summary Statement of Keventer Agro Limited as at and for the year ended March 31, 2019

The Board of Directors
Keventer Agro Limited
34/1 D.H. Road
Kolkata - 700 027
West Bengal, India.

Dear Sirs/Madams:

1. We have examined the attached Restated Consolidated Summary Statement of **Keventer Agro Limited** (the "Company") and Metro Dairy Limited, its subsidiary (the Company together with its subsidiary hereinafter referred to as "the Group") annexed to this report and prepared by the Company for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP") in connection with its proposed initial public offering of the equity shares of the Company (the "IPO"). The Restated Consolidated Summary Statement, comprising the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2019, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the year ended March 31, 2019, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Consolidated Summary Statement"), has been approved by the Board of Directors of the Company at their meeting held on July 27, 2021 and has been prepared in accordance with the requirements of:

    a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

    b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); and

    c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India ("ICAI"), (the "Guidance Note").

Management's Responsibility for the Restated Consolidated Summary Statement

2. The preparation of the Restated Consolidated Summary Statement, which are to be included in the DRHP is the responsibility of the Management of the Company. The Restated Consolidated Summary Statement has been prepared by the Management of the Company in accordance with the basis of preparation, stated in **Note 2** of **Annexure V** to the Restated Consolidated Summary Statement. The Management's responsibility

includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Summary Statement. The Management is also responsible for identifying and ensuring that the Group complies with the Act, the ICDR Regulations and the Guidance Note.

Auditor's Responsibilities

3. We have examined such Restated Consolidated Summary Statement taking into consideration:

   a) the terms of reference and terms of our engagement agreed with you vide our engagement letter dated April 13, 2021, in connection with the proposed IPO of the Company;

   b) the Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics Issued by the ICAI.

   c) concepts of test checks and materiality to obtain reasonable assurance based on the verification of evidence supporting the Restated Consolidated Summary Statement; and

   d) the requirements of Section 26 of the Act and the ICDR Regulations.

   Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. The Company proposes to undertake the IPO which comprises of an offer for sale by an existing shareholder of the Company and a fresh issue of its equity shares of **Rs. 5** each at such premium arrived at by the book building process, as may be decided by the Company's Board of Directors.

Restated Consolidated Summary Statement

5. The Restated Consolidated Summary Statement has been compiled by the management of the Company from the audited consolidated financial statements of the Group as at and for the year ended March 31, 2019, which were prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors of the Company at their meeting held on August 30, 2019.

6. For the purpose of our examination, we have relied on the independent auditor's report issued by us, dated August 30, 2019 on the audited consolidated financial statements of the Group as at and for the year ended March 31, 2019 as referred in Paragraph 5 above.

7. The audit report on the audited consolidated financial statements of the Group as at and for the year ended March 31, 2019 referred to in paragraph 6 above included emphasis of matter with respect to accounting treatment of the Scheme of Arrangement as detailed below which does not require any corrective adjustment in the Restated Consolidated Summary Statement:

   - We draw attention to Note 55 to the Restated Consolidated Summary Statement which describes the Scheme of Arrangement (the "Scheme") for demerger of the Investment Division of the Holding Company with effect from April 1, 2017, pursuant to the Order of National Company Law Tribunal (NCLT) dated February 27, 2019. Accordingly, the Investment Division has been transferred to resulting Company with effect from the appointed date of April 1, 2017 at Book Value immediately before the appointed date in terms of the Scheme approved by the NCLT instead of at fair values as on the date of NCLT order i.e. February 27, 2019.

     The above Emphasis of Matter did not give rise to any modification.

8. Based on our examination and according to the information and explanations given to us, we report that :

   i. The Restated Consolidated Summary Statement has been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the year ended March 31, 2019 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed in the audited unconsolidated financial statements of the Company as at and for the year ended March 31, 2021;

   ii. There are no qualifications in the independent auditor's report on the audited consolidated financial statements of the Group as at and for the year ended March 31, 2019 which require any adjustments to the Restated Consolidated Summary Statement.

   iii. The Restated Consolidated Summary Statement has been prepared in accordance with the Act, the ICDR Regulations and the Guidance Note.

9. We have not audited any financial statements of the Company as of any date or for any period subsequent to March 31, 2021. Accordingly, we express no opinion on the

financial position, results of operations, cash flows and statement of changes in equity of the Company as of any date or for any period subsequent to March 31, 2021.

10. This report should not in any way be construed as a reissuance or re-dating of any previous audit report issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. The Restated Consolidated Summary Statement does not reflect the effects of events that occurred subsequent to the date of the report on the audited financial statements mentioned in paragraph 5 above.

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13. Our report is intended solely for use of the Board of Directors of the Company for inclusion in the DRHP to be filed with Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Sanjay Kumar Agarwal
Partner
Membership Number: 060352
UDIN: 21060352AAAACP4816
Place of Signature: Kolkata
Date: July 27, 2021

KEVENTER AGRO LIMITED

Annexure I

Restated Consolidated Statement of Assets and Liabilities

(All amounts are in INR Million, unless otherwise stated)

	Note No.	As at 31st March, 2019
ASSETS		
Non-Current Assets		
Property, Plant and Equipment	4	3,755.67
Capital Work-in-Progress	5	241.06
Investment Property	6	166.19
Intangible Assets	7	1.61
Intangible Asset under Development	7.1	7.72
Financial Assets		
-Investments	8	0.01
-Other Financial Assets	9	41.16
Deferred Tax Assets (Net)	10	26.65
Other Non-Current Assets	11	19.58
Non-Current Tax Assets (Net)		54.31
		4,313.96
Current Assets		
Inventories	12	845.73
Biological Assets other than Bearer Plants	13	0.06
Financial Assets		
-Investment	14	44.76
-Trade Receivables	15	428.42
-Cash and Cash Equivalents	16	564.61
-Other Bank Balances	17	0.37
-Loans	18	0.53
-Other Financial Assets	19	55.25
Other Current Assets	20	442.83
		2,382.56
Total Assets		**6,696.52**
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	21	131.13
Other Equity	22	1,622.99
Total Equity		**1,754.12**
Non-Current Liabilities		
Financial Liabilities		
-Borrowings	23	3,015.56
-Other Financial Liabilities	24	44.00
Provisions	25	138.77
Deferred Tax Liabilities (Net)	10	28.56
Other Non-Current Liabilities	26	53.88
		3,280.77
Current liabilities		
Financial Liabilities		
-Borrowings	27	659.48
-Acceptances	28(a)	96.86
-Trade Payables	28(b)	
a) Total outstanding dues of Micro and Small enterprises		6.59
b) Total outstanding dues of creditors other than Micro and Small enterprises		493.70
-Other Financial Liabilities	29	260.07
Other Current Liabilities	30	135.67
Provisions	31	9.26
		1,661.63
Total Liabilities		**4,942.40**
Total Equity & Liabilities		**6,696.52**

The above Statement should be read with the Annexure V - Significant accounting policies and explanatory notes to Restated Consolidated Summary Statement, Annexure VI - Statement of Restatement Adjustments and Annexure VII - Notes to Restated Consolidated Summary Statement.

As per our report of even date.

For S.R.Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

For and on behalf of the Board of Directors
Keventer Agro Limited

per Sanjay Kumar Agarwal
Partner
Membership No. 060352

Mayank Jalan
Chairman & Managing Director
DIN No.- 00598842

Sumit Deb
Director
DIN No. 00524590

Sanjay Gupta
Chief Financial Officer
& Company Secretary

Place : Kolkata
Date: 27th July 2021

KEVENTER AGRO LIMITED

Annexure II

Restated Consolidated Statement of Profits and Losses
(All amounts are in INR Million, unless otherwise stated)

Particulars	Note No.	Year ended 31st March, 2019
INCOME		
Revenue from Operations	32	8,817.23
Other Income	33	26.89
Total Income		**8,844.12**
EXPENSES		
Cost of Materials Consumed	34	4,363.76
Purchase of Traded Goods		1,396.99
Changes in Inventories of Finished Goods, Traded Goods and Work-in-Progress	35	365.29
Employee Benefits Expense	36	535.69
Finance Costs	37	253.66
Depreciation and Amortisation Expense	38	192.36
Loss on Fair valuation of 0.01% Compulsorily Convertible Preference shares (CCPS)	23.4	65.96
Other Expenses	39	1,519.11
Total Expenses		**8,692.82**
Restated Profit/(Loss) before exceptional item & Tax		**151.30**
Exceptional Item	41	74.21
Restated Profit/(Loss) before Tax		**77.09**
Tax Expense:		
-Current Tax	44	47.63
-Deferred Tax charge / (credit)	44	30.68
-Tax of earlier years		(0.07)
Total tax expense/(credit)		**78.24**
Restated Profit/(Loss) After Tax		**(1.15)**
Restated Other Comprehensive Income/(loss) for the year		
Items that will not be reclassified to profit or loss		
(a) Remeasurement gains/(losses) on defined benefit obligations		(0.83)
(b) Income tax effect on above		0.27
Restated Total Other Comprehensive Income/(loss) for the year (Net of tax)		**(0.56)**
Restated Total Comprehensive Income/(loss) for the year (Net of tax)		**(1.71)**
Attributable to Equity holders of the parent:		
Restated Profit/(Loss) after tax		**(1.15)**
Restated Other Comprehensive Income/(loss) for the year (Net of tax)		**(0.56)**
Restated Total Comprehensive Income/(loss) for the year (Net of tax)		**(1.71)**
Restated Earnings/(Loss) per Equity Share		
Basic and Diluted (In Rs. per share)	40	**(0.04)**

The above Statement should be read with the Annexure V - Significant accounting policies and explanatory notes to Restated Consolidated Summary Statement, Annexure VI - Statement of Restatement Adjustments and Annexure VII - Notes to Restated Consolidated Summary Statement.

As per our report of even date.

For S.R.Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

per Sanjay Kumar Agarwal
Partner
Membership No. 060352

Place : Kolkata
Date: 27th July 2021

For and on behalf of the Board of Directors
Keventer Agro Limited

Mavank Jalan
Chairman & Managing Director
DIN No.- 00598842

Sumit Deb
Director
DIN No. 00524590

Sanjay Gupta
Chief Financial Officer
& Company Secretary

KEVENTER AGRO LIMITED

Annexure III
Restated Consolidated Statement of Cash Flows
(All amounts are in Rupees Million, unless otherwise stated)

		For the year ended March 31, 2019
A.	**CASH FLOW FROM OPERATING ACTIVITIES**	
	Restated Profit / (loss) before tax	77.09
	Adjustments for:	
	Depreciation and amortization expenses	192.36
	Finance Cost	253.66
	Unrealised foreign exchange loss / (gain)	4.12
	Bad debts and Advances written off	7.53
	Provision for doubtful debts and advances (net)	22.53
	Gain on sale of fixed asset (net)	(0.30)
	Net gains on fair value changes on financial assets	(2.27)
	Loss on Fair valuation of 0.01% Compulsorily Convertible Preference shares (CCPS)	65.96
	Biological Asset Valuation	0.16
	Deferred Government Grant Income	(6.30)
	Liabilities no longer required written back	(5.35)
	Interest Income	(6.09)
	Operating Profit before Working Capital Changes	**603.10**
	Movements in working capital:	
	Decrease in Trade Payable and Acceptances	(151.01)
	Increase in Provisions	7.09
	Increase in Other Current and Financial Liabilities	33.98
	Decrease in Trade Receivables	361.22
	Decrease in Inventories	473.73
	Increase in Loans, Other Current and Financial assets	(42.22)
	Cash generated from in Operations	**1,285.89**
	Direct Taxes Paid (net of refunds)	(40.39)
	Net Cash flow from Operating Activities	**1,245.50**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**	
	Purchase of Property, Plant and Equipment and Intangible assets (including Capital Work-in-Progress and Intangible Assets under Development)	(1,099.25)
	Proceeds from sale of Property, Plant and Equipment	6.97
	Proceeds from redemption of fixed deposits (net)	173.63
	Interest Received	8.49
	Net Cash used in Investing Activities	**(910.16)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**	
	Interest paid	(289.89)
	Payment of principal portion of lease liabilities	(2.53)
	Proceeds from Long term Borrowing	853.64
	Repayment of Long term Borrowing	(130.79)
	Repayment from Short term Borrowing (net)	(552.80)
	Net Cash generated used in Financing Activities	**(122.37)**
	Net increase in Cash & Cash Equivalents (A+B+C)	212.97
	Cash and Cash Equivalents - at the beginning of the year	351.64
	Cash and Cash Equivalents - at the end of the year	564.61
	Components of Cash & Cash Equivalents :	
	Balances with Banks:	
	-In Current accounts	170.98
	-In Cash credit account	6.60
	-In fixed deposits with banks having original maturity of less than 3 months	380.00
	Cheques on hand (including remittances in transit)	2.77
	Cash on hand	4.26
	Total Cash and Cash Equivalents (Refer Note No. 16)	**564.61**

The above Statement should be read with the Annexure V - Significant accounting policies and explanatory notes to Restated Consolidated Summary Statement, Annexure VI - Statement of Restatement Adjustments and Annexure VII - Notes to Restated Consolidated Summary Statement.

As per our report of even date.

For and on behalf of the Board of Directors
Keventer Agro Limited

For S.R.Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

per Sanjay Kumar Agarwal
Partner
Membership No. 060352

Mayank Jalan
Chairman & Managing Director
DIN No.- 00598842

Sumit Deb
Director
DIN No. 00524590

Sanjay Gupta
Chief Financial Officer
& Company Secretary

Place : Kolkata
Date: 27th July 2021

KEVENTER AGRO LIMITED

Annexure IV

Restated Consolidated Statement of Changes in Equity
(All amounts are in INR Million, unless otherwise stated)

A. Equity Share Capital (Refer Note 21)

Particulars	No. of Shares	Amount in Million
Equity Shares of Rs. 10 each, fully paid		
As on 31st March 2019	1,31,13,232	131.13

B. Other Equity

Particulars	Reserves and Surplus				Total
	Capital Reserves	Securities Premium	General Reserve	Retained Earnings	
Balance as at April 1, 2018	**53.70**	**292.03**	**30.00**	**1,819.50**	**2,195.23**
Adjustment on account out of restatement of tax balances pertaining to earlier years *	-	-	-	32.12	32.12
Restated Balance as at April 1, 2018	**53.70**	**292.03**	**30.00**	**1,851.62**	**2,227.35**
Adjustment pursuant to Demerger (Refer Note No. 55)	-	(245.10)	-	(357.55)	(602.65)
Restated Profit/(Loss) After Tax	-	-	-	(1.15)	(1.15)
Other Comprehensive Income/ (Loss) for the year (net of taxes)	-	-	-	(0.56)	(0.56)
Balance as at March 31, 2019	**53.70**	**46.93**	**30.00**	**1,492.36**	**1,622.99**

* Subsequent to March 31, 2019, the Company carried out reconciliation of the tax balances pertaining to earlier years and based on such reconciliation, the management has restated the opening Retained Earnings as on April 1, 2018 to rectify the error.

'Refer Note No. 22 for nature and purpose of Reserves and Surplus.

The above Statement should be read with the Annexure V - Significant accounting policies and explanatory notes to Restated Consolidated Summary Statement, Annexure VI - Statement of Restatement Adjustments and Annexure VII - Notes to Restated Consolidated Summary Statement.

As per our report of even date.

For S.R.Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

For and on behalf of the Board of Directors
Keventer Agro Limited

per Sanjay Kumar Agarwal
Partner
Membership No. 060352

Mayank Jalan
Managing Director
DIN No.- 00598842

Sumit Deb
Director
DIN No.- 00524590

Sanjay Gupta
Chief Financial Officer
& Company Secretary

Place : Kolkata
Date: 27th July 2021

1.Corporate and General information

The Restated Consolidated Summary Statement relate to Keventer Agro Limited ('KAL' or 'the Company') and its subsidiary, Metro Dairy Limited (the Company and its subsidiary collectively referred to as "the Group").

The Holding company is engaged in processing, manufacturing and marketing of packaged foods such as packaged beverages, fruit juices, packaged drinking water in the brand name of Frooti, Appy, Appy Fizz and Bailley under franchisee agreement with Parle Agro Pvt. Ltd. It is is also engaged in procurement, ripening and distribution of Banana. The Company has also entered into ready to cook segment with its wide range of products like Green Peas, Sweet Corn, Chicken Nuggets, Meat balls, Fish finger etc. The Company exports various value-added products like fruit pulp, sesame seeds, etc. and is also engaged in job work for manufacturing noodles. The address of the registered office is 34/1, D.H. Road, Kolkata-700027, West Bengal.

The Subsidiary Company is in the business of processing and marketing milk and milk products. It's plant at Barasat was set up under the Operation Flood (III) Programme, funded by the World Bank. It was a Joint Sector Company promoted by the West Bengal Co-operative Milk Producers' Federation Limited, an apex co-operative body of milk farmers, Keventer Agro Limited, a body corporate in the business of agro processing and National Dairy Development Board (NDDB), an internationally acclaimed dairy institution. Later on, NDDB and West Bengal Co-operative Milk Producers' Federation Limited have disposed their entire shares to Keventer Agro Limited.

2. Basis of Preparation

2.1 Statement of Compliance

The Restated Consolidated Summary Statement of the Group comprises of the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2019, the Restated Consolidated Statement of Profits and Losses (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Statement of Cash Flows for the year ended March 31, 2019, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Consolidated Summary Statement"), which has been approved by the Board of Directors of the Company at their meeting held on July 27, 2021

These Restated Consolidated Summary Statement have been prepared by the Management of the Company for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') prepared by the Company in connection with its proposed Initial Public Offer ("IPO") in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "Guidance Note").

These Restated Consolidated Summary Statement have been compiled by the Management from audited consolidated financial statements of the Group as at and for the years ended March 31, 2019 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors of the Company at their meeting held on August 30, 2019.

These Restated Consolidated Summary Statement do not reflect the effects of events that occurred subsequent to the date of board meeting on the audited consolidated financial statements mentioned above. These audited financial statements have been prepared on a going concern basis.

The Restated Consolidated Summary Statement have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended March 31, 2019 to reflect the same accounting treatment as per the accounting policy and grouping/classifications followed as at and for the period ended March 31, 2021.

2.2 Basis of Accounting

These Restated Consolidated Summary Statement have been prepared on the historical cost basis except for certain financial assets and liabilities that are measured at fair value, derivative financial instruments measured at fair value and biological assets that are measured at fair value less cost to sell at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In measuring fair value of an asset or liability, the group takes into account those characteristics of the assets or liability that market participants would take into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

External valuers are involved for valuation of significant assets and liabilities. Involvement of external valuers is decided by the management of the group considering the requirements of Ind AS and selection criteria include market knowledge, reputation, independence and whether professional standards are maintained.

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

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

The Group also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Functional and Presentation currency

The Restated Consolidated Summary Statement are presented in Indian Rupees, which is the functional currency of the group and the currency of the primary economic environment in which the group operates. All financial information presented in Rupees has been rounded off to the nearest rupees in Million with two decimal places.

Use of estimates and judgements

The preparation of Restated Consolidated Summary Statement in conformity with Ind AS requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities and the reported amount of revenues and expenses during the reporting period. Revision to accounting estimates are recognized in the period in which the estimates are revised and future periods affected. Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under the circumstances. Information about significant judgements and key sources of estimation made in applying accounting policies that have the most significant effects on the amounts recognized in the Restated Consolidated Summary Statement is included in the following notes:

Recognition of Deferred Tax Assets: The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the group's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits.

Useful lives of depreciable/ amortizable assets (tangible and intangible): Management reviews its estimate of the useful lives of depreciable/ amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to actual normal wear and tear that may change the utility of property, plant and equipment.

Classification of Leases: The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has several lease contracts that include extension and termination options. It applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, it reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

Defined Benefit Obligation (DBO): Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, medical cost trends, anticipation of future salary increases and the inflation rate. The group considers that the assumptions used to measure its obligations are appropriate. However, any changes in these assumptions may have a material impact on the resulting calculations.

Provisions and Contingencies: Provisions are liabilities of uncertain amount or timing recognised where a legal or constructive obligation exists at the balance sheet date, as a result of a past event, where the amount of the obligation can be reliably estimated and where the outflow of economic benefit is probable. Contingent liabilities are possible obligations that may arise from past event whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events which are not fully within the control of the group. The Group exercises judgement and estimates in recognizing the provisions and assessing the exposure to contingent liabilities relating to pending litigations. Judgement is necessary in assessing the likelihood of the success of the pending claim and to quantify the possible range of financial settlement. Due to this inherent uncertainty in the evaluation process, actual losses may be different from originally estimated provision.

Impairment of Financial Assets: The group reviews its carrying amount of investments carried at amortised cost annually. If recoverable amount is less than its carrying amount, the impairment loss is accounted for.

Allowance for Doubtful debts: The Group makes loss allowances for credit impaired debts based on an assessment of the recoverability of trade and other receivables. The identification of credit impaired debt enquires the use of judgments and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of trade and other receivables and credit impaired debt expenses in the period in which such estimate has been changed..

Fair Value measurement of financial Instruments: When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Fair Value of Biological Assets: The fair value of Biological Assets is determined based on recent transactions entered into with third parties or available market price.

2.3 Current versus non-current classification

The group presents assets and liabilities in the balance sheet based on current/non-current classification as per the group's normal operating cycle and other criteria set out in the Schedule III to the Act, and Ind AS 1 (Presentation of Restated

Consolidated Summary Statement). The group has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle; or
- Held primarily for the purpose of trading; or
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Similarly, a liability is current when:
- It is expected to be settled in the normal operating cycle; or
- It is held primarily for the purpose of trading; or
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

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

3. Summary of Significant Accounting Policies

3.1 Principles of consolidation

(i) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group 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 to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group combines the Restated Consolidated Summary Statement of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter Group 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.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Name	Country of Incorporation	Percentage Holding as at March 31, 2019
Metro Dairy Limited *	India	100%

* Also refer note no 54 of the Restated Consolidated Summary Statement.

(ii) Changes in Ownership Interests

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

(iii) Goodwill Arising on Consolidation

Goodwill is initially recognised at cost and is subsequently measured at cost less impairment losses, if any. Goodwill is tested for impairment annually or more frequently when there is an indication that it may be impaired. An impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

3.2 Revenue recognition

Revenue from contract with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Revenue is measured at the fair value of the consideration received or receivable, net of returns, discounts, volume rebates, outgoing sales taxes including goods and service tax. Revenue from sale of products is recognized when the Group transfers the control of goods to the customer as per the terms of contract.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of Products

Revenue from sale of products is recognized when the Group transfers the control of goods to the customer as per the terms of contract. The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Group considers the effects of variable consideration, the existence of significant financing component, non-cash considerations and consideration payable to the customer (if any). In case of domestic sales, the Group believes that the control gets transferred to the customer on dispatch of the goods from the factory/depot and in case of exports, revenue is recognised on passage of control as per the terms of contract / incoterms.

Variable consideration

Volume rebates

Variable consideration in the form of volume rebates is recognised at the time of sale made to the customers and are offset against the amounts payable by them. To estimate the variable consideration for the expected future rebates, the Group applies the expected value method or most likely method. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The most likely amount is used for those contracts with a single volume threshold, while the expected value method is used for those with more than one volume threshold. The Group then applies the requirements on constraining estimates of variable consideration and recognises a liability for the expected future rebates.

Rights of return

Certain contracts provide a customer with a right to return the damaged goods within a specified period. The Group uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, the Group recognises a provision for damage return and net it from revenue.

Contract balances

Trade receivables

A receivable represents the Group’s right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Advance from customer

Advance from customer is the obligation to transfer goods or services to a customer for which the Group has received consideration from the customer. Advance from customer is recognised as revenue when the Group performs under the contract.

Deferred revenue

Deferred revenue is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of deferred revenue (and the corresponding change in the transaction price) at the end of each reporting period.

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

3.3 Property, Plant and Equipment

Property, plant and equipment are stated at cost, which includes capitalised borrowing costs, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

Expenditure directly relating to construction activity are capitalised. Indirect expenditure incurred during construction period are capitalised as part of the indirect construction cost to the extent to which the expenditure are indirectly related to construction or are incidental thereto. Expenditure incurred on new projects under implementation are carried forward as pre-operative expenditure to be allocated appropriately to fixed assets on completion of the projects.

Machinery spares which can be used only in connection with an item of property, plant and equipment and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied.

Depreciation on property, plant and equipment is provided using the straight line method over the useful lives of the assets as estimated by the management. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed. The estimated useful lives, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

For the following class of assets, based on internal assessment, the management believes that the useful lives as given below best represent the period over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Particulars of assets	Useful life (Years) as per Management
Mobile Phone	3
Crates	5
Pallets	5
Freezers	5
Visi Cooler	3
Vehicles	4
Cycle Stand	48
Plant Roof and wall Sheeting	15
UHT Plant Finishing work	20
UHT Plant Structural Steel Structure	25
Building Puff insulation	25
External Drainage system, RCC Road & Bituminous Road and Hard base park for UHT Plant	25
Tetra Pak Conveyor System	14
Mould	8
Filling Machine TBA-19	9
Continuous Freezer	10

Leasehold Improvements are amortized over the period of lease.

Capital Work in Progress:

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.

Disposal

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and carrying amount of the property, plant and equipment and is recognised in the Statement of Profit and Loss.

Bearer Plants

Recognition and Measurement:

Bearer Plants, comprising of mature banana trees are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any). Cost of bearer plants includes the cost of land development, cost of nursery, drainage, cultivation, fertilizers and agro-chemicals etc.

Depreciation:

Depreciation on bearer plants is recognized so as to write off its cost over useful lives, using the straight-line method. Estimated useful life of the bearer plants has been determined to be 2.5 years. The residual value in case of Bearer Plants has been considered as NIL. The estimated useful life, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

3.4 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 cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment properties are required to be replaced at intervals, Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Group depreciates building component of investment property over 30 years from the date of original purchase.

Though the Group measures investment properties using cost-based measurement, the fair value of investment properties are disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee.

3.5 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

The estimated useful lives of assets are as follows:

Softwares & Licences (Acquired)	5 Years

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognised.

Intangible Assets under Development: Intangible Assets under development is stated at cost which includes expenses incurred in connection with their development in so far as such expenses relate to the period prior to their getting the assets ready for use.

3.6 Government Grants and subsidies

The Group recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with and the grants will be received. Grants related to assets are treated as deferred income and are recognized as other operating income in the Statement of profit & loss on a systematic and rational basis over the useful life of the asset. Grants related to income are recognized on a systematic basis over the periods necessary to match them with the related costs which they are intended to compensate and are deducted from the expense in the statement of profit & loss.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

Exports entitlements are recognised when the right to receive credit as per the terms of the schemes is established in respect of the exports made by the Group and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

3.7 Segment Reporting

The Chief Operational Decision Maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the Restated Consolidated Summary Statement.

The Operating segments have been identified on the basis of the nature of products/services.

a) Segment revenue includes sales and other income directly identifiable with the segment including inter segment revenue.

b) Common allocable costs are inter-se allocated to segments based on the basis most relevant to the nature of the cost concerned. Revenue and expenses, which relate to the enterprise as a whole and not allocable to segment on a reasonable basis, are included under the head unallocated expense / income.

c) Income which relates to the group as a whole and not allocable to segments is included in unallocable income.

d) Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the group as a whole and not allocable to any segment.

3.8 Earnings Per Share

Basic Earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders adjusted for the effects of potential equity shares by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

For the purpose of calculating diluted earnings per share, the net profit for the period attributed to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

3.9 Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

3.10 Acceptances

The Group enters into arrangements whereby banks make direct payments to suppliers for raw materials. The banks are subsequently repaid by the Group at a later date providing working capital timing benefits. These are normally settled up to twelve months. The economic substance of the transaction is determined to be operating in nature and these are recognised as Acceptances and disclosed on the face of the balance sheet. Interest expense on these are recognised in the finance cost. Payments made by banks to the operating vendors are treated as a non cash item and settlement of due to Acceptances by the Group is treated as an operating cash outflow reflecting the substance of the payment.

group

3.11 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent Liabilities being a possible obligation as a result of past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more future events not wholly within the control of the group are not recognized in the accounts. The nature of such liabilities and an estimate of its financial effect are disclosed in notes to the Restated Consolidated Summary Statement.

Contingent asset usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits**.** Contingent Assets are not recognized in the Restated Consolidated Summary Statement, the nature of such assets and an estimate of its financial effect are disclosed in notes to the Restated Consolidated Summary Statement.

3.12 Borrowing Costs

Borrowing costs include interest expense calculated using the effective interest rate method, other costs incurred in connection with borrowing of funds and exchange differences to the extent regarded as an adjustment to the interest costs. Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset (net of income earned on temporary deployment of funds) are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

3.13 Inventories

Inventories are valued as follows:
Inventories are valued at the lower of cost and net realizable value (NRV). Cost is measured by including, unless specifically mentioned below, cost of purchase and other costs incurred in bringing the inventories to their present location and condition. NRV is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Raw materials, components, stores and spares:
Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Raw materials include unripened bananas whose cost is the fair value less cost to sell at the point of harvest of bananas.

Work-in-progress and finished goods:
Lower of cost and net realizable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity. Traded goods in stock are valued at lower of landed cost and net realizable value.

By Products:
Valued at net realisable value.

3.14 Biological Assets:

Biological Assets are measured at fair value less cost to sell with changes in fair value recognized in Statement of profit and loss.

Biological assets of the group comprise of un-harvested bananas that are classified as current biological assets. The group recognizes biological assets when, and only when, the group controls the assets as a result of past events, it is probable that future economic benefits associated with such assets will flow to the group and the fair value or cost of the assets can be measured reliably. Expenditure incurred on biological assets is measured on initial recognition and at the end of each reporting period at its fair value less costs to sell. The gain or loss arising from a change in fair value less cost to sell of biological assets is included in Statement of Profit and Loss for the period in which it arises.

3.15 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Classification

The group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

Initial recognition and measurement

All financial assets are initially recognized when the group becomes a party to the contractual provisions of the instruments. Financial assets are recognised initially at fair value plus, in the case of financial assets not recognised at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement of financial assets is dependent on initial categorisation. For impairment purposes, significant financial assets are tested on an individual basis and other financial assets are assessed collectively in groups that share similar credit risk characteristics.

Financial assets measured at amortised cost

Financial assets are measured at amortised cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and 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. 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 and Loss. This category generally applies to trade and other receivables.

Financial assets measured at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at FVTOCI when the objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and the asset's contractual cash flows represent SPPI. Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income.

Financial assets measured at fair value through profit or loss (FVTPL)

FVTPL is a residual category for financial assets. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss.

Derecognition of financial assets

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the group has transferred its rights to receive cash flows from the asset.

Financial liabilities

Classification

The group classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss.

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Financial liabilities at fair value through profit or loss

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

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has designated 0.01% Compulsorily Convertible Preference shares (CCPS) issued by the Company, as financial liability at fair value through profit or loss.

Financial liabilities measured at amortised cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method except for those designated in an effective hedging relationship.

Amortised cost is calculated by taking into account any discount or premium and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the Statement of Profit and Loss. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the EIR method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Trade and other payables

A payable is classified as 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the group prior to the end of financial year, which are unpaid. They are recognised initially at their fair value and subsequently measured at amortised cost using the EIR method.

Financial guarantee contracts

Financial guarantees issued by the group are those guarantees that require a payment to be made to reimburse the holder of the guarantee for a loss incurred by the holder because the specified debtor fails to make a payment, when due, to the holder in accordance with the terms of a debt instrument. Financial guarantees are recognised initially as a liability at fair value, adjusted for transactions 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 amount recognised less cumulative amortisation.

Embedded derivatives

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

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 counterparty.

3.16 Derivative financial instruments

The group enters into a variety of derivative financial instruments viz. foreign exchange forward contracts, to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, interest rate swaps and cross currency swaps.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately unless the derivative is designated as hedging instrument.

3.17 Compound Financial Instruments:

The liability component of a compound financial instrument is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequently.

Interest related to the financial liability is recognised in Statement of Profit and Loss (unless it qualifies for inclusion in the cost of an asset). In case of conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognised.

3.18 Impairment

Financial assets

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

Non-financial assets

Non-financial 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 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 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 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 amortization or depreciation) had no impairment loss been recognised for the asset in prior years.

3.19 Leases

The group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

<u>Group as a lessee</u>

The group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, are as follows:

Building 2 to 5 years
Leasehold Land is amortised over the period of lease ranging from 30 to 99 years.

If ownership of the leased asset transfers to the group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment

ii) Lease liabilities

At the commencement date of the lease, the group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the group and payments of penalties for terminating the lease, if the lease term reflects the group exercising the option to terminate.
Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The group's lease liabilities are included in Other Financial Liabilities.

iii) Short-term leases and leases of low-value assets
The group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3.20 Foreign currency transactions and translations

Transactions in foreign currencies are translated to the functional currency of the group (i.e., INR) at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date, except for those derivative balances that are within the scope of Ind AS 109 – "Financial Instruments", are translated to the functional currency at the exchange rate at that date and the related foreign currency gain or loss are reported in the Statement of Profit and Loss.

Foreign exchange differences regarded as an adjustment to interest costs are recognised in the Statement of Profit and Loss. Realised or unrealised gain in respect of the settlement or translation of borrowing is recognised as an adjustment to interest cost to the extent of the loss previously recognised as an adjustment to interest cost.

3.21 Employee benefits

a) Employee benefits in the form of Provident Fund and Employee State Insurance are defined contribution plans. The group recognises contribution payable to a defined contribution plan as an expense, when an employee renders the related service. If the contribution payable to the scheme for services received before the balance sheet date exceeds the contribution already paid, the contribution payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund. There are no obligations other than the contribution payable to the respective trusts.

b) Gratuity is a defined benefit plans. The Group operates a defined benefit gratuity plan in India, comprising of Gratuity fund with Life Insurance Corporation of India. The Group's liability is actuarially determined using the Projected Unit Credit method at the end of the year in accordance with the provision of Ind AS 19 - Employee Benefits.

The Group recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The effect of any plan amendments are recognized in the Statement of Profit & Loss.

The Group recognises the changes in the net defined benefit obligation like service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income, as an expense in the Statement of Profit and Loss.

c) Long Term Compensated Absences - The Group treats accumulated leave to the extent such leave are carried forward as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred. GroupGroup

3.22 Taxes on Income

Income tax expense comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income. In such cases, the tax is also recognised directly in equity or in other comprehensive income.

Current tax

Current tax is the amount of tax payable on the taxable income for the year, determined in accordance with the provisions of the Income Tax Act, 1961.

Current Tax is measured on the basis of taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Deferred tax

Deferred tax is recognised on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the balance sheet and their corresponding tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences and unused tax losses being carried forward, to the extent that it is probable that taxable profits will be available in future against which those deductible temporary differences and tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

3.23 Common Control Transactions

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and the control is not transitory. The transactions between entities under common control are specifically covered by Ind AS 103. Such transactions are accounted for using the pooling-of-interest method. The assets and liabilities of the acquired entity are recognised at their carrying amounts recorded in the parent entity's Restated Consolidated Summary Statement. No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies. The components of equity of the acquired companies are added to the same components within the Group's equity. The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve. The Group's shares issued in consideration for the acquired companies are recognised from the moment the acquired companies are included in these Restated Consolidated Summary Statement and the financial statements of the commonly controlled entities are combined, retrospectively, as if the transaction had occurred at the beginning of the earliest reporting period presented. However, the prior year comparative information is only adjusted for periods during which entities were under common control.

KEVENTER AGRO LIMITED

Annexure VI

Statement of Restatement Adjustments

(All amounts are in INR Million, unless otherwise stated)

Part A

Reconciliation between audited equity and restated equity

Particulars	Note No	As at 31st March, 2019
Equity (as per Consolidated Financial Statements)		1,722.31
Adjustments		
(i) Audit Qualifications		-
(ii) Change in standards on lease accounting (Ind AS - 116, Leases)	Note I	(0.31)
(iii) Material Misstatements (if any)		-
(iv) Adjustment on account of restatement of tax balances pertaining to earlier years	Note II	32.12
Impact of adjustments		**31.81**
Total equity as per Restated Consolidated Statement of Assets and Liabilities		**1,754.12**

Reconciliation between audited loss and restated loss

Particulars	Note No	As at 31st March, 2019
Total Comprehensive income/(Loss) (as per audited Consolidated Financial Statements)		(1.40)
Restatement adjustments		
(i) Audit Qualifications		-
(ii) Change in standards on lease accounting (Ind AS - 116, Leases)	Note I	(0.31)
(iii) Material Misstatements (if any)		-
Impact of adjustments		**(0.31)**
Total Comprehensive income/(Loss) as per Restated Consolidated Statement of Profits and Losses		**(1.71)**

Notes :

I) The lease standard i.e., Ind AS 116 has been notified to be effective for audited financial statements w.e.f April 1, 2019 which prescribes the accounting of the lease contracts entered in the capacity of a lessee and a lessor. The Company has applied Ind AS 116 as of April 1, 2019 for preparing the audited Ind AS financial statements for the period beginning from April 1, 2019. For the purpose of preparing Restated Consolidated Summary Statement, Ind AS 116 has been applied retrospectively w.e.f. April 1, 2018.

Effective April 1, 2018, the Company has recognised lease liabilities measured at an amount equal to present value of remaining lease payments and corresponding ROU asset is measured at an amount equivalent to lease liabilities adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the Restated Consolidated Statement of Assets and Liabilities immediately before April 1, 2018.

II) Subsequent to March 31, 2019, the Company carried out reconciliation of the tax balances pertaining to earlier years and based on such reconciliation, the management has restated the opening Retained Earnings as on April 1, 2018 to rectify the error.

Part B: Material Regrouping

Appropriate regroupings have been made in the Restated Consolidated Statement of Assets and Liabilities, Restated Consolidated Statement of Profits and Losses and Restated Consolidated Statement of Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per Restated Unconsolidated Summary Statements of the Company for the period ended March 31, 2021 prepared in accordance with Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations 2018, as amended.

Part C: Non Adjusting items

Restated Consolidated Summary Statement does not contain any qualifications requiring adjustments, however, our auditors reports on consolidated financial statements for the year ended March 31, 2019 includes an emphasis of matter on impact related to Demerger and an other matter paragraph as mentioned below:

A) Emphasis of matter - Demerger

We draw attention to Note 55 to Restated Consolidated Summary Statement which describes the Scheme of Arrangement (the "Scheme") for demerger of the Investment Division of the Holding Company with effect from April 1, 2017, pursuant to the Order of National Company Law Tribunal (NCLT) dated February 27, 2019. Accordingly, the Investment Division has been transferred to resulting Company with effect from the appointed date of April 1, 2017 at Book Value immediately before the appointed date in terms of the Scheme approved by the NCLT instead of at fair values as on the date of NCLT order i.e. February 27, 2019. Our opinion is not modified in respect of this matter.

B) Other matter: Consolidated financial statement of the Group for the year ended March 31, 2018, included in the audited consolidated financial statement for the year ended March 31, 2019, were audited by the previous auditors who had expressed a modified opinion on those financial statements vide their report dated September 13, 2018.

Keventer Agro Limited
Notes to Restated Consolidated Summary Statement
(All amounts are in INR Million, unless otherwise stated)
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4. Property, Plant and Equipment

Particulars	Right of Use Assets (Refer Note No. 49) (Refer Note a)	Leasehold land (Refer Note a)	Freehold Land (Refer Note b,c,d)	Leasehold Improvements	Buildings (Refer Note a)	Plant and Equipment	Office Equipments	Furniture and Fixtures	Computers	Vehicles	Bearer Plant	Total
Gross Carrying Amount												
As at 31st March, 2018	**-**	**878.73**	**953.06**	**62.41**	**444.27**	**1,754.44**	**57.04**	**38.05**	**7.05**	**22.33**	**0.83**	**4,218.21**
As at 1st April, 2018	11.64	-	-	-	-	-	-	-	-	-	-	11.64
Reclassified on account of adoption of Ind AS 116	878.73	878.73	-	-	-	-	-	-	-	-	-	-
Additions	18.55	-	-	2.08	243.55	719.66	37.41	8.03	2.79	8.76	0.21	1,041.04
Deductions	-	-	82.37	8.53	0.12	13.37	9.05	1.18	0.18	2.81	-	117.61
As at 31st March, 2019	**908.92**	**-**	**870.69**	**55.96**	**687.70**	**2,460.73**	**85.40**	**44.90**	**9.66**	**28.28**	**1.04**	**5,153.28**
Accumulated Depreciation & Amortisation												
As at 31st March, 2018	**-**	**23.16**	**-**	**10.83**	**119.70**	**1,010.41**	**37.83**	**22.13**	**4.17**	**11.85**	**0.17**	**1,240.25**
As at 1st April, 2018	-	-	-	-	-	-	-	-	-	-	-	-
Reclassified on account of adoption of Ind AS 116	23.16	23.16	-	-	-	-	-	-	-	-	-	-
Charge for the year	14.47	-	-	9.95	21.98	118.97	10.75	2.40	1.58	3.30	0.36	183.76
Disposals	-	-	-	7.08	0.11	8.27	8.40	0.65	0.16	1.73	-	26.40
As at 31st March, 2019	**37.63**	**-**	**-**	**13.70**	**141.57**	**1,121.11**	**40.18**	**23.88**	**5.59**	**13.42**	**0.53**	**1,397.61**
Net Carrying Amount :												
As at 31st March, 2019	**871.28**	**-**	**870.69**	**42.26**	**546.14**	**1,339.62**	**45.22**	**21.02**	**4.07**	**14.86**	**0.51**	**3,755.67**

Disclosure of Right of Use (ROU) Assets as per Ind AS 116: "Leases"

Particulars	ROU Land	ROU Building	Total
Gross Carrying Amount			
As at 1 April, 2018	-	11.64	**11.64**
Reclassification on account of Adoption of Ind AS 116	878.73	-	**878.73**
Addition	18.55	-	**18.55**
As at 31 March, 2019	**897.28**	**11.64**	**908.92**
Accumulated depreciation			
As at 1 April, 2018	-	-	**-**
Reclassification on account of Adoption of Ind AS 116	23.16	-	**23.16**
Charge for the year	11.63	2.84	**14.47**
As at 31 March, 2019	**34.79**	**2.84**	**37.63**
Net Carrying Amount			
As at 31 March, 2019	**862.49**	**8.80**	**871.29**

(a) Registration of title deeds is in progress in respect of building and leasehold land acquired during the year, having Written down value (WDV) amounting to Rs. 48.26 million and Gross Block value amounting to Rs. 48.38 million.

(b) The Company had acquired Freehold Land of Rs. 82.5 million (30 acres) in the year 1988-89 under a scheme of arrangement approved by the Hon'ble High Court at Calcutta, title deed of which is in the name of erstwhile entity.

(c) Pending legal transfer of the land and determination of compensation thereof, no adjustments have been made in the books for approximately 3 Acres of land handed over to the West Bengal State Electricity Distribution Company Limited earlier known as West Bengal State Electricity Board for the construction of 33 KVA substation.

(d) Deductions/adjustment of Rs. 82.37 million represents freehold land relating to one of the subsidiary which demerged into a resulting Company as explained in Note 55.

(e) The amount of borrowing costs capitalised during the year ended 31 March 2019 was Rs.0.94 million. The rate used to determine the amount of borrowing costs eligible for capitalisation was 8.5% to 9.00%, which is the effective interest rate of the specific borrowing.

(f) The Company has borrowings from banks which carry charge over certain property, plant and equipments (Refer Note 23 for details).

(All amounts are in INR Million, unless otherwise stated)

5. Capital Work-in-Progress

Particulars	**As at 31st March, 2019**
As at 1st April. 2018	172.20
Add: Additions during the year	1,111.75
Less: Amount capitalised during the year	971.09
Less: Deduction / adjustment	71.80
As at 31st March, 2019	**241.06**

Deductions/adjustment of Rs. 71.80 million represents Capital Work-in-Progress (CWIP) relating to one of the subsidiary which demerged into a resulting Company as explained in Note 55.

6. Investment property

Particulars	**As at 31st March, 2019**
As at 1st April. 2018	190.14
As at 31st March, 2019	**190.14**
Depreciation	
As at 1st April. 2018	15.97
Depreciation	7.98
As at 31st March, 2019	**23.95**
Net Block	
As at 31st March 2019	**166.19**

Refer Note No. 43 for disclosure of Fair value of Investment Property.

7. Intangible assets

Particulars	**As at 31st March, 2019**
Gross Carrying Amount	
As at 1st April. 2018	**22.74**
As at 31st March, 2019	**22.74**
Accumulated Amortisation	
As at 1st April. 2018	**20.50**
Charge for the year	0.63
As at 31st March, 2019	**21.13**
Net Carrying Amount :	
As at 31st March, 2019	**1.61**

7.1 Intangible Asset under Development

Particulars	**As at 31st March, 2019**
As at 1st April. 2018	7.72
As at 31st March, 2019	**7.72**

(All amounts are in INR Million, unless otherwise stated)

8. Investments	**As at 31st March, 2019**
At amortised cost	
Investment in Government Securities (Unquoted)	
National Savings Certificates (deposited with Sales Tax authorities)	0.01
	0.01
Aggregate amount of unquoted investments	**0.01**
Aggregate amount of impairment in value of investments	-

9. Other Non - Current Financial Assets	**As at 31st March, 2019**
At amortised cost	
Unsecured, Considered good unless otherwise stated	
Security Deposits	25.14
Loan to Employees	9.14
Other Advances*	10.00
Less: Allowance for Doubtful Advances	(3.12)
	41.16

* In 2010-11, the Company had given Rs.10.00 million towards share application money to an entity for acquisition of business out of which the Company has made a provision of Rs. 3.12 million.

10. Deferred Tax Assets/(Liabilities) (Net)	**As at 31st March, 2019**
(a) Deferred Tax Assets:	
MAT Credit Entitlement	40.30
Tax impact on Expense Allowable in Future Years	60.91
Tax impact on Brought Forward Business Losses	43.90
(b) Deferred Tax Liabilities:	
Tax impact arising out of temporary differences in depreciable assets	145.26
Tax Impact of Taxable Future Income	1.76
Net Deferred Tax Assets/(Liabilities)	**(1.91)**

Refer Note No. 44 for other disclosures

Keventer Agro Limited
Notes to Restated Consolidated Summary Statement
(All amounts are in INR Million, unless otherwise stated)
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11. Other Non-Current Assets

	As at 31st March, 2019
Unsecured, Considered good unless otherwise stated	
Capital Advances	8.12
Advance recoverable in cash or in kind	10.86
Prepaid Expenses	0.60
	19.58

12. Inventories
(at lower of cost and net realisable value)

	As at 31st March, 2019
Raw materials*	247.05
Packing materials*	187.03
Work In Progress	160.71
Finished goods*	128.40
Traded Goods*	47.79
Stores, spares and consumables	74.62
Scrap	0.13
	845.73

*Including materials lying with third parties amounting to Rs. 234.63 million.

(a) Above includes Inventories carried at Fair Value less cost to sell

	As at 31st March, 2019
Finished goods	18.34
	18.34

(b) Refer Note No. 23 for information on Inventories pledged as securities.

13. Biological Assets other than Bearer Plants

	As at 31st March, 2019
Opening Balance	0.22
Unharvested Banana Loom recognised at Fair Value	0.06
Processing & Sale of Banana Loom	(0.22)
Closing Balance	**0.06**

Unharvested Banana on trees as on 31st March, 2019 was 4,125 kgs.

14. Current Investments

	As at 31st March, 2019
Investments carried at fair value through the Statement of Profit and Loss (FVTPL):	
Investments in Mutual Funds (Unquoted)	
HDFC corporate debt opportunities fund -regular (growth)	22.99
Reliance dynamic bond fund (growth)	10.90
UTI dynamic bond fund (growth)	10.87
Total	**44.76**
Aggregate book value and market value of Unquoted investments	44.76

(All amounts are in INR Million, unless otherwise stated)

15. Trade Receivables

	As at 31st March, 2019
At amortised cost	
- Receivables from Related Parties	0.02
- Others	428.40
	428.42
Secured	
Considered good	1.60
Unsecured	
Considered good	426.82
Considered doubtful	33.91
	462.33
Impairment Allowance	(33.91)
	428.42

a) No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person.

b) For terms and conditions pertaining to related party receivables, refer Note 51. Trade Receivables are generally on terms of 30 to 90 days and are non-interest bearing.

c) Refer Note No. 27 for information on receivables secured against borrowings.

d) Refer Note No. 45 for credit risk and market risk.

16. Cash and Cash Equivalents

	As at 31st March, 2019
At amortised cost	
Balances with Banks:	
-In Current accounts	170.98
-In Cash credit account	6.60
-In fixed deposits with banks having original maturity of less than 3 months	380.00
Cheques on hand (including remittances in transit)	2.77
Cash on hand	4.26
	564.61

Change in Financing activities on account of cash & non-cash items:

Particulars	**1st April 2018**	**Cash Flows (Net)**	**Non cash changes**	**31st March 2019**
Current borrowings	1,369.05	(552.80)	(156.77)	659.48
Non-Current borrowings (including current maturities)	2,367.90	722.84	57.66	3,148.40
Current Lease Liabilities	2.53	(2.53)	3.90	3.90
Non-Current Lease Liabilities	9.11	-	(3.90)	5.21

Non-cash changes comprise of borrowing costs amortisation, non cash movement on lease liabilities, foreign exchange fluctuations on borrowings, reclassification between amounts due within one year and amounts due after one year, etc.

Non cash changes in borrowings include Rs. 23.50 million as appearing in the books of the Company and Rs. 135.56 million as appearing in the books of one of the subsidiary which got transferred into the resulting company on account of demerger. Refer Note 55.

Keventer Agro Limited
Notes to Restated Consolidated Summary Statement
(All amounts are in INR Million, unless otherwise stated)
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17. Other Bank Balances

	As at 31st March, 2019
At amortised cost	
Fixed Deposit with Banks with original maturity of more than 3 months but less than 12 months^	0.37
Unpaid dividend account	*
	0.37

^ Includes Rs. 0.20 million pledged with various banks as margin money.

*In the case of wholly owned subsidiary: Actual amount of unpaid dividend account : Rs. 73/-

18. Loans

	As at 31st March, 2019
At amortised cost	
Unsecured, Considered good	
Loan to a Body Corporate	
Loan to Employee Cooperative Society	0.53
	0.53

19. Other Financial Assets

	As at 31st March, 2019
Unsecured, Considered good	
At amortised cost	
Other Receivables*	17.85
Security Deposits	0.55
Export Incentives Receivable	24.98
Loan to Employees	4.94
Others	6.75
At fair value through Profit and loss (FVTPL)	
Derivative Assets	0.18
	55.25

* Includes Rs. 16.45 million receivable from Keventer Capital Limited for Inter-corporate deposits (ICD's) transferred on account of demerger, since payment of these ICD's were made by the Company. Refer Note No. 55.

20. Other Current Assets

	As at 31st March, 2019
Unsecured, Considered good, unless otherwise stated	
Advances Recoverable in kind	
-Considered good	223.00
-Considered doubtful	8.71
Provision for Doubtful Advances	(8.71)
	223.00
Security Deposits	1.51
Balances with government authorities	201.24
Prepaid Expenses	17.08
	442.83

(All amounts are in INR Million, unless otherwise stated)

21. Equity Share Capital

	As at 31st March, 2019
Authorised:	
Equity Shares:	
2,19,30,000 Equity shares of Rs. 10/- each	219.30
Preference Shares:	
5,00,000 Preference shares of Rs. 100/- each	50.00
2,42,50,000 Compulsorily Convertible Preference shares of Rs. 10/- each	242.50
	511.80
Issued, Subscribed and Paid-up (Refer note b below for preference shares):	
1,31,13,232 Equity shares of Rs. 10 each, fully paid up	131.13
	131.13

(a) Reconciliation of the Number of Equity Shares outstanding

Equity Shares	As at 31st March, 2019	
	No. of shares	Amount
Equity Shares Outstanding at the beginning of the year	1,31,13,232	131.13
Equity Shares Outstanding at the end of the year	**1,31,13,232**	**131.13**

(b) Terms/Rights attached to equity shares and preference shares

The Company has one class of equity shares having a face value of Rs.10 per share. Each shareholder is entitled to one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after payment of all preferential amounts, in proportion to their shareholding.
2,41,66,327 nos. 0.01% Compulsorily Convertible Preference Shares (CCPS) of Rs 10/- each - are compulsorily convertible into Equity shares are treated as Borrowings since the number of Equity shares are not fixed (refer note no. 23.4 under the Non Current Borrowings). The dividend rights are cumulative. In case the CCPS are not converted prior to 20th anniversary from the date of allotment , these shall automatically and mandatorily convert into Equity shares at the end of said 20 years in terms of the Shareholders Agreement .

(c) Details of Equity Shareholders holding more than 5% of the equity shares

Name of the Shareholder	As at 31st March, 2019	
	No. of shares	% of Shareholding
MKJ Enterprises Limited	51,46,473	39.25%
M K J Developers Limited	19,05,200	14.53%
Mayank Jalan	12,45,218	9.50%
Edward Keventer Private Limited	11,60,416	8.85%
Keventer Capital Limited	9,51,048	7.25%
Mandala Swede SPV	8,07,993	6.16%

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 legal ownership of shares.

(d) The Company has not allotted any ordinary shares against consideration other than cash nor has allotted any shares as fully paid up by way of bonus shares nor has bought back any shares during the period of five years immediately preceding the date at which the Balance Sheet is prepared.

(e) The Company does not have any Holding Company or Ultimate Holding Company.

(f) No calls are unpaid by any Director or Officer of the Company during the year.

(g) Also Refer Note 40

(All amounts are in INR Million, unless otherwise stated)

22. Other Equity	As at 31st March, 2019
Retained Earnings	
Opening Balance as per Audited Consolidated Financial Statements	1,819.50
Add: Adjustment on account of restatement of tax balances pertaining to earlier years*	32.12
Restated Opening Balance as on 1st April, 2018	**1,851.62**
Add: Restated Profit for the period as per Statement of Profit & Loss	(1.15)
Less: Adjustment pursuant to Demerger (Refer Note No. 55)	(357.55)
Less: Restated Other Comprehensive Income (net of taxes)	(0.56)
Closing Balance	**1,492.36**
General Reserve	
Opening Balance	30.00
Closing Balance	**30.00**
Securities Premium	
Opening Balance	292.03
Less: Adjustment pursuant to Demerger (Refer Note No. 55)	(245.10)
Closing Balance	**46.93**
Capital Reserves	
Opening Balance	53.70
Closing Balance	**53.70**
	1,622.99

* Subsequent to March 31, 2019, the Company carried out reconciliation of the tax balances pertaining to earlier years and based on such reconciliation, the management has restated the opening Retained Earnings as on April 1, 2018 to rectify the error.

Capital Reserve

Capital Reserve has been primarily created on amalgamation in earlier years.

Securities Premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013. During the year, a portion of Securities Premium was adjusted as a result of demerger, in a manner as approved by the order of National Company Law Tribunal (NCLT). Refer Note 55

General reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations. The purpose of these transfers was to ensure that if a dividend distribution in a given year is more than 10% of the paid-up capital of the Company for that year, then the total dividend distribution is less than the total distributable results for that year. Consequent to introduction of Companies Act 2013, the requirement to mandatorily transfer a specified percentage of the net profit to general reserve has been withdrawn. However, the amount previously transferred to the general reserve can be utilised only in accordance with the specific provisions of Companies Act, 2013

Retained earnings

This Reserve represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

(All amounts are in INR Million, unless otherwise stated)

23. Non-Current Borrowings

	As at 31st March, 2019
At amortised cost	
Secured, Rupee borrowings	
Term Loans from banks (Refer Note 23.1)	1,376.80
Vehicle Loan from banks (Refer Note 23.3)	8.73
Deferred Payment Credit from a supplier (Refer Note 23.2)	39.84
At fair value through Profit and loss (FVTPL)	
Unsecured	
0.01% Compulsorily Convertible Preference shares (CCPS) of Rs. 10 each (Refer Note 23.4)	1,723.03
Total Borrowings	**3,148.40**
Less: Current Maturities - disclosed under the head Other Financial Liabilities	
Term Loan from Banks	110.60
Deferred Payment Credit	19.32
Vehicle Loan from a Bank	2.92
	(132.84)
Total Non-Current Borrowings	**3,015.56**

23.1 Details of securities provided in respect of Term loans (including for current maturities as stated under "Current Liabilities - Other Financial Liabilities" in Note No. 29) and their repayment terms :

SL No.	Nature of security	Repayment Terms & Interest Rate	As at March 31, 2019
1	1. First pari-passu charge over all the fixed assets of the company except Dairy Division (except those exclusively charged to the lenders for securing vehicle loans and equipment loans) both present and future. 2. First pari-passu charge over the cash flow in respect of rent receivables from a party. 3. Second pari-passu charge over current assets of the company except Dairy Division. 4. Personal Guarantee of one promoter director of the Company.	78 Months from first drawdown date. Final maturity date June 2024. Loan is repayable in 22 Quarterly Instalments ranging from Rs. 20 Mn to Rs. 25 Mn. per instalment. Interest is payable monthly at a rate of 9.90% p.a.	478.17
2	1. First pari-passu charge over all the fixed assets of the company except Dairy Division (except those exclusively charged to the lenders for securing vehicle loans and equipment loans) both present and future. 2. Second pari-passu charge over current assets of the company except Dairy Division. 3. Personal Guarantee of one promoter director of the Company.	84 Months from first drawdown date. Final Maturity date September 2025. Loan is repayable in 22 Quarterly Instalments ranging from Rs. 20 Mn to Rs. 25 Mn. per instalment. Interest is payable monthly at a rate ranging from 9.90% p.a. to 10.15% p.a.	343.45
3	1. First pari-passu charge by way of mortgage over the immovable fixed assets of dairy division (erstwhile Metro Dairy Limited) of the company (Except Malda Property), both present and future (except those exclusively charged to other lenders) 2. First pari-passu charge on movable fixed assets of dairy division (erstwhile Metro Dairy Limited) of the company (Except Malda Property), both present and future (except those exclusively charged to other lenders) 3. Personal Guarantee of one promoter director of the Company.	90 Months from first drawdown date. Final maturity date September 2025. Loan is repayable in 22 Quarterly Instalments ranging from Rs. 11 Mn to Rs. 13.8 Mn. per instalment Interest is payable monthly at a rate ranging from 8.50% p.a. to 8.90% p.a.	266.20
4	1. First pari-passu charge by way of mortgage over the immovable fixed assets of dairy division (erstwhile Metro Dairy Limited) of the company (Except Malda Property), both present and future (except those exclusively charged to other lenders) 2. First pari-passu charge on movable fixed assets of dairy division (erstwhile Metro Dairy Limited) of the company (Except Malda Property), both present and future (except those exclusively charged to other lenders) 3. Personal Guarantee of one promoter director of the Company.	78 Months from the date of first disbursement. Final Maturity date December 2024. Loan is repayable in 20 equal Quarterly Instalments of Rs. 12.5 Mn. each. Interest is payable monthly at a rate of 8.80% p.a.	239.67

(All amounts are in INR Million, unless otherwise stated)

5	1. First pari-passu charge over all the fixed assets of the company (excluding fixed assets of Dairy Division and except those exclusively charged to the lenders for securing vehicle loans and equipment loans) both present and future. 2. First pari-passu charge over the cash flow in respect of rent receivables from a party. 3. Second pari-passu charge over current assets of the company excluding cash flows in respect of rent receivables from a party. 4. Personal Guarantee of one promoter director of the Company.	96 Months from the date of first disbursement. Final Maturity date March 2021. Loan is repayable in 28 Equal Quarterly Instalments of Rs. 4.11 Mn each. Interest was payable monthly at a rate of 11.20% p.a.	32.90
6	1. First pari-passu charge over all the fixed assets of the company (excluding fixed assets of Dairy Division and except those exclusively charged to the lenders for securing vehicle loans and equipment loans) both present and future. 2. First pari-passu charge over the cash flow in respect of rent receivables from a party. 3. Second pari-passu charge over current assets of the company excluding cash flows in respect of rent receivables from a party. 4. Personal Guarantee of one promoter director of the Company.	60 Months from the date of first disbursement. Final Maturity date January 2022. Loan is repayable in 16 Equal Quarterly Instalments of Rs. 1.41 Mn each. Interest was payable monthly at a rate of 10.80% p.a.	16.41
Total			**1,376.80**

23.2 Deferred payment credit is secured by lien on equipments acquired from the supplier aggregating to Rs. 86.82 million. Deferred payment credit consist of two loans which are repayable in 9 half yearly instalments and 5 annual instalments. These loans carry an interest of 10% p.a.

23.3 Vehicle loan is secured by hypothecation of vehicle acquired therefrom.

Vehicle loans represent loan from Banks for purchase of cars with an interest rate ranging between 8.25% to 9.85% . The loans will be repaid in the span of 48 equated monthly instalments from the date of draw down of respective loans ending by the financial year 2022-23.

(All amounts are in INR Million, unless otherwise stated)

23.4 Terms of conversion / redemption of 0.01% Compulsorily Convertible Preference shares (CCPS)

Preference share are having the maximum redemption period of 20 years from the date of allotment. The preference shareholders have the option to convert the CCPS into equity shares at any time before the term of 20 years. If this right is not exercised, the CCPS shall be mandatorily converted into equity shares after the term of 20 years in the manner as stipulated in Share Subscription and Share Holders Agreement (SSHA) entered amongst the Company, its promoters (as defined in SSHA) and the Investors (as defined in SSHA).

Conversion of CCPS into Equity Shares would take place upon occurrence of substantial funding event within a stipulated time range and is convertible into variable number of equity shares depending on ultimate IRR to the Investor on their investment in aforesaid CCPS.

Fair Value (Gain)/ Loss on CCPS (designated at Fair Value through Profit and Loss (FVTPL)) in the Statement of Profit and Loss represents the fair value changes (net) on the outstanding CCPS and is in the nature of a non cash item which doesn't entail any outflow / inflow of cash. Upon conversion of aforesaid CCPS into equity shares, entire carrying value of CCPS (including cumulative fair value gains / losses) as on the date of such conversion shall be transferred to 'Equity' in accordance with the applicable IND AS.

24. Other Non-Current Financial Liabilities

	As at 31st March, 2019
At amortised cost	
Lease Liabilities	5.21
Security Deposits	38.79
	44.00

25. Non-Current Provisions

	As at 31st March, 2019
Provision for Employee Benefits	
- Gratuity (Refer Note No. 48)	78.31
- Leave benefits	60.46
	138.77

26. Other Non-Current Liabilities

	As at 31st March, 2019
Deferred Government Grant	53.88
	53.88

Government Grant includes Rs. 1.26 million towards Export Promotion Capital Goods (EPCG) scheme. The scheme allows import of certain capital goods (including spares) at concessional duty subject to an export obligation for the duty saved on such capital goods imported under EPCG scheme. The duty saved on capital goods imported under EPCG scheme being Government Grant, is accounted as stated in the accounting policy adopted by the Company on Government Grants.

Balance represents grant received from Government for setting up of various capital projects under the scheme amounting Rs. 59.11 million, including current portion.

Government grants are received for the purpose of acquisition of specific / class of assets and the said grants were fully utilised and are amortised over the remaining useful life of the assets, as applicable

(All amounts are in INR Million, unless otherwise stated)

27. Current Borrowings

	As at 31st March, 2019
At amortised cost	
Secured	
From Banks	
-Cash Credit (in Rupee)	353.36
-Packing credit facilities	
in Rupee	196.07
in Foreign currency	60.05
-Demand loan (in Rupee)	50.00
	659.48

27.1 Security on short term borrowings have been provided as follows:

(a) Cash credit, demand loan, buyer's credit and packing credit facilities of Rs. 318.22 million are secured by hypothecation of entire stock of raw materials, semi-finished goods, finished goods, consumable stores and spares and such other movables including book debts, bills whether documentary or clean, outstanding monies, receivables, both present & future, of the Company (excluding current assets of F&V Division) on pari-passu basis with other lenders. The facilities are further secured by second charge on movable / immovable fixed assets of the Company (excluding fixed assets of F&V Division) ranking pari-passu with other lenders.

(b) Cash credit and packing credit facilities of Rs. 145.19 million are secured by hypothecation of all stocks of raw materials, WIP, finished goods, consumable stores & spares , book debts, advances and other current assets of the Company (excluding current assets of F&V Division) on pari-passu basis with other lenders. The facilities are further secured by second charge on land and building, plant and machinery and other fixed assets of the Company ranking pari-passu with other lenders.

(c) Cash credit, packing credit facilities of Rs. 196.07 million are secured by first pari-passu charge on its Current Assets both present and future (except those exclusively charged to existing lenders).
Second pari-passu charge on its Fixed Assets both present and future (except those exclusively charged to existing lenders).
Corporate Guarantee of Metro Dairy Limited

(d) Cash credit and packing credit facilities from banks are also secured by personal guarantee of one promoter director of the Company.

(e) Interest rate on short term borrowings

Nature of Borrowing	**2018-19**
Packing Credit Facilities in Foreign Currency / INR	4.67% - 11.00%
Buyer's Credit	0.60%
Cash Credit / Demand Loan	9.35% - 11.75%

(f) Repayment of packing credits in Rupee / Packing Credit in foreign currency (PC) loans depending upon the despatch schedule of the concerned orders and upto 180 days from the date of disbursement of the respective PC's. In case of demand loans / short term loans, are repayable in days ranging from 160-180 days from the date of respective disbursements. Further the cash credit outstanding is repayable on demand.

28(a). Acceptances (Current)

	As at 31st March, 2019
Acceptances	96.86
	96.86

Acceptances/suppliers credit from different banks under multiple banking arrangement are secured by First pari-passu charge on all the Current Assets of the Borrower (both present and future) (except those exclusively charged to existing lenders) and as per the working capital lenders' sanction terms (Refer to note no. 27.1 (Security on short term borrowings) of the Balance Sheet.

28(b) Trade Payables

	As at 31st March, 2019
At amortised cost	
Total outstanding dues of micro enterprises and small enterprises	6.59
Total outstanding dues creditors other than micro enterprises and small enterprises	493.70
	500.29

Refer Note No. 45 for information about liquidity risks and market risks on trade payable.
Trade payables are non interest bearing and are normally settled on 30-90 days terms.

(All amounts are in INR Million, unless otherwise stated)

28(c) Micro and Small Enterprises under the Micro and Small Enterprises Development Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below:

Particulars	**As at 31st March, 2019**
a) The principal amount and interest due thereon remaining unpaid to any supplier	6.59
b) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of payment made to the supplier beyond the appointed day	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-
d) The amount of interest accrued and remaining unpaid	-
e) The amount of further interest remaining due and payable even in the succeeding year until such date when the interest dues above are actually paid to small enterprise, for the purpose of disallowance of a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	-
	6.59

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

29. Other Current Financial Liabilities

	As at 31st March, 2019
At amortised cost	
Current maturities of long term debt (refer Note No. 23)	132.85
Interest accrued but not due on borrowings	3.46
Payable towards purchase of capital goods	87.57
Security Deposits	2.63
Other Payables	1.24
Lease Liabilities	3.90
Payable to Employees	26.74
Unpaid dividend	*
At fair value through Profit and loss (FVTPL)	
Foreign Exchange forward contracts	1.68
	260.07

*Actual amount of unpaid dividend: Rs. 73/-

30. Other Current Liabilities

	As at 31st March, 2019
Advance from Customers	47.44
Deferred Revenue	28.77
Deferred Government Grant (Refer Note No. 26)	6.49
Statutory Liabilities	22.51
Other Payables*	30.46
	135.67

* Mainly includes deposit received from customers towards visicooler.

31. Current Provisions

	As at 31st March, 2019
Provision for Employee Benefits	
- Gratuity (Refer Note No. 48)	5.60
- Leave benefits	3.66
	9.26

(All amounts are in INR Million, unless otherwise stated)

32. Revenue from Operations

	As at 31st March, 2019
Revenue from contract with customers	
Revenue from sale of products (net of applicable rebates and discounts) *	8,597.52
Revenue from sale of services	
Rent and service charges	36.70
Others	0.06
Other Operating Revenues	
Export Incentives	81.14
Job work Charges	96.09
Others	5.72
	8,817.23

*After net adjustment of reclassifications pertaining to certain incentives / schemes amounting to Rs. 7.43 million which have now been adjusted from the above reported numbers.

33. Other Income

	As at 31st March, 2019
Interest income from financial assets at amortised cost	
-Bank Deposits	4.00
-Others	2.09
Gain on sale of fixed asset (net)	0.30
Deferred Government Grant Income*	6.30
Liabilities no longer required written back	5.35
Net gains on fair value changes on financial assets	2.27
Miscellaneous income	6.58
	26.89

*Amortisation of Government Grants on the basis of the useful life of related assets, as applicable. Also Refer Note 26

34. Cost of Materials Consumed

		As at 31st March, 2019
Opening stock of raw material and packing materials	(A)	573.94
Add: Purchase of raw material and packing materials	(B)	4,223.90
Less: Closing Stock of raw material and packing materials	(C)	434.08
	(A) + (B) - (C)	**4,363.76**

(All amounts are in INR Million, unless otherwise stated)

35. Changes in Inventories of Finished Goods , Traded Goods and Work-in-Progress	As at 31st March, 2019
A) Inventory at the end of the year	
Finished Goods	128.40
Traded Goods	47.79
Work in progress	160.71
B) Inventory at the beginning of the year	
Finished Goods	140.78
Traded Goods	438.30
Work in progress	123.11
Changes in Inventories of Finished Goods, Traded Goods and Work-in-Progress (B-A)	**365.29**

36. Employee Benefits Expense	As at 31st March, 2019
Salaries, Wages and Bonus	464.32
Contribution to Provident and Other Funds	26.36
Gratuity expense (Refer note 48)	16.18
Staff Welfare Expenses	28.83
	535.69

(All amounts are in INR Million, unless otherwise stated)

37. Finance Costs

	As at 31st March, 2019
Interest expense on financial liabilities at amortised cost	232.71
Interest expense on lease liabilities	0.67
Other Borrowing Costs	20.28
	253.66

38. Depreciation and Amortisation Expense

	As at 31st March, 2019
On Tangible assets (Refer Note No. 4)	169.28
On Right of Use Assets (Refer Note No. 4)	14.47
On Investment Properties (Refer Note No. 6)	7.98
On Intangible assets (Refer Note No. 7)	0.63
	192.36

39. Other Expenses

	As at 31st March, 2019
Freight, Packaging and Forwarding charges	592.17
Power and Fuel	251.61
Advertisement and Sales promotion expenses	98.72
Processing charges	93.29
Consumption of stores and Spares	79.09
Travelling and Conveyance	65.40
Rent and Hire charges	41.58
Repairs and Maintenance:	
- Buildings	12.93
- Plant and Machinery	23.49
- Others	16.29
Bad debts and Advances written off (Refer Note (a) below)	7.53
Brokerage & Commission	8.03
Directors' sitting fees	0.67
Insurance	1.54
Legal and Professional charges	32.05
Loss on settlement of commodity futures (net)	15.09
Loss on foreign exchange fluctuation (net)	26.84
Provision for doubtful debts and advances	22.53
CSR Expenditure (Refer Note 39.1)	1.49
Rates and Taxes	2.45
Payments to Auditors' (Refer Note (b) below)	3.25
Service charges	52.44
Trade mark usage fees	5.88
Miscellaneous expenses	64.75
	1,519.11

(a) **Bad Debts and Advances written off**

	As at 31st March, 2019
Bad Debts and Advances written off	34.25
Less: Adjusted against Provision for doubtful debts and advances	(26.72)
	7.53

(b) **Payment to Auditor**

	As at 31st March, 2019
As auditor :	
-Audit fees	2.00
-Tax audit fees*	0.45
In other capacity:	
-Other services*	0.75
Reimbursement of expenses	0.05
	3.25

* Includes Rs 0.20 million & Rs. 0.56 million paid to preceding auditor

39.1 Details of Corporate Social Responsibility (CSR) expenditure in respect of a wholly owned subsidiary

	Particulars			As at 31st March, 2019
a)	Gross amount required to be spent by the Company during the year			**8.44**
I)	Amount spent during the year ending on 31st March, 2019:	**In cash**	**Yet to be paid in cash**	**Total**
i)	Construction / acquisition of any asset	1.49	-	**1.49**
ii)	On purposes other than (i) above	-	-	-

40. Earnings / (Loss) per share (EPS)

	As at 31st March, 2019
Basic earnings / (loss) per share ##	
Restated Profit / (Loss) after tax (a) (Rs. in million)	(1.15)
Weighted average number of equity shares for Basic EPS (b) (Nos.) ##	2,62,26,464
Nominal value of equity per share (Rs.)	5
Basic earnings / (loss) per share (a/b) (Rs.)	**(0.04)**
Diluted earnings / (loss) per share ##	
Restated Profit / (Loss) after tax (c)(Rs. in million)	(1.15)
Effect of dilution:	
Adjustment of Gain / (Loss) on fair valuation of preference shares	(65.96)
Profit attributable to equity holders adjusted for the effect of dilution (c) (Rs. in million)	**64.81**
Weighted average number of equity shares (Nos.) ##	2,62,26,464
Effect of dilution:	
Weighted average number of potential equity shares (CCPS) (Nos.) ##	3,68,89,104
Weighted average number of Equity shares adjusted for the effect of dilution (d) (Nos.) ##	**6,31,15,568**
Diluted earning per share (Rs.) #	**(0.04)**

The Company is having 0.01% Cumulative Compulsorily Convertible Preference shares (CCPS) of Rs. 10 each which are potential equity shares. The number of ordinary shares that will be issued on conversion of CCPS to ordinary shares is not fixed and hence, maximum number of ordinary shares that could be issued on conversion of CCPS has been considered in calculation of diluted earning per share as per Ind AS 33, Earnings per Share. In the current year the impact of potential equity shares on earnings per share is anti-dilutive and hence, Basic earnings / (loss) per share has been considered as the Diluted earnings / (loss) per share.

The Board of Directors at their Meeting held on June 4, 2021 approved the sub-division of each equity share of face value of Rs. 10/- fully paid up into 2 equity shares face value of Rs. 5/- each fully paid up. The same has been approved by the Members on June 29, 2021 through Extra ordinary General Meeting i.e. after the reporting period but before the Restated Consolidated Summary Statement approval, therefore effective date for the subdivision was June 29, 2021. The earnings per share calculations above have been presented based on the new number of shares in accordance with Ind AS 33 'Earning Per Share' read with Ind AS 10 'Events after Reporting Period'.

(All amounts are in INR Million, unless otherwise stated)

41. Exceptional Item:
The Company was eligible for remission of sales tax/value added tax collected from customer on sale of certain products under West Bengal Incentive Scheme 1999 for a period of nine years from April 27, 2001. The Company had filed an application with the concerned authority for the extension of the eligibility period. The Commerce & Industries Department, vide their letter dated August 17, 2010, had allowed the extension of the Eligibility Period by two years (extended eligibility period) after expiry of the above period of 9 years, subject to the concurrence of the Finance Department, Government of West Bengal. Pending receipt of such approval, sales tax/value added tax aggregating to Rs.70.78 million collected from customer on sale of such products after the initial eligibility period was recognised as revenue till the expiry of the extended eligibility period.
During the year, the Company paid Rs. 74.21 million towards settlement of above matter with Sales tax authorities under “Settlement of Dispute Scheme” issued by Directorate of Commercial taxes, Government of West Bengal vide Trade Circular No. 01/2019 dated 4th January 2019 and disclosed the same as exceptional item in the Statement of Profit and Loss.

42. 1 Contingent liabilities not provided for in respect of:

a) Income tax matters Rs. 35.67 million
In the case of wholly owned subsidiary: The Company has filed appeal against the income tax demand of Rs.7.46 million ,which is included above, raised by Income Tax authorities relating to disallowance of leave benefit expenses under section 43B(f) of the Income Tax Act, 1961 on the ground that same is allowed on cash basis and not on accrual basis. The Company has claimed this expenditure on accrual basis in view of Supreme courts decision in the case of Bharat Earth Movers vs CIT. In the event of the Company paying the demand amount in future, it will be entitled to claim this expenditure in income tax on payment basis.
* Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities. Based on discussions with the solicitors/favourable decisions in similar cases/legal opinions taken by the Company, the management believes that the Company has a good chance of success in above mentioned matters and hence no provision there against is considered necessary.

b) Bank guarantees given Rs. 154.47 million including corporate guarantee given by a banker to another banker of Rs. 120.00 million.

c) In the case of wholly owned subsidiary: The District Land and Land Reforms Department, North 24 Parganas, Government of West Bengal, had demanded a sum of Rs. 5.54 million in the year 1998-1999 for lease rent, interest and cess etc. relating to the period 1992-1998 on leasehold land at Barasat, West Bengal.
The Company has filed a writ petition with Hon’ble High Court, Calcutta against the said demand and has obtained an interim stay order there against. Further, no affidavit – in – opposition has been filed on behalf of the state of West Bengal till date.
The Company has also been legally advised that the possibility of payment of arrears of lease rent, interest and cess etc. is remote. Accordingly, no liability there against has been considered necessary by the management. Liability as at 31st March, 2019, if any, in this regard is presently not ascertainable and will be considered based on decision on the writ petition by the Hon’ble High Court, Calcutta.

2 There has been a Supreme Court (SC) judgement dated 28th February 2019, relating to components of salary structure that need to be taken into account while computing the contribution to provident fund under the Employee's Provident Fund Act. There are interpretative aspects related to the Judgement including the effective date of application. The Group will continue to assess any further developments in this matter for the implications on financial statements, if any.

3 During the year ended March 31, 2019, a Pubic Interest Litigation (PIL) has been filed in the High Court of Calcutta in relation to acquisition of 47% stake of Metro Dairy limited by the Company in the previous financial year in which the Company is one of several respondents. On the basis of legal opinion obtained, the possibility of an outflow of resources embodying economic benefits owing to the above matter, is remote.

4 Capital commitment:
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) Rs. 98.10 million

43 The particulars of warehousing facility given on lease or rent in the nature of lease by the Company are as follows:

	31st March 2019
Gross carrying amount of the assets	190.14
Less : accumulated depreciation	23.95
Net carrying amount of the assets	166.19
Depreciation recognised in the Statement of Profit and Loss for the year	7.98
Significant Leasing arrangement :-	
Assets have been leased out for a long term period.	
Information regarding income and expenditure of Investment property	**31st March 2019**
Rental Income derived from Investment Property	36.55
Direct operating expenses (including repairs and maintenance) arising from investment property that generating rental income	0.42
Profit arising from investment property before depreciation and indirect expenses	**36.13**
Less: Depreciation	7.98
Profit arising from investment property before indirect expenses	**28.15**

Reconciliation of Fair Value:

Particulars	**31st March 2019**
Fair Value of opening balance of Investment Property	190.14
Fair Value changes during the year	(8.67)
Fair Value of closing balance of Investment Property	181.47

These above valuations computed by the management is on the basis of available market prices of the properties.
The company has no restrictions on the realisability of its Investment property and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance and enhancement.

(All amounts are in INR Million, unless otherwise stated)

44 Disclosure pursuant to Indian Accounting Standard 12 - Income Taxes

(i) **Numerical reconciliation between tax expense and the product of accounting profit multiplied by the applicable tax rate:**

Particulars	Year ended 31st March, 2019
Restated Profit/(Loss) before Tax	77.09
Enacted Tax Rate in India	33.384%
Computed tax expense on restated profit before tax	25.74
Increase/(reduction) in the aforesaid computed tax expense on account of:	
Origination and reversal of temporary differences	22.02
Non deductible expenses/(income) for tax purposes	24.77
Others	5.71
Income tax expense (Current tax + Deferred tax)	**78.24**

Details of Current Tax for the year:

Tax Expense:	
-Current Tax	47.63
-Deferred Tax charge / (credit)	30.68
-Tax of earlier years	(0.07)
Total tax expense/(credit)	**78.24**

Deferred Tax Assets for MAT Credit entitlement amounting to Rs. 40.30 million has been recognised considering the availability of taxable profit against which such MAT credit can be utilised is probable based on future projections prepared by the management.

Also refer Note 11

Table showing assessment years till which unutilised MAT credits and unused tax losses can be carried forward

Assessment Year (A.Y.)	Net Balance Available	MAT credit available till A.Y.
2009-10	2.63	2024-25
2010-11	5.82	2025-26
2011-12	12.00	2026-27
2012-13	9.00	2027-28
2013-14	1.59	2028-29
2014-15	8.12	2029-30
2017-18	1.14	2032-33

(ii) **Movement in Deferred Tax Assets / (Liabilities):**

Particulars	Financial Assets at FVTPL	MAT Credit entitlement	Unabsorbed depreciation/business losses	Expense Allowable in Future Years	Property, Plant and Equipment & Intangible Assets	Taxable Future Income	Total
As at 01st April, 2018	**(13.06)**	**40.30**	**46.34**	**48.00**	**(108.46)**	**(0.95)**	**12.17**
Adjustment on account of restatement of tax balances pertaining to earlier years	-	-	-	3.96	-	-	3.96
Restated Balance as at 1st April, 2018	**(13.06)**	**40.30**	**46.34**	**51.96**	**(108.46)**	**(0.95)**	**16.13**
Charged / (credited) during the year							
- to Retained Earnings pursuant to Demerg	13.06	-	-	(0.68)	-	-	12.38
- to profit or loss	-	-	(2.44)	9.36	(36.80)	(0.81)	(30.68)
- to other comprehensive income	-	-	-	0.27	-	-	0.27
As at March 31, 2019	**-**	**40.30**	**43.90**	**60.91**	**(145.26)**	**(1.76)**	**(1.91)**

(iii) **Bifurcation of Deferred Tax Assets and (Liability):**

Particulars	Amount
Deferred Tax Asset of the Parent Company	26.65
Deferred Tax Liability of the Metro Dairy Limited (wholly owned subsidiary)	(28.56)

(All amounts are in INR Million, unless otherwise stated)

45 Financial risk management

Financial risk factors

The Group's principal financial liabilities comprise of borrowings, acceptances, trade and other payables. The main purpose of these financial liabilities are to manage finances for the Group's operations. The Group's principal financial assets include loans and advances, trade receivables and cash and bank balances that arise directly from its operations. The Group also enters into derivative transactions to hedge foreign currency, periodically. Under the Group's policy, no trading in derivatives may be undertaken. The Group is exposed to market risk, credit risk and liquidity risk and the group senior management oversees the management of these risks.

i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial asset and financial liability will fluctuate because of changes in market prices. The group's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates.

(a) Currency risk

Foreign currency risk is the risk that fair value of future cash flow of an exposure will fluctuate because of changes in foreign exchange rates. The group's exposure to the risk of changes in foreign exchange rates relates primarily to the group's operating and financing activities. The group has obtained foreign currency loans and has foreign currency trade payables and receivables and is therefore, exposed to a foreign exchange risk. For exposure to foreign exchange risk, the group adopts a policy of selective hedging based on the risk perception of the management. The group uses forward contracts, derivatives, foreign currency loans to hedge its foreign currency exposures relating to the firm commitments, receivables, payables and highly probable future transactions.

Foreign currency exposure outstanding at the year end are as follows:

Sr. No.	Particulars	As at 31st March, 2019		
		Foreign currency	Amount in foreign currency	Amount in INR
Receivables				
(a)	Trade receivables	US$	4.04	279.28
		Euro	0.25	19.04
	Total			**298.32**
Payables				
(b)	Trade payables	US$	0.02	1.28
		Euro	0.02	1.38
		GB£	0.05	4.64
(c)	Foreign currency borrowings	US$	0.87	60.05
(d)	Trade Deposit	US$	0.01	0.55
	Total			**67.90**

Forward cover contracts outstanding at the year end represents the following:
Contracts of US$ 4.91 million, Euro 0.33 million for minimising the risk of currency exposure on receivables / highly probable forecast transactions.

The following table demonstrates the sensitivity in various currencies to the Indian Rupee and the resulting impact on the group's Profit /(Loss) before tax, due to changes in the fair value of monetary assets and liabilities:

Particulars	Change in currency exchange rate	Effect on Profit / (Loss) Before Tax
	Year ended 31st March, 2019	Year ended 31st March, 2019
US$	+5%	(3.09)
	-5%	3.09
GB£	+5%	(0.23)
	-5%	0.23
Euro	+5%	(0.07)
	-5%	0.07

(b) Interest rate risk

Interest rate risk is the risk that the future cash flows of an exposure will fluctuate because of changes in market interest rates. The group exposure to the risk of changes in market interest rates relates primarily to the borrowings with floating interest rates. Any changes in the interest rates may impact future cost of borrowings.

The company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.
The company has not taken any long-term borrowing with interest rate linked to any foreign benchmark rate (e.g., LIBOR)

(All amounts are in INR Million, unless otherwise stated)

The following table demonstrates the fixed and variable-rate borrowings of the group:

Particulars	**As at 31st March, 2019**
Variable-rate borrowings	2,036.28
Fixed rate borrowings	48.58

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 100 basis points in interest rates at the reporting date would have increased/(decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Particulars	**Profit or (Loss)**	
	100 basis points increase	**100 basis points decrease**
Cash flow sensitivity (net)		
31st March, 2019		
Variable-rate borrowings	(20.36)	20.36

The risk estimates assumes a change of 100 basis points interest rate in the interest rate benchmark, as applicable, to the borrowings summarised above. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

(c) Commodity Price Risk

The group is exposed to fluctuation in prices of fruit pulp/concentrate, skimmed milk powder and sugar which is used by the group as raw-materials. The prices of these products are volatile which depends on the demand supply factors in the Indian & International markets. The volatility in the prices of these commodities has significant impact on the group income and net profit.

The group has a risk management framework aimed at prudently managing the risk arising from the volatility in commodity prices. The group's commodity risk is managed centrally through well-established trading operations and control processes. Management also assesses and periodically enters into commodity future contracts in order to balance the risk of adverse commodity movements. Commodity future contracts outstanding at the year end amounts to Rs Nil

ii) Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The group is exposed to credit risk from its operating activities, primarily trade receivables and from its financing activities, including deposits with banks and other financial instruments.

(a) Trade receivables

The group mainly operates on cash & carry model with its customers (distributors) and despatches materials after receipt of consideration. However, it also extends credit to some customers in the normal course of business. Outstanding customer receivables are regularly monitored. The group takes advances and security deposits from its customers, which mitigate the credit risk to an extent. An impairment analysis is performed at each reporting date on an individual basis for all customers.

Credit risk is mitigated and managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the group grants credit terms n the normal course of business. Credit terms is line with the industry standards.

(i) Movements in allowance for credit losses of receivables is as below:

Particulars	**Year ended 31st March, 2019**
Balance as at the beginning of the year	**45.45**
Charge in statement of profit and loss	15.18
Release to statement of profit and loss	-
Utilised during the year	(26.72)
Balance at the end of the year	**33.91**

(All amounts are in INR Million, unless otherwise stated)

(ii) Ageing of trade receivables and credit risk arising there from is as below:

Particulars	As at 31st March, 2019		
	Gross credit risk	**Allowance for credit losses**	**Net credit risk**
Upto 6 months	393.13	2.67	390.46
6 months to 12 months	40.27	2.32	37.95
Above 12 months	28.93	28.92	0.01
	462.33	**33.91**	**428.42**

(b) Deposits with banks and other financial instruments

The group considers factors such as track record, market reputation and service standards to select the banks with which balances and deposits are maintained. Generally, the balances are maintained with the banks with which the group has also availed borrowings. The group does not maintain significant cash balances other than those required for its day to day operations.

iii) Liquidity risk

Liquidity risk is the risk that the group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, letter of credit and working capital limits. The group ensures it has sufficient cash to meet operational needs while maintaining sufficient margin on its undrawn borrowing facilities at all times on the basis of expected cash flow.

The group exposed to liquidity risk in case its banks recall their facilities on account of any breach of covenants and defaults, such events being triggered by factors outside the ambit of group's control. Based on company's past experience and relation with the bankers, such risks are not likely to materialize.

The table below provides details regarding the contractual maturities of significant financial liabilities as of 31st March, 2019:

Particulars	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings (excluding CCPS)*	928.84	1,328.78	295.95	**2,553.57**
Trade Payables	500.29	-	-	**500.29**
Acceptances	96.86	-	-	**96.86**
Other Financial Liabilities	127.22	44.00	-	**171.22**

* Includes Rs. 25.02 million towards prepaid financial charges and committed interest payments on borrowings and interest accrued on borrowings amounting to Rs. 443.71 million.

Note: 0.01% Cumulative Compulsorily Convertible Preference shares (CCPS) will have no outflow of cash upon its conversion into equity shares and hence has not been considered in maturity profile table above

46 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the share holders of the Company. The primary objective of the Company's capital management is to safeguard continuity, maintain healthy capital ratios in order to support its business and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The funding requirement is met through equity, CCPS, internal accruals, long term borrowings and short term borrowings. In order to achieve this overall objective, the companies capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is defined as current and non-current borrowings (including current maturity of long term debt and interest accrued) less cash and cash equivalents.

Particulars	As at 31st March, 2019
Net Debt (including 0.01% Cumulative Compulsorily Convertible Preference shares (CCPS) of Rs. 1,723.03 million)	3,246.74
Total Equity	1,754.12
Net Debt plus Total Equity	5,000.86
Gearing Ratio	65%

KEVENTER AGRO LIMITED
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(All amounts are in INR Million, unless otherwise stated)
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47 Fair value of Financial Assets and Liabilities

Set out below is a comparison by class of the carrying amounts and fair value of the group financial instruments that are recognised in the financial statements.

Particulars	**As at 31st March, 2019**	
	Carrying Value	**Fair Value**
Financial Assets at fair value through profit or loss		
Investment in Mutual funds	44.76	44.76
Derivative assets	0.18	0.18
Financial Assets at amortised cost*		
Investment in Government securities	0.01	0.01
Loans	0.53	0.53
Other Financial Assets	96.23	96.23
Total Financial Assets	**141.71**	**141.71**
Financial Liabilities at fair value through profit or loss		
0.01% Cumulative Compulsorily Convertible Preference shares (CCPS) of Rs. 10 each	1,723.03	1723.03
Foreign Exchange forward contracts	1.68	1.68
Financial Liabilities at amortised cost*		
Borrowings (including current maturities of long term debt)	2,084.85	2,084.85
Acceptances	96.86	96.86
Other Financial Liabilities	169.53	169.53
Total Financial Liabilities	**4,075.95**	**4,075.95**

*Fair values of assets / liabilities carried at amortised cost are reasonable approximation of its carrying values.

The Group has not disclosed fair value of financial instruments such as cash and cash equivalents, other bank balances, trade receivables and trade payables because their carrying amounts are a reasonable approximation of the fair values due to their short term nature.

Fair valuation techniques

The group maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate certain fair values:

i) Fair value of cash and deposits, trade receivables, trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Fair Value hierarchy

The following tables provide the fair value measurement hierarchy of group's asset and liabilities, grouped into Level 1 to Level 3 as described below:

i) Quoted prices in active markets for identical assets or liabilities (level 1). It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date.

ii) Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2). It includes fair value of the financial instruments that are not traded in an active market (for example, over-the-counter derivatives) and are determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the group specific estimates. If all significant inputs required to fair value an instrument are observable, then the instrument is included in level 2.

iii) Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

(a) **The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:**

Particulars	**As at 31st March, 2019**		
	Level 1	**Level 2**	**Level 3**
Financial Assets at fair value through profit or loss			
Investment in Mutual funds (unquoted)	-	44.76	-
Derivative Assets	-	0.18	-
Total Financial Assets	**-**	**44.94**	**-**
Financial Liabilities at fair value through profit or loss			
0.01% Cumulative Compulsorily Convertible Preference shares (CCPS) of Rs. 10 each	-	-	1723.03
Foreign Exchange forward contracts	-	1.68	-
Total Financial Liabilities	**-**	**1.68**	**1,723.03**

Following table describes the valuation techniques used and key inputs to valuation for level 3 of the fair value hierarchy, as at 31st March, 2019:

Particulars	**Sensitivity of the input to Fair Value**	**Fair value hierarchy**	**Valuation technique**	**Inputs used**
As at 31st March, 2019				
0.01% Cumulative Compulsorily Convertible Preference shares (CCPS) of Rs. 10 each	For 5% increase in market rate of comparable companies, profit before tax will decrease by Rs. 86.15 million and for 5% decrease in discounting rate profit before tax will increase by Rs. 86.15 million	Level 3	Market valuation techniques	Valuation done by a third party valuation expert by determining the current valuation of the Company using the CCM (EV/EBITDA multiple) method.

There has been no change in the valuation methodology for Level 3 inputs during the year. There were no transfers between Level 1 and Level 2 during the year.

Reconciliation of fair value measurement of Level 3 assets.

Particulars	**Rs. in million.**
As at 1.04.2018	1,657.07
Fair Value changes	65.96
As at 1.04.2019	1,723.03

(All amounts are in INR Million, unless otherwise stated)

48 Disclosure pursuant to Indian Accounting Standard 19 - Employee Benefits

(a) Defined Contribution Plan:

In accordance with The Employees Provident Funds and Miscellaneous Provisions Act, 1952 employees are entitled to receive benefits under the provident fund. Both the employee and the employer make monthly contribution to the plan at a pre determined rate of an employee's basic salary. Retirement benefits in the form of provident fund and employee's state insurance (ESI) are defined contribution scheme and the contributions are charged to Statement of Profit and Loss of the year when the employee renders the service. There are no obligations other than the contribution payable to the respective funds.

Contributions under Defined Contribution Plan as recognised in the Statement of Profit and Loss by the group are as follows:

Particulars	Year ended 31st March, 2019
Contribution to provident and other funds	**26.36**

(b) Defined Benefit Plan/Long term compensated absence:

The company has a defined benefit gratuity plan. Every employee who has completed five years or more of service is entitled to gratuity on terms not less favourable than "The provisions of Gratuity Act, 1972". The above said scheme is unfunded except for the employees of the Dairy division (erstwhile Metro Dairy Ltd.) The Gratuity plan provides a lump sum payments to vested employees at retirement, death, incapacitation or termination of employment, of an amount equivalent to 15 days salary for each completed year of service. Vesting occurs on completion of 5 continuous years of service as per Indian law

For the employees of Dairy division, there exists a separate fund., the company contributes to a defined benefit plan (the "Gratuity Plan") for employees who have completed 5 years of service. The Gratuity plan provides a lump sum payment to vested employees at retirement, disability or termination of employment being an amount based on the respective employee's last drawn salary and the number of years of employment with the group. The trustees of the gratuity scheme have entrusted the administration of the scheme to the Life Insurance Corporation of India.

The following table summarises the components of net benefits / expense recognised in the statement of profit and loss and the balance sheet for the respective plans:

(i) The amounts recognised in the Balance Sheet are as under:

Particulars	Gratuity
	As at 31st March, 2019
Present Value of obligation	136.18
Fair value of plan assets	52.27
Net (Assets) / liabilities recognised in balance sheet	83.91
Non Current	78.31
Current	5.60

(ii) Changes in present value of obligation:

Particulars	Gratuity
	2018-19
Present Value of obligation at the beginning of the year	120.19
Net interest on net defined benefit liability/(asset)	9.00
Current service cost	10.62
Benefits paid	(4.36)
Actuarial (gain)/loss Experience	0.09
Actuarial (gain)/loss on financial assumptions	0.64
Past Service cost plan amendments	0.00
Present value of obligation as at the end of the year	136.18

(iii) Recognised in profit and loss

Particulars	Gratuity
	Year ended 31st March, 2019
Net interest on net defined benefit liability/(asset)	5.57
Current service cost	10.62
Cost recognised in profit and loss	16.18
Actual return on plan assets	3.33

(All amounts are in INR Million, unless otherwise stated)

(iv) Movement during in the fair value of plan assets was as follows:

Particulars	Gratuity Year ended 31st March, 2019
Fair value of plan assets at the beginning of the year	40.75
Interest income on plan assets	3.43
Contributions by employer	9.71
Benefits paid	(1.52)
(Gain)/Loss on plan assets (excluding amounts included in net interest cost)	(0.10)
Fair value of plan assets at the end of the year	52.27

(v) Recognised in other comprehensive income

Particulars	Year ended 31st March, 2019
Remeasurement actuarial loss/(gain)	0.83

(vi) Major Categories of Plan Assets:

Particulars	Year ended 31st March, 2019
Schemes of Insurance - conventional products	100%

(vii) The principal assumptions used in determining gratuity obligation for the group plans are shown below:

Particulars	Gratuity As at 31st March, 2019
Discount rate	7.43% - 7.5%
Weighted Average Duration	9 Years
Withdrawal rate	
20-40 years	6.00%
40-58 years	2.00%
Expected rate of return on plan assets	7.65%
Rate of increase in salaries	10.00%
Mortality Table	Indian Assured Lives Mortality (2006-08) (modified) ult

(viii) Expected employer contributions for the period ending 31 March 2020 - Not Applicable

(ix) Expected Maturity analysis for defined benefits (Value on Undiscounted Basis)

Period	Year ended 31st March, 2019
First Year	5.8
2-5 years	28.59
More than 5 years	123.48

(x) Risk exposure

Valuations are performed on certain basic set of pre determined assumptions and other regulatory frame work which may vary over time. Thus, the Company is exposed to various risks in providing the above gratuity benefit which are as follows:

Investment risk: The present value of the defined benefit plan liability (denominated in Indian Rupee) is calculated using a discount rate which is determined by reference to market yields on government bonds at the end of the reporting period. For other defined benefit plans, the discount rate is determined by reference to market yields at the end of the reporting period on high quality corporate bonds when there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit.

Interest rate risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability

Liquidity Risk: This is the risk that the Company is not able to meet the short-term gratuity pay outs. This may arise due to non availability of enough cash/cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

(All amounts are in INR Million, unless otherwise stated)

Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Demographic Risk: This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary beyond expectation of the plan participants will increase the plan's liability.

Regulatory Risk: Gratuity benefit is paid in accordance with the requirements of the Payment of Gratuity Act, 1972 (as amended from time to time). There is a risk of change in regulations requiring higher gratuity pay-outs. (e.g. Increase in the maximum limit on gratuity of H 20,00,000).

(xi) Sensitivity Analysis
Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. 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 sensitivity analysis is given below:

Particulars	Change in assumption	Effect on Gratuity obligation
For the year ended 31st March, 2019		
Discount rate	+1%	(6.01)
	-1%	6.95
Salary rate	+1%	6.38
	-1%	(5.73)
Withdrawal Rate	+1%	(0.88)
	-1%	0.95
Mortality Rate	+1%	(0.09)
	-1%	0.08

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognized within the Balance Sheet. The methods and type of assumptions used in preparing the sensitivity analysis did not change compared to prior period. The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

(All amounts are in INR Million, unless otherwise stated)

49 Leases
Company as a lessee

The Company has lease contracts for land, warehouse and office spaces used in its operations. These generally have lease terms between 1 and 99 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. The Company also has certain leases with lease terms of 12 months or less. The Company applies the 'short-term lease' recognition exemptions for these leases

The Company's significant leasing arrangements include assets dedicated for use under long-term arrangements, Leasehold land and Buildings. Until March 31, 2019, leases were classified as either finance leases or operating leases. From April 1, 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the company. For leases recognised under long term arrangements involving use of a dedicated asset, non-lease components are excluded based on the underlying contractual terms and conditions.

For the purpose of preparing restated consolidated financial statement, Ind AS 116 has been applied with effect from 01 April 2018 in accordance with the applicable guidance.

Transition related disclosures
The following is the summary of practical expedients elected on initial application-

- accounting for operating leases with a remaining lease term of less than 12 months as at 1 April 2018 as short-term leases,
- excluding initial direct costs for the measurement of the right-of-use asset at the date of initial application, and
- using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

Below are the carrying amounts of right-of-use assets recognised and the movements during the year:

(a) Impact on Balance Sheet (Increase/Decrease)

	Year ended 31st March, 2019
Assets: Right of use (ROU) assets	
Opening Balance	867.21
Additions during the year	18.55
Depreciation Expense	14.47
Closing Balance	**871.29**

Below are the carrying amounts of lease liabilities and the movements during the year:

	Year ended 31st March, 2019
Liabilities: Lease liabilities	
Opening Balance	11.64
Additions during the year	-
Accretion of Interest	0.67
Payments *	3.20
Closing Balance	**9.11**
* Payment of principal portion of lease liabilities Rs. 2.53 million.	
Current	3.90
Non-current	5.21

The Effective Rate of Interest of lease liabilities is 9.50%

(All amounts are in INR Million, unless otherwise stated)

	Year ended 31st March, 2019
(b) The following amount are recognised in Restated Statement of Profit & Loss	
Depreciation expense of Right of Use Assets	14.47
Interest expense on Lease Liabilities	0.67
Expenses related to other leases (included in other expenses)#	8.97
Total amount recognised in Restated Statement of Profit & Loss	**24.11**

represents rental expenses recorded for the short term leases

Maturity analysis of lease liabilities are as follows:	Year ended 31st March, 2019
Within one year	**4.60**
One year to five years	**5.55**
More than five years	**0.40**

Company as a Lessor

The group has entered into operating leases on its investment property. The leases have terms of between 1-9 years. Rental income recognised by the Company during the year is Rs. 36.55 million.

Future minimum rentals receivable under non-cancellable operating leases as at 31 March 2019 are as follows:

Particulars	As at 31st March 2019
Within one year	40.20
One year to five years	200.98
More than five years	107.19

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50 Disclosure of Segmental information as required by Ind AS 108 :

I. Primary segment information (Business segment)

		Packaged Foods & Beverage	Dairy & Fresh	Trading - Others	All Other segment	Total
(a)	**Segment Revenue**					
	Revenue from operations	2,752.44	3,724.83	2,207.26	132.70	**8,817.23**
(b)	**Segment Results**					
	Segmental profit / (loss) (before depreciation / amortisation)	343.72	311.26	92.57	44.93	**792.48**
	Depreciation / amortisation for the year	86.74	67.53	3.61	13.99	**171.87**
	Segment result	256.98	243.73	88.96	30.94	**620.61**
	Loss / (Gain) on Fair valuation of CCPS					**65.96**
	Unallocated Depreciation / amortisation expense					**20.47**
	Unallocated expenses net of unallocated Income					**135.30**
	Interest expenses					**253.67**
	Interest income					**6.09**
	Profit/(Loss) before Exceptional items and Tax					**151.30**
	Exceptional Items					**74.21**
	Profit / (Loss) before Tax					**77.09**
	Non cash expenses other than depreciation / amortisation and Loss / (Gain) on Fair valuation of CCPS	10.41	0.03	12.09	-	**22.53**
(c)	**Total assets**					
	Segment assets	1,915.94	2,468.88	855.44	586.36	**5,826.62**
	Investments					**44.77**
	Deferred Tax Assets (Net)					**26.65**
	Non-Current Tax Assets					**54.31**
	Unallocated assets					**744.17**
	Total					**6,696.52**
(d)	**Total liabilities**					
	Segment liabilities	577.86	360.90	69.17	18.31	**1,026.24**
	Borrowings					**3,807.88**
	Deferred Tax Liabilities (Net)					**28.56**
	Unallocated liabilities					**79.72**
	Total					**4,942.40**
(e)	**Other information**					
(i)	Non cash expenses included in segment expenses for arriving at segment results except depreciation and gratuity					
	Capital expenditure (including capital work in progress)	462.52	782.61	27.84	1.38	**1,274.35**
	Unallocated					**7.74**
	Total					**1,282.09**

(All amounts are in INR Million, unless otherwise stated)

II. Entity-wide Disclosure

The company is domiciled in India. The amount of its revenue from external customers broken down by location of the customers is shown below

Particulars	Within India	Rest of the world	Total
Revenue from operations excluding other operating revenue	7,058.38	1,575.90	**8,634.28**

All non-current assets of the Company are located in India.

No customer individually accounted for more than 10% of the revenue from external customers during the year ended March 31, 2019 respectively.

Notes :

Operating Segment: The business segments have been identified on the basis of the products of the Company. Accordingly, the Company has identified "Packaged Foods & Beverage","Dairy & Fresh", "Trading - Others" and "Others" as the operating segments:

1) Packaged Foods & Beverage - Consists of manufacture, trading and sale of fruit juice and packaged drinking water and trading, re-packaging of various vegetables and ready to eat items.

2) Dairy & Fresh - Consists of Milk, Ice-cream, dairy product and ripened bananas.
3) Trading - Others – Consists of trading (including exports) of fruits pulp, Sesame seeds, Oilseeds and other food products.
4) All other segments – Consists of job work for food items, income from renting of warehousing facilities and others.
5) Previous year's figures are given in bracket.

During the year ended March 31, 2021, management realigned the structure of its internal organisation in a manner that caused the composition of its reportable segments to change, and therefore, the above information for the year ended March 31, 2019 has been restated to bring it in line with the year ended March 31, 2021.

(All amounts are in INR Million, unless otherwise stated)

51 Disclosure pursuant to Indian Accounting Standard 24 - Related Party Disclosures

Names of Related Parties :

(i) Subsidiaries

1 Keventer Food Park Infra Limited *
2 Metro Dairy Limited - became a wholly owned subsidiary w.e.f. 23rd March 2019

(ii) Joint Venture

1. Riddhi Siddhi Mall Management Private Limited*
2. Candico (I) Limited*
3. Gama Hospitality Limited*
4. MITS Mega Food Park Limited*

* Pursuant to the NCLT order on demerger, Investment in the Equity / Preference Shares of Keventer Food Park Infra Limited, Riddhi Siddhi Mall Management Private Limited, Candico (I) Ltd, Gama Hospitality Limited, MITS Mega Food Park Limited amounting to Rs 43.49 million, Rs 320.48 million, Rs 199.85 million, Rs 43.65 million, Rs 5.08 million respectively have been transferred to Keventer Capital Ltd. Refer Note no. 55

(iii) Other Related Parties with whom transactions have taken place during the year.

(A) Key Management Personnel (KMP)

Keventer Agro Limited

	Name	**Designation**
1.	Mr. Mayank Jalan	Managing Director
2.	Mr. Sanjay Gupta	Company Secretary & C.F.O.
3.	Mr. Saurabh Jajodia	Head Packaged Foods
4.	Mr. Sunil Kajaria	Head Fresh Food

Metro Dairy Limited

	Name	**Designation**
1.	Mr. Mayank Jalan	Chairman
2.	Mr. Subrata Ganguly	Company Secretary

(B) Other Directors

Keventer Agro Limited

	Name	**Designation**
1.	Mrs.Parvana Mayank Jalan	Non Executive Director
2.	Mr. Debanjan Mandal	Independent Director (resigned on 3rd January 2019)
3.	Mr. Sumit Krishna Deb	Non Executive Director
4.	Mr. Uday Ramakant Garg	Nominee Director of Mandala Swede SPV
5.	Mr. Probir Roy	Independent Director
6.	Mr. Rajeev Varma	Non Executive Director (resigned on 28th May 2018)
7.	Mr. Praneet Chawla	Nominee Director of Mandala Swede SPV (joined on 25th April 2018 and resigned on 11th October 2018)
8.	Mr. Vijayakumar Kilar Balakrishn	Nominee Director of Mandala Swede SPV (joined on 14th November 2018)

Metro Dairy Limited

	Name	**Designation**
1.	Mr. Mahendra Kumar Jalan	Non Executive Director(till 21st January, 2019)
2.	Mr. Saurabh Jajodia	Non Executive Director
3.	Mr. Probir Roy	Independent Director
4.	Mr. Ajay Choudhury	Independent Director
5.	Mrs. Debjani Chatterjee	Independent Director

(iv) Enterprise having significant influence on the company with whom transactions have taken place during the year.

Keventer Agro Limited

1. MKJ Enterprises Limited
2. Mandala Swede SPV

(v) Enterprise owned or significantly influenced by Key Management Personnel and their relatives with whom transactions have taken place during the year.

Keventer Agro Limited

1. Keventer Capital Limited
2. Keventer Projects Limited
3. Edward Keventer Private Limited
4. Bengal Bonded Warehouse Limited
5. Fox & Mandal
6. Fox & Mandal LLP
7. Sarvesh Housing Projects Private Limited
8. Gama Hospitality Limited
9. MKJ Tradex Limited
10. Sasmal Infrastructure Pvt. Ltd.
11. Speedage Trade Limited
12. Madanlal Limited
13. Edward Food Research & Analysis Centre Ltd.

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Disclosures of amount due to or due from related parties as at 31st March 19 are as follows:

Party	Balance Payable	Balance Receivable (inclusive of Deposits)	Cumulative Compulsorily Convertible Preference shares issued (CCPS) #
Gama Hospitality Limited*	-	0.02	-
Candico (I) Limited*	-	3.03	-
MKJ Enterprises Limited	-	0.99	-
Mandala Swede SPV	0.01	-	1,094.57
Keventer Capital Limited	-	16.45	-
Keventer Projects Limited	2.26	-	-
Edward Keventer Private Limited	-	1.43	-
Fox & Mandal LLP	0.01	-	-
Speedage Trade Limited			628.46
Edward Food Research & Analysis Centre Ltd.	1.22	0.03	-
Fox & Mandal	0.15	-	-
Mrs. Parvana Mayank Jalan	0.02	-	-
Debanjan Mandal	0.02	-	-
Sumit Krishna Deb	0.03	-	-
Probir Roy	0.03	-	-
Sanjay Gupta	0.04	-	-

Below are the amount due to or due from the Company's subsidiaries as at 31st March 19, disclosed as per the requirements of ICDR:

Party	Balance Payable	Balance Receivable	Cumulative Compulsorily Convertible Preference shares issued (CCPS)
Metro Dairy Limited	0.49	-	-

(a) Corporate guarantee given by Edward Keventer Private Limited to Allahabad bank for credit facilities availed by the company.

(b) Corporate guarantee given by Metro Dairy Limited to Yes bank for cash credit and packing credit facilities availed by the company.

(c) Personal Guarantee given by Mr. Mayank Jalan to various banks for term loans, cash credit and packing credit facilities availed by the Company. Refer Note 23 & 27 for security details.

d) For agreement entered into between Mandala Swede SPV and Mr. Mayank Jalan, Refer Note 56.

* Demerger pursuant to NCLT order (refer note no 55)

No of CCPS held by Mandala Swede SPV - 1,53,51,861 and Speedage Trade Limited - 88,14,466.

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Disclosure of transactions between the Company and related parties:

Party	Director Fee/ Salary	Rent expense	Rent income	Purchase of material & services	Purchase of fixed assets	Sale of material	Income from Manpower supply/Others	Interest income	Change in Fair value of CCPS	Loan/ Advance Given	Refund of Loan /Advance Given	Loan / Advance/ Security Deposit Taken	Repayment of Loan / Advance /Security Deposit Taken	Other expense
Gama Hospitality Limited*	-	-	0.16	0.08	-	0.03	-	-	-	0.11	0.11	0.37	0.37	0.05
Riddhi Siddhi Mall Management Private Limited*	-	-	-	-	-	-	-	0.58	-	-	4.98	-	-	-
Candico (I) Limited*	-	-	0.90	25.23	-	-	-	-	-	1.49	14.54	-	-	-
MKJ Enterprises Limited	-	-	-	-	-	0.04	-	-	-	2.73	1.76	-	-	-
Mandala Swede SPV	0.13 ##	-	-	-	-	-	-	-	41.90	-	-	-	-	-
Keventer Projects Limited	-	1.86	-	3.45	-	**	-	-	-	-	-	-	-	1.20
Edward Keventer Private Limited	-	5.27	-	-	-	-	-	-	-	-	-	-	-	-
Bengal Bonded Warehouse Limited		-	-	**	-	-	-	-	-	0.27	0.27	-	-	-
Sarvesh Housing Projects Private Limited	-	-	-	-	29.00	-	-	-	-	-	-	-	-	-
MKJ Tradex Limited	-	-	-	-	-	-	-	-	-	0.15	0.15	-	-	-
Sasmal Infrastructure Pvt. Ltd.	-	-	-	-	-	-	-	-	-	0.02	0.02	-	-	-
Madanlal Limited	-	-	-	-	-	-	-	-	-	0.01	0.01	-	-	-
Edward Food Research & Analysis Centre Ltd.	-	-	-	14.23	-	0.05	-	-	-	2.66	2.31	-	-	-
Speedage Trade Limited	-	-	-	-	-	-	-	-	24.06	0.01	0.01	-	-	-
Fox & Mandal LLP	-	-	-	0.50	-	-	-	-	-	-	-	-	-	-
Mr. Mayank Jalan^	7.00	-	-	-	-	-	-	-	-	-	-	-	-	-
Mrs. Parvana Mayank Jalan	0.03	-	-	-	-	-	-	-	-	-	-	-	-	-
Debanjan Mandal	0.04	-	-	-	-	-	-	-	-	-	-	-	-	-
Sumit Krishna Deb	1.28	-	-	-	-	-	-	-	-	-	-	-	-	-
Probir Roy	0.14	-	-	-	-	-	-	-	-	-	-	-	-	-
Ajay Choudhury	0.07	-	-	-	-	-	-	-	-	-	-	-	-	-
Debjani Chatterjee	0.04	-	-	-	-	-	-	-	-	-	-	-	-	-
Sanjay Gupta^	3.99	-	-	-	-	-	-	-	-	-	-	-	-	-
Sunil Kajaria^	3.82	-	-	-	-	-	-	-	-	-	-	-	-	-
Saurabh Jajodia^	4.25	-	-	-	-	-	-	-	-	-	-	-	-	-

Below are the transactions between the Company and it's subsidiaries for the year ended 31st March 19, disclosed as per the requirements of ICDR

Party	Director Fee/ Salary^	Rent expense	Rent income	Purchase of material & services	Purchase of fixed assets	Sale of material	Income from Manpower supply/Others	Interest income	Change in Fair value of CCPS	Loan/ Advance Given	Refund of Loan /Advance Given	Loan / Advance/ Security Deposit Taken	Repayment of Loan / Advance /Security Deposit Taken	Other expense
Metro Dairy Limited	-	-	-	2.04	-	-	31.73	-		-	-	370.00 #	370.00 #	-

^ Salary excludes amount towards retirement benefits which is as follows:

Party	**Retirement Benefits**
Mr. Mayank Jalan	0.27
Mr. Sanjay Gupta	0.22
Mr. Saurabh Jajodia	0.20
Mr. Sunil Kajaria	0.41

Terms and conditions of transactions with related parties
The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.

Advance of INR 370 million was taken from Metro Dairy Limited during the year against "agreement to sale" of "Banana Division". Pursuant to decision of merger with Keventer Agro Limited in the Board, the "agreement to sale" has been terminated, and advance amount has been refunded back to Metro Dairy Limited.

* Demerged pursuant to NCLT order (refer Note No. 55)

**Amounts are below the rounding off norm adopted by the Company.

Represents amount paid to Mandala swede SPV for the sitting fees related to nominee director.

KEVENTER AGRO LIMITED
Notes to Restated Consolidated Summary Statements
(All amounts are in INR Million, unless otherwise stated)
Annexure VII

52 Additional Information, as required under Schedule III to the Companies Act, 2013, of Enterprises Consolidated as Subsidiary/Joint Ventures

Sl No	Name	Net Assets i.e. total assets minus total liabilities		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As at 31st March 2019		For the year ended 31st March 2019		For the year ended 31st March 2019		For the year ended 31st March 2019	
		As % of Consolidated net assets	Amount	As % of Consolidated Profit or Loss	Amount	As % of Consolidated Other Comprehensive Income	Amount	As % of Total Comprehensive Income	Amount
A	**Parent**								
1)	Keventer Agro Limited	-0.92%	(16.07)	10710.43%	(123.17)	116.04%	(0.65)	7240.94%	(123.82)
B	**Indian Subsidiary**								
1)	Metro Dairy Limited	100.92%	1,770.19	-10610.43%	122.02	-16.04%	0.09	-7140.94%	122.11
	Total	100%	**1,754.12**	100%	**(1.15)**	100%	**(0.56)**	100%	**(1.71)**

(All amounts are in INR Million, unless otherwise stated)

53 Revenue from Contract with Customers

Timing of revenue recognition	**For the year ended 31st March 19**
Goods transferred at a point in time	8,597.52
Sales of services recognised over a period of time	36.76
	8,634.28

Refer Note No. 50 for the disaggregation of revenue from contract with customers between India and rest of the world.

Contract Balances

Particulars	**As at 31st March 19**
Trade Receivables	428.42
Contract Liabilities	
Advance from customers	47.44

Trade Receivables are non-interest bearing and are generally on terms of 30-90 days.
Contract Liabilities includes advance from customers received for supply of goods.

Set out below is the movement of contract balances

Particulars	**For the year ended 31st March 19**
Amounts included in contract liabilities at the beginning of the year.	48.91
Amount received during the year	47.44
Amount adjusted during the year	48.91
Amounts included in contract liabilities at the end of the year.	**47.44**

Set out below is the movement in deferred revenue

Particulars	**For the year ended 31st March 19**
Opening Balance	21.34
Amount provided during the year	28.77
Amount adjusted during the year	21.34
Closing Balance	**28.77**

Sale of Products
The performance obligation is satisfied upon delivery / dispatch of the goods. Sales are made generally after receipt of advance except for certain customers where payment is due within 30-90 days from day of sales.

54 Subsequent to March 31, 2019, Keventer Agro Limited had filed scheme of amalgamation with National Company Law Tribunal (NCLT) on June 12, 2019 for amalgamation of Metro Dairy Limited (a wholly owned subsidiary) with appointed date of 1st April 2018. The scheme was yet to be approved by NCLT as on the date of approval of the financial statements for the year ended March 31, 2019.

55 The Scheme of Arrangement under Section 230 to 232 of the Companies Act, 2013 between Keventer Agro Limited ("KAL") and Keventer Capital Limited ("KCL") was approved by the National Company Law Tribunal, Kolkata Bench (NCLT) on February 27, 2019. The Investment Division of KAL as described in the aforesaid scheme of arrangement as on the appointed date (April 1, 2017) has been transferred to KCL at Book Value pursuant to aforesaid Scheme of Arrangement.

As a consideration for transfer of Investment division, KCL has issued preference shares to the Shareholders of KAL as per the Share entitlement ratio mentioned in the scheme.

The above demerger does not meet the conditions of “Common Control” transaction under Ind AS 103 Business Combination. Hence, Appendix A “Distribution of Non Cash Assets to Owners” of Ind AS 10 “Events after the Reporting Period” was applicable and accordingly, accounting of net assets being demerged was effective on the date of NCLT order i.e. February 27, 2019 at fair value on that date.

However, as per the Scheme of Arrangement, as approved by NCLT, the difference between the book value of Assets and Liabilities as appearing immediately before the appointed date amounting to Rs. 602.65 million has been adjusted against Securities Premium account to the extent of Rs. 245.10 million and against credit balance of Profit & Loss account to the extent of Rs. 357.55 million in the books of the Company.

56 As per the "Upside Agreement" entered into between Mandala Swede SPV and Mr. Mayank Jalan, in case Mandala Swede SPV's return on their investment in Keventer Agro Limited exceeds 25% (in USD terms) at the time of exit or on long stop date, Mandala Swede SPV will share a certain percentage of such excess with Mr. Mayank Jalan. Given that the upside amount has not triggered as of the balance sheet date considering the expected valuation of the Company, no accounting has been carried out in the books.

57 The Ind AS financial statements for the year ended March 31, 2018 were audited by a firm of Chartered Accountants other than S.R.Batliboi & Co. LLP.

58 These Restated Consolidated Summary Statement should be read in conjunction with the Restated Unconsolidated Summary Statements for the year ended March 31, 2021 and March 31, 2020.

For S.R.Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 301003E/E300005

For and on behalf of the Board of Directors
Keventer Agro Limited

per Sanjay Kumar Agarwal
Partner
Membership No. 060352

Mayank Jalan
Chairman & Managing Director
DIN No.- 00598842

Sumit Deb
Director
DIN No.- 00524590

Sanjay Gupta
Chief Financial Officer
& Company Secretary

Place : Kolkata
Date: 27th July 2021

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	Financial Year ended March 31, 2021	Financial Year ended March 31, 2020	Financial Year ended March 31, 2019
Basic Earnings / (Loss) per Equity Share (in ₹ per share)	(29.05)	1.30	(0.04)
Diluted Earnings / (Loss) per Equity Share (in ₹ per share)	(29.05)	(0.87)	(0.04)
Return on net worth (%)	(79.27)%	1.97%	(0.07)%
Net asset value per share (in ₹)	38.69	68.07	66.88
EBITDA (in ₹ million)	(208.55)	522.68	570.43

Notes: *The ratios have been computed as under:*

1. Basic Earnings / (Loss) per Equity Share= Profit attributable to equity shareholders/weighted average number of equity shares outstanding during the period/ year

2. Diluted Earnings / (Loss) per Equity Share = Profit attributable to potential equity shareholders/weighted average number of potential equity shares outstanding during the period/ year

3. Return on net worth (%)= (Restated Profit/(Loss) After Tax / Net worth)

4. Net worth = Equity Share capital + other equity (excluding Capital reserve)

5. Net assets value per share (in ₹): Total assets – total liabilities / number of equity shares outstanding as at the period end

6. EBITDA = Profit Before Tax + Finance costs + Depreciation and amortisation expense + Exceptional Item - Other income

7. Accounting and other ratios are derived from the Restated Financial Information comprising of the Restated Unconsolidated Financial Information and the Restated Consolidated Financial Information

8. All share data has been adjusted for sub-division of face value of equity shares of our Company. Pursuant to a resolution passed by the Shareholders in the extraordinary general meeting held on June 29, 2021, our Company has sub-divided the face value of its equity shares from ₹10 each to ₹5 each.

9. EBITDA and Return on net worth are impacted by CCPS gain / loss and CCPS not being considered as equity but borrowings.

10. Our Company is having 0.01% cumulative compulsorily convertible preference shares (CCPS) of ₹10 each which are potential equity shares. The number of ordinary shares that will be issued on conversion of CCPS to ordinary shares is not fixed and hence, maximum number of ordinary shares that could be issued on conversion of CCPS as per the Shareholders agreement i.e. 36,889,104 shares have been considered in calculation of diluted earning per share as per Ind AS 33, Earnings per share. The impact of potential equity shares on earnings per share for the year ended March 31, 2021 and March 31, 2019 are anti-dilutive and hence, basic earnings/(loss) per share has been considered as the Diluted earnings/(loss) per share for the above years.

Solely for the purposes of the Offer, 8,814,466 CCPS held by Speedage Trade Limited and 15,351,861 CCPS held by Mandala Swede SPV will be converted up to a maximum of 5,254,552 and 9,151,678 Equity Shares, respectively, prior to the filing of the Red Herring Prospectus with the Registrar of Companies in accordance with Regulation 5(2) of the SEBI ICDR Regulations. For further details, see "History and Certain Corporate Matters – Shareholders' agreements and other agreements" on page 198. The aforesaid computation has not been considered in the computation of diluted EPS.

Non-GAAP financial measures

Return on net worth, adjusted net worth and adjusted return on net worth, net asset value per equity share, cost of goods sold, gross profit, gross margin, total borrowings, net debt, Adjusted Total Borrowings, adjusted net debt, EBITDA, adjusted EBITDA and Ratio of Adjusted Total Borrowings to Adjusted Net worth presented in this section and the Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS or Indian GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS or Indian GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS or Indian GAAP. In addition, these Non-GAAP Measures are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Return on Net Worth

(₹ in million other than indicated as percentage (%))

Particulars	As at March 31,		
	2021	2020	2019
Equity Share Capital (A)	131.13	131.13	131.13
Other Equity (B)	883.55	1,654.01	1,622.99
Capital Reserve (C)	53.70	53.70	53.70
Total (D) = A+B-C	**960.98**	**1,731.44**	**1,700.42**
Restated Profit/(Loss) After Tax - (E)	**(761.76)**	**34.19**	**(1.15)**
Return on Net worth (F) = (E)/(D)	**(79.27)%**	**1.97%**	**(0.07)%**

Adjusted Net Worth and Adjusted Return on Net Worth

(₹ in million other than indicated as percentage (%))

Particulars	As at March 31,		
	2021	2020	2019
Equity Share Capital (A)	131.13	131.13	131.13
Other Equity (B)	883.55	1,654.01	1,622.99
Capital Reserve (C)	53.70	53.70	53.70
Total (D) = A+B-C	960.98	1,731.44	1,700.42
0.01% Compulsorily Convertible Preference shares (CCPS) of Rs. 10 each (E)	2,312.21	1,634.00	1,723.03
Adjusted Net worth (F) = (D) + (E)	**3,273.19**	**3,365.44**	**3,423.45**
Restated Profit/(Loss) After Tax - (G)	(761.76)	34.19	(1.15)
Loss on Fair valuation of 0.01% Compulsorily Convertible Preference shares (CCPS) - (H)	678.21	-	65.96
Gain on Fair valuation of 0.01% Compulsorily Convertible Preference shares (CCPS) - (I)	-	89.03	-
Adjusted Profit / (Loss) After Tax (J)= G + H - I	(83.55)	(54.84)	64.81
Adjusted Return on Net worth (K) = (J)/(F)	**(2.55)%**	**(1.63)%**	**1.89%**

Net Asset Value per Equity Share

(₹ in million other than number of Equity Shares and net asset value per Equity Share)

Particulars	As at March 31,		
	2021	2020	2019
Total Assets (A)	7,229.15	7,291.14	6,696.52
Total Liabilities (B)	6,214.47	5,506.00	4,942.40
Net Assets (C) = A - B	**1,014.68**	**1,785.14**	**1,754.12**
Weighted average number of equity shares (D)	2,62,26,464	2,62,26,464	2,62,26,464
Net asset value per Equity Share (E) = C/D	**38.69**	**68.07**	**66.88**

Cost of Goods Sold and Gross Margin

(₹ in million other than indicated as percentage (%))

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue from Operations (A)	**8,302.01**	**9,451.14**	**8,817.23**
Cost of Materials Consumed (1)	4,550.26	5,532.68	4,363.76
Purchase of Traded Goods (2)	1,017.05	1,394.65	1,396.99
Changes in Inventories of Finished Goods, Traded Goods and Work-in-Progress (3)	117.72	(200.93)	365.29
Cost of Goods Sold (B) = (1) + (2) + (3)	**5,685.03**	**6,726.40**	**6,126.04**
Cost of Goods Sold (as a % of Revenue from Operations) (B) / (A)	**68.48%**	**71.17%**	**69.48%**
Gross Profit **(C) = (A) - (B)**	2,616.98	2,724.74	2,691.19
Gross Margin (as a % of Revenue from Operations) **(D) = (C) / (A)**	31.52%	28.83%	30.52%

Net Debt

Particulars			***(₹ in million)***
	As at March 31,		
	2021	2020	2019
Non-Current Liabilities - Borrowings (A)	4,017.74	3,098.73	3,015.56
Current maturities of long-term debts (B)	191.70	321.00	132.85
Current Liabilities - Borrowings (C)	464.81	740.08	659.48
Total Borrowings (D) = A + B + C	**4,674.25**	**4,159.81**	**3,807.89**
Current Assets - Cash and Cash Equivalents (E)	220.46	84.80	564.61
Current Assets - Other Bank Balances (F)	-	1.56	0.37
Net Debt (G) = D - E - F	**4,453.79**	**4,073.45**	**3,242.91**

Adjusted Total Borrowings and Adjusted Net Debt

Particulars	*(₹ in million)*		
	As at March 31,		
	2021	2020	2019
Non-Current Liabilities - Borrowings **(A)**	4,017.74	3,098.73	3,015.56
Current maturities of long-term debts **(B)**	191.70	321.00	132.85
Current Liabilities - Borrowings **(C)**	464.81	740.08	659.48
0.01% Compulsorily Convertible Preference shares (CCPS) of ₹10 each **(D)**	2,312.21	1,634.00	1,723.03
Adjusted Total Borrowings (E) = A + B + C - D	**2,362.04**	**2,525.81**	**2,084.86**
Current Assets - Cash and Cash Equivalents **(F)**	220.46	84.80	564.61
Current Assets - Other Bank Balances **(G)**	-	1.56	0.37
Adjusted Net Debt (H) = (E - F - G)	**2,141.58**	**2,439.45**	**1,519.88**

EBITDA

(₹ in million)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Restated Profit/(Loss) After Tax (A)	**(761.76)**	**34.19**	**(1.15)**
Total tax expense/(credit) (B)	(26.29)	(17.39)	78.24
Exceptional Item (C)	**-**	**-**	74.21
Finance Costs (D)	274.96	248.90	253.66
Depreciation and Amortisation Expense (E)	362.78	299.35	192.36
Other Income (F)	58.24	42.37	26.89
EBITDA (G) = A + B + C + D + E - F	**(208.55)**	**522.68**	**570.43**

Adjusted EBITDA and Adjusted EBITDA Margin

(₹ in million other than indicated as percentage (%))

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Restated Profit/(Loss) After Tax (A)	**(761.76)**	**34.19**	**(1.15)**
Total tax expense/(credit) (B)	(26.29)	(17.39)	78.24
Exceptional Item (C)	-	-	74.21
Finance Costs (D)	274.96	248.90	253.66
Depreciation and Amortisation Expense (E)	362.78	299.35	192.36
Other Income (F)	58.24	42.37	26.89
EBITDA (G) = A + B + C + D + E - F	**(208.55)**	**522.68**	**570.43**
Loss on Fair valuation of 0.01% Compulsorily Convertible Preference shares (CCPS) - (H)	678.21	-	65.96
Gain on Fair valuation of 0.01% Compulsorily Convertible Preference shares (CCPS) - (I)	-	89.03	-
Gain on foreign exchange fluctuations (net) - (J)	17.25	1.85	-
Adjusted EBITDA (K) = G + H - I + J	**486.91**	**435.50**	**636.39**
Revenue from Operations (L)	**8,302.01**	**9,451.14**	**8,817.23**
Adjusted EBITDA Margin (as a percentage of Revenue from Operations) - (M) = (K)/(L)	**5.86%**	**4.61%**	**7.22%**

Ratio of Adjusted Total Borrowings to Adjusted Net worth

(₹ in million other than indicated as ratio)

Particulars	As at March 31,		
	2021	2020	2019
Adjusted Total Borrowings (A)	2,362.04	2,525.81	2,084.86
Adjusted Net worth (B)	3,273.19	3,365.44	3,423.45
Adjusted Total Borrowings to Adjusted Net worth (C) = (A) / (B)	**0.72**	**0.75**	**0.61**

In accordance with the SEBI ICDR Regulations, the audited financial information of our Company for Financial Years 2019, 2020 and 2021 ("**Audited Financial Statements**") are available on our website at https://www.keventer.com/investors/. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements and the reports thereon do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements and the reports thereon should not be construed to be part of the information that any investor should consider to subscribe for or purchase any securities of our Companyand should not be relied upon or used as a basis for any investment decision. None of our Company nor or any of its advisors, nor any of the Book Running Lead Managers or the Selling Shareholder, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards, i.e., Ind AS 24 - Related Party Disclosures read with the SEBI ICDR Regulations, for Financial Year 2021 and Financial Year 2020, see "*Financial Statements – Restated Unconsolidated Financial Information – Annexure VII – Note 51*"on page 305.

For details of the related party transactions, as per the requirements under applicable Accounting Standards, i.e., Ind AS 24 - Related Party Disclosures read with the SEBI ICDR Regulations, for Financial Year 2019, see "*Financial Statements – Restated Consolidated Financial Information – Annexure VII – Note 51*"on page 367.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey management's perspective on our financial condition and results of operations for the Fiscals ended March 31, 2021, 2020 and 2019. You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our Restated Unconsolidated Financial Information and Restated Consolidated Financial Information and the sections entitled "Summary of Financial Information" and "Financial Statements" on pages 59 and 240, respectively. This discussion contains forward-looking statements and reflects our current views with respect to future events and our financial performance and involves numerous risks and uncertainties, including, but not limited to, those described in the section entitled "Risk Factors" on page 31. Actual results could differ materially from those contained in any forward-looking statements and for further details regarding forward-looking statements, kindly refer to the section entitled "Forward-Looking Statements" on page 14. Unless otherwise stated or unless the context otherwise requires, the financial information of our Company used in this section has been derived from the Restated Financial Information comprising of the Restated Unconsolidated Financial Information and the Restated Consolidated Financial Information. While the consolidated financial numbers and unconsolidated financial numbers are generally not comparable in the normal scenario, however, in the given situation, considering the merger of wholly owned subsidiary of our Company, being MDL, with our Company, we believe that it will be useful for the prospective investors to know how our Company performed over the last three years, and hence a comparison from Fiscal 2019 to Fiscal 2021 has been included to facilitate such comparison. Unless noted otherwise, some of the industry related information in this section is obtained or extracted from the Technopak Report (which was commissioned by us).

Our fiscal year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular fiscal year are to the 12-month period ended March 31 of that year.

Overview

We are a leading fast-moving consumer goods ("**FMCG**") company headquartered out of Kolkata with interests in packaged, dairy, and fresh food products *(Source: Technopak Report)*. Our comprehensive range of products span across various brands and categories with more than 90 SKUs as of March 31, 2021, and a presence across the value chain in the fresh, frozen and ambient long shelf life food product categories. Our products cater to the 'needs' and the 'wants' of our consumers by satisfying their daily nutrition needs and delighting them with our range of indulgent and "on-the-go" products. Our "ready-to-eat" and "ready-to-cook" products facilitate ease of cooking for our consumers. According to the Technopak Report, almost 60-65% of the total population of East and North East India constitutes the core consuming class for packaged food, dairy and other food and grocery items. We believe that our Company, with its comprehensive product range, is well placed to capture this market.

Our market positions in Fiscal 2020 across various product categories are provided in the table below:

S. No.	Particulars	Territory(s)	Ranking
Packaged Foods & Beverage			
3.	Packaged beverages (juices and fruit-based beverages) *	East and North East India	Second
4.	Packaged frozen food	East and North East India	Third
Dairy & Fresh			
5.	Private dairy	East and North East India	First
6.	UHT milk	East and North East India	Second
7.	Ice-cream	Greater Kolkata Region	Second
8.	Branded domestic banana	India	First

(Source: Technopak Report)

**As a franchisee of Frooti, Appy etc.*

Our business primarily comprises of the (i) packaged foods & beverage; and (ii) dairy & fresh segments. Our packaged foods & beverage segment primarily involves the manufacturing, packaging, marketing, distribution of products which include (i) "Frooti" or "Appy" or "B Fizz" or "Appy Fizz" or "Bailley" or "Smoodh" which are licensed to us pursuant to various franchisee agreements entered into with Parle Agro Private Limited ("**Parle Agro**"); and (ii) "ready-to-cook" and frozen food under "Keventer" brand.

Our dairy & fresh segment primarily involves (i) sourcing, processing, marketing, distribution and sale of pouch milk, pouch curd, ice-cream, set-curd, UHT milk, milkshakes and lassi under the "Metro" and "Keventer" brands; and (ii) sourcing, ripening, distribution, branding and sale of bananas under the "Keventer" brand.

Brand World: Packaged Food and Beverages

Brand World: Dairy and Fresh Food

Brand World: Others

FRUIT FOREST

Our consumer proposition focuses on offering our consumers the following:

- **Variety:** Our product portfolio provides a wide choice of offerings to our consumers with more than 90 SKUs as of March 31, 2021 and includes "on-the-go" consumption products (such as fruit based beverages, milkshakes and lassi), "wellness" products (such as vegan fruit snack), products that indulge the tastebuds (such as ice-cream), "convenience" products (such as "ready-to-eat" and "ready-to-cook" products), products which are consumed in between meals (such as set curd and frozen food snacks) and daily nutrition products (such as fresh milk, banana, green peas, sweet corn and other vegetables). We offer a variety of flavors and tastes for some of our products such as mango and apple flavors for our fruit-based beverages, chocolate and kesar flavors for our milk-based beverages, and vanilla and chocolate flavors for our ice creams. We also offer different variants of white milk such as toned, double-toned and standardized. Our frozen food consists of variety of vegetarian and non-vegetarian products with different flavor and taste profiles.

- **Price Point:** Our products are available at various attractive price points starting from ₹ 5 to ₹ 1,000, making them accessible for consumers with all kinds of budgets. A key driver of our consumer strategy is catering to different target consumers across various price points and enabling them to upgrade to higher value products.

- **Taste Advantage**: Our products undergo extensive research at the development stage. We undertake thorough studies to ensure that our products are safe, meet the requisite quality parameters and the expected taste preferences of our consumers. We believe our research-oriented approach and constant innovation have ensured that our products have a high product acceptance, thereby, ensuring repeat purchases by our customers. In order to provide our consumers with the best possible products, we source our ingredients and raw materials from approved suppliers with stringent quality norms. We have instituted stringent quality standards and procedures to ensure food safety for our products. We have also introduced standardized manufacturing processes which ensure consistency in the taste profile of our products.

- **Anytime Anywhere:** Our products are available through various points of sale such as general trade (which includes traditional retail points, such as kiranas through distributors and stockists), along with modern trade channels which includes e-commerce companies such as Innovative Retail Concepts Private Limited (Big Basket), supermarkets such as Big Baazar, Foodhall and Spencer's Retail Limited, hypermarkets such as Ratnadeep Retail Private Limited, and convenience stores such as More Retail Private Limited. Further, our product categories are tailored to suit all occasions and we have a portfolio of products suitable across mealtimes, including breakfast, lunch and dinner meals, and for snacking in between meals. While we have an omnichannel distribution presence, our primary focus of distribution is the general trade category. According to the Technopak Report, traditional channels dominate the retail market across all consumption categories in East and North East India with 92.5% sales happening through traditional channels and 7.5% sales through modern channels. We have built a large distributor network in the East and North East catering to 160,000 – 170,000 retail touch points across categories of packaged food and fresh bananas *(Source: Technopak Report)*. We believe our widespread and integrated sales and distribution platform enables us to reach a wide range of consumers and ensure effective market penetration.

Some of the key raw materials required for our operations include raw milk, banana, mango pulp, apple concentrate, NABB, sugar, SMP and packaging material. We procured an average of 1.4 LLPD of raw milk from a procurement network of 14 BMCs where we collect raw milk from farmers and also procure directly from six third party milk vendors across five districts in West Bengal, and according to the Technopak Report, these account for the majority of the milk procurement locations in the state. We procured approximately 21,000 MT raw bananas from a network of farmers and aggregators in Fiscal 2021. We procure mangoes which are converted into mango pulp or concentrate. In Fiscal 2021, we procured mango pulp/ concentrate from three contract manufacturers. We purchase apple concentrate from various producers in India and abroad and sugar from local traders. Packaging materials such as aseptic packaging material for our operations are sourced from Tetra Pak, preform from Parle Agro, while laminates, poly-packs, trays and cartons are sourced from other local manufacturers.

Our manufacturing and processing infrastructure comprises of our flagship facility at Barasat, West Bengal which is spread over 92 acres and comprises of multiple processing units. Our flagship facility and units are strategically located in close proximity to our market, which minimizes our logistics cost and enables us to supply fresh stocks with minimum delay to our consumers. The UHT milk processing unit, which we have at our Barasat facility, is the only UHT milk processing and packaging unit in the eastern region of India (*source: Technopak*), which allows us significant advantages over our competitors. Our other food processing units are located at Durgapur, Midnapore, Siliguri, Malda and Patna, which are primarily involved in processing and manufacturing of products under the dairy & fresh segment. We are in the process of establishing a food processing unit at Ranchi. We also have arrangements with various contract manufacturers such as Vista Processed Foods Private Limited ("**Vista Food**") for the manufacture of our frozen food products, and other contract manufacturers for our ice cream products. We aim to ensure that the contract manufacturers engaged by us adhere to our strict quality standards prescribed for our products.

Our distribution platform covers urban, semi-urban and rural markets, with a strong presence across all the markets, and focus on expanding our reach in the rural markets. Over the years, we have successfully managed our large distribution platform and developed strong relationships with our distribution chain. As of March 31, 2021, we had 3,126 distributors and a sales force of 570 employees (including contractual) and sales promoters. According to the Technopak Report, we have built a large distributor network catering to 160,000 – 170,000 retail touch points across categories of packaged food and fresh bananas.

Some or all of our products are distributed across the states of Eastern India including Bihar, Jharkhand, Orissa and West Bengal, and states in North East India including Assam, Arunachal Pradesh, Manipur, Meghalaya, Mizoram, Nagaland, Sikkim, and Tripura. Recently, we have also commenced distribution of some of our products in the states of Andhra Pradesh, Uttarakhand, Haryana, Madhya Pradesh, Himachal Pradesh, Gujarat, Punjab, Rajasthan and Uttar Pradesh, and the union territories of Jammu and Kashmir and Chandigarh as well as the National Capital Region.

We believe our environmental, social and governance initiatives have led to reduction of our carbon footprint and a value creation in the society. Our initiatives with farmers such as adoption of best farming practises to increase their productivity and incomes has benefited farmers across the dairy and banana value chain. We believe that our relationships with farmers provides us with access to a constant supply of our key raw materials, namely raw milk and bananas. For further details in relation to our environmental, social and governance initiatives, see " – *Environmental, Social And Governance Initiatives*" on page 184.

We rely on our highly experienced management team comprising of professionals with vast expertise and experience in the FMCG industry. Led by our Promoter, Mayank Jalan, who has over 18 years of experience in FMCG industry, our senior management team comprises of head of packaged foods & beverage, head of dairy & fresh foods, head of corporate finance, strategy and investor relations, head of marketing, head of human resource and information technology, head of research and development, as well as our Chief Financial Officer, Company Secretary and Compliance Officer. For further details, see "*Our Management*" on page 202. Further, since 2017, our Company has benefited from a marquee investor, Mandala Swede SPV, being a shareholder of our Company and represented on the Board by undertaking a number of initiatives such as formulating a future growth strategy and further strengthening our corporate governance standards.

We have also been awarded a number of industry awards including the Outstanding Performance in Cold Warehousing (Medium Segment) at the CII National Cold Chain Awards, 2017, Outstanding Performance in Ripening Chamber and "Best Practices in Cold Chain Management" with respect to our Barasat facility at the CII National Cold Chain Awards, 2018.

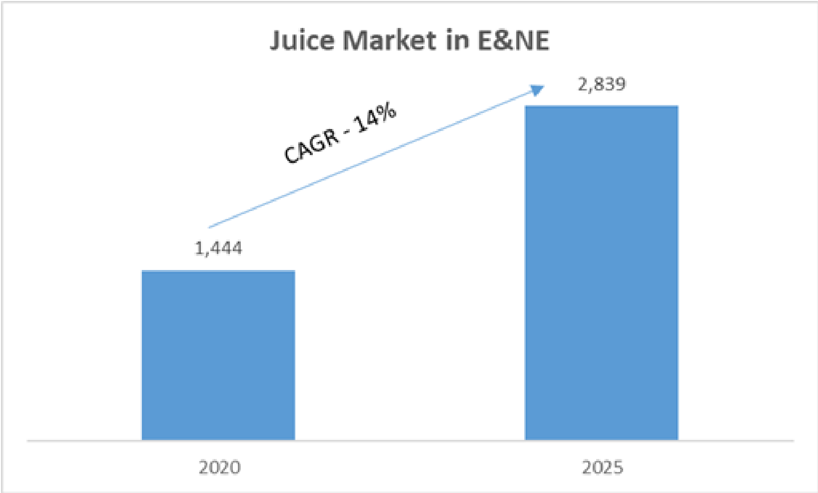
Significant Factors Affecting Our Results of Operations

Sales volumes and market potential

Our primary segments include packaged foods & beverage and dairy & fresh. For the financial year ended March 31, 2021, our revenue from operations from packaged foods & beverage and dairy & fresh accounted for 40.76% and 46.16% of our total revenue from operations. Our success is dependent on our ability to continuously grow the key segments of our business, introduce distinctive brands and upgrade our existing products which differentiates us from our competitors.

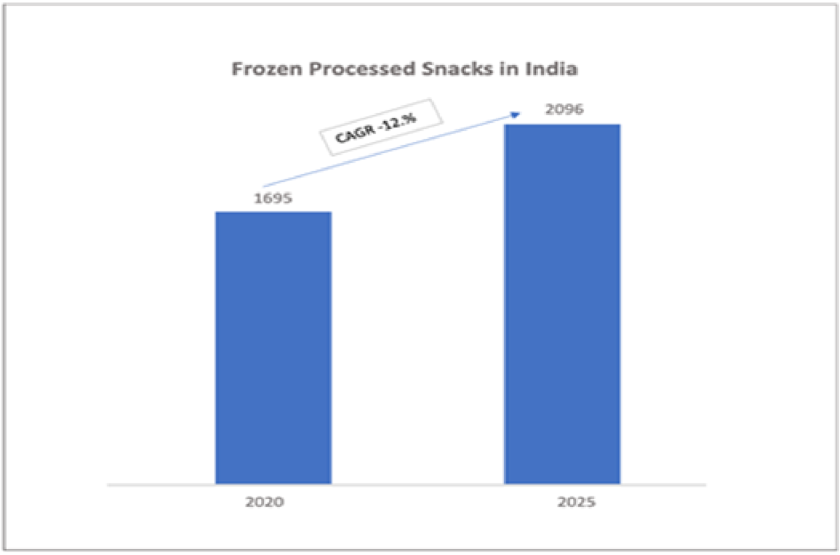
Packaged Foods & Beverage

We have entered into franchisee agreements with Parle Agro for manufacturing, filling, packing, selling and distributing some of our products such as Frooti (tetra pack), Appy (tetra pack), Frooti PET bottles, Appy Fizz PET bottles, B Fizz, "Smoodh tetra pack" and Bailley. Revenue from sale of 'Frooti', 'Appy', Appy Fizz and 'B Fizz' contributed 89.95% of the packaged foods & beverage segment in Fiscal 2021. As per the Technopak report, "Frooti" brand is a leading player in mango-based beverages and has year-round demand from children and adults alike. The fruit beverages market in Eastern and North East of India is currently estimated at ₹1,444 crores in 2020 . The market is expected to grow at 14% p.a. for next 5 years.



**in ₹ crores*

Frozen food products form the second category under packaged foods & beverage segment, where our revenues have grown at a CAGR of 50.74% between fiscals 2019 and 2021. As of March 31, 2021, our portfolio comprises of over 45 SKUs including vegetables, vegetarian snacks and non-vegetarian snacks as well as breads and sausages. As per the Technopak Report, we have the 3rd largest brand share in East and North East India in financial year 2020. As per the Technopak Report, the market size of frozen processed snacks in India is as follows:

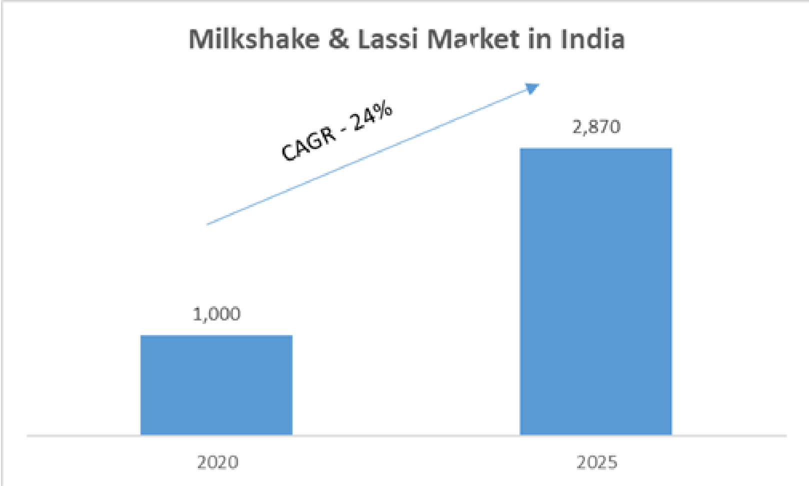


**in ₹ crores*

Dairy & Fresh Segment

According to the Technopak Report, we are the largest private dairy player in east and north east India. We have taken various sales and marketing initiatives to drive growth such as increasing the product range and engaging with celebrities to enhance brand visibility. Our pouch milk and curd operations are present in Kolkata and other urban areas of West Bengal (such as Midnapore, Kharagpur, Durgapur, Asansol, Siliguri, Malda, and Darjeeling). Our UHT white milk was introduced in December 2019 and is now available through-out the Eastern and North-Eastern States.

We have recently expanded our product portfolio by introducing milkshakes and lassi in the summer of Fiscal 2021. These products have been well received by the consumers. We have been able to leverage our distribution platform to scale up the volumes. Recently, we have been licensed by Parle Agro to manufacture, distribute and sell their "Smoodh" milkshake. We have also entered into a license agreement with an international media company to sell licensed products (milkshakes and frozen savoury snacks) on a pan-India basis. As per the Technopak Report, milkshake and lassi market size of India was ₹1,000 crores in 2020 and is expected to grow at 24% p.a. to ₹2,870 crores by 2025.



**in ₹ crores*

As per the Technopak Report, we are the largest player in the branded banana in east and north east India. Our banana ripening units are located at Barasat, Durgapur, Midnapore, Siliguri, and Patna and another unit is under construction at Ranchi. As per Technopak Report, the contribution of branded bananas to the total sales of bananas in India is currently very small but growing at a fast rate. Our ripening chambers are strategically located to cater to all the major urban towns and cities of West Bengal.

Ability to manage and grow our distribution platform and retail presence

According to the Technopak Report, traditional channels dominate the retail market across all consumption categories in East and North East India with 92.5% sales happening through traditional channels and 7.5% sales through modern trade and e-commerce channels. Thus, it becomes imperative for any player to have a strong distribution network which will provide access to reach 60-65% population of the East and North East region who are the potential customers of packaged food. Our number of distributors for the Company have increased from 911 as of March 31, 2017 to 3,126 distributors as of March 31, 2021. According to the Technopak Report, we have built a large distributor network in the East and North East catering to 160,000 – 170,000 retail touch points across categories of packaged food and fresh bananas.

Our success is dependent on our ability to effectively manage and expand our existing distribution network to service a larger number of retailers. We seek to optimize sales volumes by combining effective brand and product promotion strategies along with intensive interaction with our distributors and retailers, effective involvement of our sales team at points of sale, expanding the range of product offerings in certain markets and areas to specifically cater to regional and local consumer preferences. Our ability to effectively manage or grow our distribution platform is subject to various risks. For further details, see "*Risk Factors – Our inability to expand or effectively manage our distributors or retailers or any disruptions in our supply or distribution infrastructure may have an adverse effect on our business, results of operations, cash flows and financial condition*" on page 39.

In addition to the above, as we seek to increase the reach of our distribution platform to cover a larger proportion of potential outlets, we will be required to make significant investments in distribution infrastructure, including refrigeration equipment and warehouse space.

Modern trade and e-commerce are emerging channels for sales and distribution of packaged food products. We have entered into arrangements with modern trade chains (such as More Retail Limited and Spencer Retail Limited) and e-commerce companies (such as Innovative Retail Concepts Private Limited (Big Basket) for placement of our products.

As part of our strategies, we have also expanded our existing distribution platform to launch products in new geographies. Going forward, we intend to distribute our products under the packaged food segment on a pan India basis. We further intend to foray into the markets of Bihar and Jharkhand with our products under the fresh food segment, and plan to launch pouch milk and curd in these markets.

Price and availability of our key raw materials

Packaged foods & beverage

For the packaged food & beverage segment, our key raw materials include mango pulp, apple concentrate, NABB, sugar, SMP and packaging material.

We procure mangoes which are converted into mango pulp or concentrate. In Fiscal 2021, we procured mango pulp/ concentrate from three contract manufacturers. We purchase apple concentrate from various producers in India and abroad and sugar from local traders. We typically do not enter into long-term supply contracts for these inputs and generally place orders depending on our production requirements at negotiated prices.

For the purpose of manufacture of the products licensed (Frooti, Appy, Appy Fizz & B-Fizz) by Parle Agro, we are required to purchase a particular ingredient (NABB) exclusively from them. Whilst the price of NABB has remained stable on a per unit basis for the last five years, there is no assurance that there would not be any fluctuations in the future with respect to the price of NABB .

Dairy & Fresh

For the dairy & fresh segments, our key raw materials include raw milk, butter fat, SMP and green bananas.

We have established an elaborate supply chain for the procurement of raw milk. We procured an average of 1.4 LLPD of raw milk from a procurement network of 14 BMCs where we collect raw milk from farmers and also procure directly from six third party milk vendors across five districts in West Bengal, and according to the Technopak Report, these account for the majority of the milk procurement locations in the state.

We purchase SMP and butter fat from various vendors at negotiated prices as per our production requirements. We typically do not enter into long-term supply contracts for these inputs and generally place orders depending on our production requirements at negotiated prices.

We procured approximately 21,000 MT raw bananas in the Financial Year 2021 and typically do not enter into long-term supply contracts for these inputs and generally purchase on spot basis as the prices of bananas change frequently.

Prices for our key raw materials for packaged foods & beverages as well as dairy & fresh foods are determined by market forces. The availability and price of these inputs are subject to a number of factors beyond our control including economic conditions, production levels, market demand and competition for such materials, production and transportation cost, labour costs, labour unrest, crop failures, and natural disasters. Interruption of, or a shortage in the supply of, raw materials may result in our inability to operate our production facilities at optimal capacities, leading to a decline in production and sales. Additionally, considering the seasonal nature of some of our raw materials, we are required to procure and warehouse such raw materials for our production activities throughout the year.

Packaging of our products

For our packaged foods & beverage segment, the principal packaging materials used are PET bottles, laminates, poly-packs, shrink-wrap films, plastic closures, labels and corrugated boxes. We procure our packaging materials from third party suppliers such as Tetra Pak and Parle Agro. For further details, see "*Our Business*" on page 150.

The cost of packaging material depends upon the SKU to be manufactured. The incremental cost per unit of producing larger - sized serves in the same packaging type is proportionately lower than the increased volume, which results in higher margins as larger - sized serves have a lower packaging cost. As a result of different SKUs of our products have different margins. Product and package mix thereby have a significant effect on our operating profit. While we attempt to adjust our product and package mix to maximize profitability, changes in consumer demand and the competitive landscape can have a significant impact on our mix and therefore our profitability in any relevant period.

In our dairy & fresh segment, the principal packaging materials used by us in this segment include poly-packs, laminates, IML and shrink-wrap films. We procure our packaging materials from reputed third party suppliers with whom we have long-standing business relationships.

Seasonality

Sales of certain of our packaged food products (such as "Frooti", "Appy", "Appy Fizz" and "B Fizz") are generally significantly higher in the summer months (February to June), and considerably lower during the winter months (November to January). However, in recent years, we observe that the sales in non-summer months have grown faster than the summer months, leading to a flattening of the sales curve.

Sale of some of our dairy & fresh food products (milkshakes, lassi, ice cream and curd) have similar seasonality profiles with significantly higher sales in the summer months (February to June) and considerably lower sales during the winter months (November to January). Other dairy & fresh food products (pouched milk and bananas) are typically consistent through-out the year, with marginal differences across the various seasons.

On the raw material side, availability of mango pulp has a high seasonal component as raw mangoes are typically harvested only between May to July. Our entire requirement of mango pulp for the next 12 months is dependent on the harvest during this period. Significant shortage of raw mangoes due to factors like crop failure and weather disruption can lead to adverse impacts such as increased prices and reduced availability of mango pulp.

Competition

The packaged food industry is characterized by high competition. We compete with large domestic and multi-national companies such as Coca-Cola, Venky's, Yummiez and ITC Limited in most product categories and markets *(Source: Technopak*

Report). Most of our competitors in this segment have similar access to raw materials, technical, managerial and financial resources. The success of our business depends on consumer behaviour and preferences and their affinity and loyalty to our brands and products. For our dairy & fresh food segment, we compete not only with national players, but also with regional players and vendors in the unorganised sector for our products.

To remain competitive, we may be required to constantly invest in product innovation, brand development, and increasing the availability, visibility and reach of our products. Accordingly, we may be required to incur increased sales, marketing, and R&D expenses on an extended basis.

Impact of Covid-19 Pandemic

In the first half of calendar year 2020, Covid-19 spread to a majority of countries across the world, including India. The Covid-19 pandemic has had, and may continue to have, significant repercussions across local, national and global economies and financial markets.

The global impact of the Covid-19 pandemic has been rapidly evolving and public health officials and governmental authorities responded by taking measures, including in India where our operations are primarily based, such as prohibiting people from assembling in large numbers, instituting quarantines, restricting travel, issuing "stay-at-home" orders and restricting the types of businesses that may continue to operate, among many others. The outbreak of Covid-19 was recognized as a public health emergency of international concern on January 30, 2020 and as a pandemic by the WHO on March 11, 2020. On March 14, 2020, India declared Covid-19 as a "notified disaster" and imposed a nationwide lockdown beginning March 25, 2020. With the resurgence of the Covid-19 pandemic in April 2021, the lockdowns were imposed in various parts of India. The impact of the pandemic on our business, operations and future financial performance has included and may include the following:

- a decrease in sales of some of our products such as fruit juices, ice creams, milk shakes and packaged drinking water which was offset by an increase in sales of UHT milk and frozen food products. This was primarily due to COVID-19 induced lockdowns, closure of shops and people working from home;
- an adverse impact on our sales to commercial establishments due to closures or restricted hours of operations;
- impact on sales of milk to certain customers such as tea vendors;
- a disruption in our distributors' ability to distribute our products;
- a negative impact on the health of some of our employees, including certain employees contracting COVID-19;

During the second wave of the COVID-19 pandemic, our sourcing, supply chain, and manufacturing capabilities have not been significantly impacted with isolated instances of sharp price rises in certain raw materials as well as temporary availability issues. Certain raw materials for our pouched milk and bananas witnessed a decrease in prices as the supply exceeded demand during the lock downs. This has resulted in a rise in margin for these products. As per our Company's present assessment and based on management's analysis after taking into consideration the internal and external information available (including economic indicators, general business conditions etc.), no material impact is expected due to COVID-19. The impact of COVID - 19 on our Company's financial condition, results of operation and liquidity may differ from that estimated and the Company will continue to closely monitor any material changes to future economic conditions.

While COVID-19 has directly affected our business and operations, there is significant uncertainty regarding the duration and impact of the COVID-19 pandemic, as well as possible future responses, which makes it impossible for us to predict with certainty the impact that COVID-19 will have on us and our consumers and our suppliers at this time. While we expect that the demand curve in various segments will eventually revert to normal, the timing of such recovery remains unpredictable and different from product to product. As our operations have been optimized for higher levels of output, we may face higher manufacturing and operating costs in the interim period.

Our Critical Accounting Policies

The significant accounting policies followed by us in the preparation of our Restated Financial Information are set out below.

(i) **Revenue recognition**

Revenue from contract with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Revenue is measured at the fair value of the consideration received or receivable, net of returns, discounts, volume rebates, outgoing sales taxes including goods and service tax. Revenue from sale of products is recognized when the Company transfers the control of goods to the customer as per the terms of contract.

Sale of Products

Revenue from sale of products is recognized when the Company transfers the control of goods to the customer as per the terms of contract. The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component, non-cash considerations and consideration payable to the customer (if any). In case of domestic sales, the Company believes that the control gets transferred to the customer on dispatch of the goods from the factory/depot and in case of exports, revenue is recognised on passage of control as per the terms of contract / in co terms.

Variable consideration

Volume rebates

Variable consideration in the form of volume rebates is recognised at the time of sale made to the customers and are offset against the amounts payable by them. To estimate the variable consideration for the expected future rebates, the Company applies the expected value method or most likely method. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The most likely amount is used for those contracts with a single volume threshold, while the expected value method is used for those with more than one volume threshold. The Company then applies the requirements on constraining estimates of variable consideration and recognises a liability for the expected future rebates.

Rights of return

Certain contracts provide a customer with a right to return the damaged goods within a specified period. The Company uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Company will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, the Company recognises a provision for damage return and net it from revenue.

Contract balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Advance from customer

Advance from customer is the obligation to transfer goods or services to a customer for which the Company has received consideration from the customer. Advance from customer is recognised as revenue when the Company performs under the contract.

Deferred revenue

Deferred revenue is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates its estimates of deferred revenue (and the corresponding change in the transaction price) at the end of each reporting period.

(ii) Property, Plant and Equipment

Property, plant and equipment are stated at cost, which includes capitalised borrowing costs, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

Expenditure directly relating to construction activity are capitalised. Indirect expenditure incurred during construction period are capitalised as part of the indirect construction cost to the extent to which the expenditure are indirectly related to construction or are incidental thereto. Expenditure incurred on new projects under implementation are carried forward as pre-operative expenditure to be allocated appropriately to fixed assets on completion of the projects.

Machinery spares which can be used only in connection with an item of property, plant and equipment and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied.

Depreciation on property, plant and equipment is provided using the straight line method over the useful lives of the assets as estimated by the management. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed. The estimated useful lives, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

For the following class of assets, based on internal assessment, the management believes that the useful lives as given below best represent the period over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Particulars of assets	Useful life (Years) as per Management
Mobile Phone	3
Crates	3
Pallets	5
Freezers	5
Visi Cooler	3
Vehicles	4
Cycle Stand	48
Plant Roof and wall Sheeting	15
UHR Plant Finishing work	20
UHT Plant Structural Steel Structure	25
Building Puff insulation	25
External Drainage system, RCC Road & Bituminus Road and Hard base park for UHT Plant	25
Tetra Pak Conveyor System	14
Mould	8
Filling Machine TBA-19	9
Continuous Freezer	10
Coveyor, Packer	13

Leasehold Improvements are amortized over the period of lease.

Capital Work in Progress:

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.

Disposal

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and carrying amount of the property, plant and equipment and is recognised in the Statement of Profit and Loss.

Bearer Plants

Recognition and Measurement:

Bearer Plants, comprising of mature banana trees are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any). Cost of bearer plants includes the cost of land development, cost of nursery, drainage, cultivation, fertilizers and agro-chemicals etc.

Depreciation:

Depreciation on bearer plants is recognized so as to write off its cost over useful lives, using the straight-line method. Estimated useful life of the bearer plants has been determined to be 2.5 years. The residual value in case of Bearer Plants has been considered as NIL. The estimated useful life, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

(iii) 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 cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment properties are required to be replaced at intervals, Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Company depreciates building component of investment property over 30 years from the date of original purchase.

Though the Company measures investment properties using cost-based measurement, the fair value of investment properties are disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee.

(iv) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

The estimated useful lives of assets are as follows:

Softwares & Licences (Acquired)	6 Years

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

Intangible Assets under Development: Intangible Assets under development is stated at cost which includes expenses incurred in connection with their development in so far as such expenses relate to the period prior to their getting the assets ready for use.

(v) Government Grants and subsidies

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with and the grants will be received. Grants related to assets are treated as deferred income and are recognized as other operating income in the Statement of profit & loss on a systematic and rational basis over the useful life of the asset. Grants related to income are recognized on a systematic basis over the periods necessary to match them with the related costs which they are intended to compensate and are deducted from the expense in the statement of profit & loss.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

Exports entitlements are recognised when the right to receive credit as per the terms of the schemes is established in respect of the exports made by the Company and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

(vi) Segment Reporting

The Chief Operational Decision Maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the restated unconsolidated summary statements.

The Operating segments have been identified on the basis of the nature of products/services.

a) Segment revenue includes sales and other income directly identifiable with the segment including inter segment revenue.

b) Common allocable costs are inter-se allocated to segments based on the basis most relevant to the nature of the cost concerned. Revenue and expenses, which relate to the enterprise as a whole and not allocable to segment on a reasonable basis, are included under the head unallocated expense / income.

c) Income which relates to the company as a whole and not allocable to segments is included in unallocable income.

d) Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the company as a whole and not allocable to any segment.

(vii) Earnings Per Share

Basic Earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders adjusted for the effects of potential equity shares by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

For the purpose of calculating diluted earnings per share, the net profit for the period attributed to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

(viii) Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

(ix) Acceptances

The Company enters into arrangements whereby banks make direct payments to suppliers for raw materials. The banks are subsequently repaid by the Company at a later date providing working capital timing benefits. These are normally settled up to twelve months. The economic substance of the transaction is determined to be operating in nature and these are recognised as Acceptances and disclosed on the face of the balance sheet. Interest expense on these are recognised in the finance cost. Payments made by banks to the operating vendors are treated as a non cash item and settlement of due to Acceptances by the Company is treated as an operating cash outflow reflecting the substance of the payment.

(x) Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent Liabilities being a possible obligation as a result of past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more future events not wholly within the control of the company are not recognized in the accounts. The nature of such liabilities and an estimate of its financial effect are disclosed in notes to the restated unconsolidated summary statements.

Contingent asset usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits**.** Contingent Assets are not recognized in the financial statements, the nature of such assets and an estimate of its financial effect are disclosed in notes to the restated unconsolidated summary statements.

(xi) Borrowing Costs

Borrowing costs include interest expense calculated using the effective interest rate method, other costs incurred in connection with borrowing of funds and exchange differences to the extent regarded as an adjustment to the interest costs. Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset (net of income earned on temporary deployment of funds) are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

(xii) Inventories

Inventories are valued as follows:

Inventories are valued at the lower of cost and net realizable value (NRV). Cost is measured by including, unless specifically mentioned below, cost of purchase and other costs incurred in bringing the inventories to their present location and condition. NRV is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Raw materials, components, stores and spares:

Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Raw materials include unripened bananas whose cost is the fair value less cost to sell at the point of harvest of bananas.

Work-in-progress and finished goods:

Lower of cost and net realizable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity. Traded goods in stock are valued at lower of landed cost and net realizable value.

By Products:

Valued at net realisable value.

Cost of inventories is determined on the 'weighted average' basis and comprises expenditure incurred in the normal course of business for bringing such inventories to their present location and condition and includes, wherever applicable, appropriate overheads.

Net realizable 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.

(xiii) Biological Assets:

Biological Assets are measured at fair value less cost to sell with changes in fair value recognized in Statement of profit and loss.

Biological assets of the company comprise of un-harvested bananas that are classified as current biological assets. The company recognizes biological assets when, and only when, the company controls the assets as a result of past events, it is probable that future economic benefits associated with such assets will flow to the company and the fair value or cost of the assets can be measured reliably. Expenditure incurred on biological assets is measured on initial recognition and at the end of each reporting period at its fair value less costs to sell. The gain or loss arising from a change in fair value less cost to sell of biological assets is included in Statement of Profit and Loss for the period in which it arises.

(xiv) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Classification

The company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

Initial recognition and measurement

All financial assets are initially recognized when the company becomes a party to the contractual provisions of the instruments. Financial assets are recognised initially at fair value plus, in the case of financial assets not recognised at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement of financial assets is dependent on initial categorisation. For impairment purposes, significant financial assets are tested on an individual basis and other financial assets are assessed collectively in groups that share similar credit risk characteristics.

Financial assets measured at amortised cost

Financial assets are measured at amortised cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and 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. 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 and Loss. This category generally applies to trade and other receivables.

Financial assets measured at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at FVTOCI when the objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and the asset's contractual cash flows represent SPPI. Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income.

Financial assets measured at fair value through profit or loss (FVTPL)

FVTPL is a residual category for financial assets. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss.

Derecognition of financial assets

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the company has transferred its rights to receive cash flows from the asset.

Financial liabilities

Classification

The company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss.

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 **-** "Financial Instruments". Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has designated 0.01% Compulsorily Convertible Preference shares (CCPS) issued by the Company, as financial liability at fair value through profit or loss.

Financial liabilities measured at amortised cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method except for those designated in an effective hedging relationship.

Amortised cost is calculated by taking into account any discount or premium and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the Statement of Profit and Loss. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the EIR method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Trade and other payables

A payable is classified as 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the company prior to the end of financial year, which are unpaid. They are recognised initially at their fair value and subsequently measured at amortised cost using the EIR method.

Financial guarantee contracts

Financial guarantees issued by the company are those guarantees that require a payment to be made to reimburse the holder of the guarantee for a loss incurred by the holder because the specified debtor fails to make a payment, when due, to the holder in accordance with the terms of a debt instrument. Financial guarantees are recognised initially as a liability at fair value, adjusted for transactions 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 amount recognised less cumulative amortisation.

Embedded derivatives

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

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 counterparty.

(xv) Derivative financial instruments

The company enters into a variety of derivative financial instruments viz. foreign exchange forward contracts, to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, interest rate swaps and cross currency swaps.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately unless the derivative is designated as hedging instrument.

3.16 Compound Financial Instruments:

The liability component of a compound financial instrument is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequently.

Interest related to the financial liability is recognised in Statement of Profit and Loss (unless it qualifies for inclusion in the cost of an asset). In case of conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognised.

(xvi) Impairment

Financial assets

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

Non-financial assets

Non-financial 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 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 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 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 amortization or depreciation) had no impairment loss been recognised for the asset in prior years.

3.18 Leases

The company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

<u>Company as a lessee</u>

The company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, are as follows:

Building 2 to 5 years

Leasehold Land is amortised over the period of lease ranging from 30 to 99 years.

If ownership of the leased asset transfers to the company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment

ii) Lease liabilities

At the commencement date of the lease, the company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the company and payments of penalties for terminating the lease, if the lease term reflects the company exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The company's lease liabilities are included in Other Financial Liabilities.

iii) Short-term leases and leases of low-value assets

The company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

(xvii) Foreign currency transactions and translations

Transactions in foreign currencies are translated to the functional currency of the company (i.e., INR) at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date, except for those derivative balances that are within the scope of Ind AS 109 – "Financial Instruments", are translated to the functional currency at the exchange rate at that date and the related foreign currency gain or loss are reported in the Statement of Profit and Loss.

Foreign exchange differences regarded as an adjustment to interest costs are recognised in the Statement of Profit and Loss. Realised or unrealised gain in respect of the settlement or translation of borrowing is recognised as an adjustment to interest cost to the extent of the loss previously recognised as an adjustment to interest cost.

(xviii) Employee benefits

a) Employee benefits in the form of Provident Fund and Employee State Insurance are defined contribution plans. The company recognises contribution payable to a defined contribution plan as an expense, when an employee renders the related service. If the contribution payable to the scheme for services received before the balance sheet date exceeds the contribution already paid, the contribution payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund. There are no obligations other than the contribution payable to the respective trusts.

b) Gratuity is a defined benefit plans. The Company operates a defined benefit gratuity plan in India, comprising of Gratuity fund with Life Insurance Corporation of India. The Company's liability is actuarially determined using the Projected Unit Credit method at the end of the year in accordance with the provision of Ind AS 19 - Employee Benefits.

The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The effect of any plan amendments are recognized in the Statement of Profit & Loss.

The Company recognises the changes in the net defined benefit obligation like service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income, as an expense in the Statement of Profit and Loss.

c) Long Term Compensated Absences - The Company treats accumulated leave to the extent such leave are carried forward as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred.

(xix) Taxes on Income

Income tax expense comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income. In such cases, the tax is also recognised directly in equity or in other comprehensive income.

Current tax

Current tax is the amount of tax payable on the taxable income for the year, determined in accordance with the provisions of the Income Tax Act, 1961.

Current Tax is measured on the basis of taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Deferred tax

Deferred tax is recognised on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the balance sheet and their corresponding tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences and unused tax losses being carried forward, to the extent that it is probable that taxable profits will be available in future against which those deductible temporary differences and tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

(xx) Common Control Transactions

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and the control is not transitory. The transactions between entities under common control are specifically covered by Ind AS 103. Such transactions are accounted for using the pooling-of-interest method. The assets and liabilities of the acquired entity are recognised at their carrying amounts recorded in the parent entity's consolidated financial statements. No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies. The components of equity of the acquired companies are added to the same components within the Company's equity. The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve. The Company's shares issued in consideration for the acquired companies are recognised from the moment the acquired companies are included in these Restated Unconsolidated Summary Statementsand the financial statements of the commonly controlled entities are combined, retrospectively, as if the transaction had occurred at the beginning of the earliest reporting period presented. However, the prior year comparative information is only adjusted for periods during which entities were under common control.

(xxi) New and amended Standards

(i) Amendments to Ind AS 116: Covid-19-Related Rent Concessions.

The amendments provide relief to lessees from applying Ind AS 116 guidance on lease modification accounting for rent concessions arising as a direct consequence of the Covid-19 pandemic. As a practical expedient, a lessee may elect not to assess whether a Covid-19 related rent concession from a lessor is a lease modification. A lessee that makes this election accounts for any change in lease payments resulting from the Covid-19 related rent concession the same way it would account for the change under Ind AS 116, if the change were not a lease modification. This amendment does not have material impact on the Restated Unconsolidated Summary Statements of the Company.

(ii) Amendments to Ind AS 103 *Business Combinations*

The amendment to Ind AS 103 Business Combinations clarifies that to be considered a business, an integrated set of activities and assets must include, at a minimum, an input and a substantive process that, together, significantly contribute to the ability to create output. Furthermore, it clarifies that a business can exist without including all of the inputs and processes needed to create outputs.

These amendments are applicable to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after the 1 April 2020 and to asset acquisitions that occur on or after the beginning of that period. This amendment had no impact on the restated unconsolidated summary statements of the Company but may impact future periods should the Company enter into any business combinations.

(iii) Amendments to Ind AS 1 and Ind AS 8: Definition of Material

The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the restated unconsolidated summary statements of, nor is there expected to be any future impact to the Company.

These amendments are applicable prospectively for annual periods beginning on or after the 1 April 2020. The amendments to the definition of material are not expected to have a significant impact on the Company's restated unconsolidated summary statements.

(iv) Amendments to Ind AS 107 and Ind AS 109: Interest Rate Benchmark Reform

The amendments to Ind AS 109 Financial Instruments: Recognition and Measurement provide a number of reliefs, which apply to all hedging relationships that are directly affected by interest rate benchmark reform. A hedging relationship is affected if the reform gives rise to uncertainty about the timing and/or amount of benchmark-based cash flows of the hedged item or the hedging instrument. These amendments have no impact on the restated unconsolidated summary statements of the Company as it does not have any interest rate hedge relationships.

The amendments to Ind AS 107 prescribe the disclosures which entities are required to make for hedging relationships to which the reliefs as per the amendments in Ind AS 109 are applied. These amendments are applicable for annual periods beginning on or after the 1 April 2020. These amendments are not expected to have a significant impact on the Company's restated unconsolidated summary statements.

3.24 Changes in accounting policies and disclosures

There are no standards issued but not yet effective up to the date of issuance of the Company's Restated Unconsolidated Summary Statements.

The significant accounting policies followed by us in the preparation of our Restated Financial Information are set out below.

Principles of consolidation

(i) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group 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 to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group combines the restated financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Inter Group 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.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Name	Country of Incorporation	Percentage Holding as at March 31, 2019
Metro Dairy Limited *	India	100%

* Also refer note no 54 of the Restated Consolidated Summary Statement.

(ii) Changes in Ownership Interests

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

(iii) Goodwill Arising on Consolidation

Goodwill is initially recognised at cost and is subsequently measured at cost less impairment losses, if any. Goodwill is tested for impairment annually or more frequently when there is an indication that it may be impaired. An impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

3.2 Revenue recognition

Revenue from contract with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, because it typically controls the goods or services before transferring them to the customer.

Revenue is measured at the fair value of the consideration received or receivable, net of returns, discounts, volume rebates, outgoing sales taxes including goods and service tax. Revenue from sale of products is recognized when the Group transfers the control of goods to the customer as per the terms of contract.

The specific recognition criteria described below must also be met before revenue is recognised.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of Products

Revenue from sale of products is recognized when the Group transfers the control of goods to the customer as per the terms of contract. The Group considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Group considers the effects of variable consideration, the existence of significant financing component, non-cash considerations and consideration payable to the customer (if any). In case of domestic sales, the Group believes that the control gets transferred to the customer on dispatch of the goods from the factory/depot and in case of exports, revenue is recognised on passage of control as per the terms of contract / incoterms.

Variable consideration

Volume rebates

Variable consideration in the form of volume rebates is recognised at the time of sale made to the customers and are offset against the amounts payable by them. To estimate the variable consideration for the expected future rebates, the Group applies the expected value method or most likely method. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The most likely amount is used for those contracts with a single volume threshold, while the expected value method is used for those with more than one volume threshold. The Group then applies the requirements on constraining estimates of variable consideration and recognises a liability for the expected future rebates.

Rights of return

Certain contracts provide a customer with a right to return the damaged goods within a specified period. The Group uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, the Group recognises a provision for damage return and net it from revenue.

Contract balances

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Advance from customer

Advance from customer is the obligation to transfer goods or services to a customer for which the Group has received consideration from the customer. Advance from customer is recognised as revenue when the Group performs under the contract.

Deferred revenue

Deferred revenue is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of deferred revenue (and the corresponding change in the transaction price) at the end of each reporting period.

3.3 Property, Plant and Equipment

Property, plant and equipment are stated at cost, which includes capitalised borrowing costs, less accumulated depreciation and impairment, if any. Costs directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management.

Expenditure directly relating to construction activity are capitalised. Indirect expenditure incurred during construction period are capitalised as part of the indirect construction cost to the extent to which the expenditure are indirectly related to construction or are incidental thereto. Expenditure incurred on new projects under implementation are carried forward as pre-operative expenditure to be allocated appropriately to fixed assets on completion of the projects.

Machinery spares which can be used only in connection with an item of property, plant and equipment and whose use is expected to be irregular are capitalised and depreciated over the useful life of the principal item of the relevant assets. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied.

Depreciation on property, plant and equipment is provided using the straight line method over the useful lives of the assets as estimated by the management. Depreciation is calculated on a pro-rata basis from the date of installation till the date the assets are sold or disposed. The estimated useful lives, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

For the following class of assets, based on internal assessment, the management believes that the useful lives as given below best represent the period over which management expects to use these assets. Hence, the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013.

Particulars of assets	Useful life (Years) as per Management
Mobile Phone	3
Crates	5
Pallets	5
Freezers	5
Visi Cooler	3
Vehicles	4
Cycle Stand	48
Plant Roof and wall Sheeting	15
UHT Plant Finishing work	20

Particulars of assets	Useful life (Years) as per Management
UHT Plant Structural Steel Structure	25
Building Puff insulation	25
External Drainage system, RCC Road & Bituminous Road and Hard base park for UHT Plant	25
Tetra Pak Conveyor System	14
Mould	8
Filling Machine TBA-19	9
Continuous Freezer	10

Leasehold Improvements are amortized over the period of lease.

Capital Work in Progress:

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.

Disposal

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and carrying amount of the property, plant and equipment and is recognised in the Statement of Profit and Loss.

Bearer Plants

Recognition and Measurement:

Bearer Plants, comprising of mature banana trees are stated in the balance sheet at cost, less any accumulated depreciation and accumulated impairment losses (if any). Cost of bearer plants includes the cost of land development, cost of nursery, drainage, cultivation, fertilizers and agro-chemicals etc.

Depreciation:

Depreciation on bearer plants is recognized so as to write off its cost over useful lives, using the straight-line method. Estimated useful life of the bearer plants has been determined to be 2.5 years. The residual value in case of Bearer Plants has been considered as NIL. The estimated useful life, residual value and depreciation method are reviewed at the end of each reporting period, with the effect of any change in estimate accounted for on a prospective basis.

3.4 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 cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment properties are required to be replaced at intervals, Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Group depreciates building component of investment property over 30 years from the date of original purchase.

Though the Group measures investment properties using cost-based measurement, the fair value of investment properties are disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a valuation model recommended by the International Valuation Standards Committee.

3.5 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

The estimated useful lives of assets are as follows:

Softwares & Licences (Acquired)	5 Years

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss. when the asset is derecognised.

Intangible Assets under Development: Intangible Assets under development is stated at cost which includes expenses incurred in connection with their development in so far as such expenses relate to the period prior to their getting the assets ready for use.

3.6 Government Grants and subsidies

The Group recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with and the grants will be received. Grants related to assets are treated as deferred income and are recognized as other operating income in the Statement of profit & loss on a systematic and rational basis over the useful life of the asset. Grants related to income are recognized on a systematic basis over the periods necessary to match them with the related costs which they are intended to compensate and are deducted from the expense in the statement of profit & loss.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

Exports entitlements are recognised when the right to receive credit as per the terms of the schemes is established in respect of the exports made by the Group and when there is no significant uncertainty regarding the ultimate collection of the relevant export proceeds.

3.7 Segment Reporting

The Chief Operational Decision Maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the restated financial statements.

The Operating segments have been identified on the basis of the nature of products/services.

a) Segment revenue includes sales and other income directly identifiable with the segment including inter segment revenue.

b) Common allocable costs are inter-se allocated to segments based on the basis most relevant to the nature of the cost concerned. Revenue and expenses, which relate to the enterprise as a whole and not allocable to segment on a reasonable basis, are included under the head unallocated expense / income.

c) Income which relates to the group as a whole and not allocable to segments is included in unallocable income.

d) Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the group as a whole and not allocable to any segment.

3.8 Earnings Per Share

Basic Earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders adjusted for the effects of potential equity shares by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

For the purpose of calculating diluted earnings per share, the net profit for the period attributed to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

3.9 Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

3.10 Acceptances

The Group enters into arrangements whereby banks make direct payments to suppliers for raw materials. The banks are subsequently repaid by the Group at a later date providing working capital timing benefits. These are normally settled up to twelve months. The economic substance of the transaction is determined to be operating in nature and these are recognised as Acceptances and disclosed on the face of the balance sheet. Interest expense on these are recognised in the finance cost. Payments made by banks to the operating vendors are treated as a non cash item and settlement of due to acceptances by the Group is treated as an operating cash outflow reflecting the substance of the payment group

3.11 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent Liabilities being a possible obligation as a result of past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more future events not wholly within the control of the group are not recognized in the accounts. The nature of such liabilities and an estimate of its financial effect are disclosed in notes to the restated financial statements.

Contingent asset usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits**.** Contingent Assets are not recognized in the restated financial statements, the nature of such assets and an estimate of its financial effect are disclosed in notes to the restated financial statements.

3.12 Borrowing Costs

Borrowing costs include interest expense calculated using the effective interest rate method, other costs incurred in connection with borrowing of funds and exchange differences to the extent regarded as an adjustment to the interest costs. Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset (net of income earned on temporary deployment of funds) are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use or sale.

3.13 Inventories

Inventories are valued as follows:

Inventories are valued at the lower of cost and net realizable value (NRV). Cost is measured by including, unless specifically mentioned below, cost of purchase and other costs incurred in bringing the inventories to their present location and condition. NRV is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Raw materials, components, stores and spares:

Lower of cost and net realizable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Raw materials include unripened bananas whose cost is the fair value less cost to sell at the point of harvest of bananas.

Work-in-progress and finished goods:

Lower of cost and net realizable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity. Traded goods in stock are valued at lower of landed cost and net realizable value.

By Products:

Valued at net realisable value.

3.14 Biological Assets:

Biological Assets are measured at fair value less cost to sell with changes in fair value recognized in Statement of profit and loss.

Biological assets of the group comprise of un-harvested bananas that are classified as current biological assets. The group recognizes biological assets when, and only when, the group controls the assets as a result of past events, it is probable that future economic benefits associated with such assets will flow to the group and the fair value or cost of the assets can be measured reliably. Expenditure incurred on biological assets is measured on initial recognition and at the end of each reporting period at its fair value less costs to sell. The gain or loss arising from a change in fair value less cost to sell of biological assets is included in Statement of Profit and Loss for the period in which it arises.

3.15 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Classification

The group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

Initial recognition and measurement

All financial assets are initially recognized when the group becomes a party to the contractual provisions of the instruments. Financial assets are recognised initially at fair value plus, in the case of financial assets not recognised at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement of financial assets is dependent on initial categorisation. For impairment purposes, significant financial assets are tested on an individual basis and other financial assets are assessed collectively in groups that share similar credit risk characteristics.

Financial assets measured at amortised cost

Financial assets are measured at amortised cost when asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows and 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. 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 and Loss. This category generally applies to trade and other receivables.

Financial assets measured at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at FVTOCI when the objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and the asset's contractual cash flows represent SPPI. Financial assets under this category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income.

Financial assets measured at fair value through profit or loss (FVTPL)

FVTPL is a residual category for financial assets. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognised in profit or loss.

Derecognition of financial assets

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or the group has transferred its rights to receive cash flows from the asset.

Financial liabilities

Classification

The group classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss.

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and in the case of loans, borrowings and payables, net of directly attributable transaction costs. Financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading, if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109 **-** "Financial Instruments". Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to statement of profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has designated 0.01% Compulsorily Convertible Preference shares (CCPS) issued by the Company, as financial liability at fair value through profit or loss.

Financial liabilities measured at amortised cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method except for those designated in an effective hedging relationship.

Amortised cost is calculated by taking into account any discount or premium and fee or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the Statement of Profit and Loss. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the EIR method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Trade and other payables

A payable is classified as 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the group prior to the end of financial year, which are unpaid. They are recognised initially at their fair value and subsequently measured at amortised cost using the EIR method.

Financial guarantee contracts

Financial guarantees issued by the group are those guarantees that require a payment to be made to reimburse the holder of the guarantee for a loss incurred by the holder because the specified debtor fails to make a payment, when due, to the holder in accordance with the terms of a debt instrument. Financial guarantees are recognised initially as a liability at fair value, adjusted for transactions 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 amount recognised less cumulative amortisation.

Embedded derivatives

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS 109 are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other income or finance costs.

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 counterparty.

3.16 Derivative financial instruments

The group enters into a variety of derivative financial instruments viz. foreign exchange forward contracts, to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts, interest rate swaps and cross currency swaps.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately unless the derivative is designated as hedging instrument.

3.17 Compound Financial Instruments:

The liability component of a compound financial instrument is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequently.

Interest related to the financial liability is recognised in Statement of Profit and Loss (unless it qualifies for inclusion in the cost of an asset). In case of conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognised.

3.18 Impairment

Financial assets

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

Non-financial assets

Non-financial 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 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 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 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 amortization or depreciation) had no impairment loss been recognised for the asset in prior years.

3.19 Leases

The group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

<u>Group as a lessee</u>

The group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, are as follows:

Building 2 to 5 years

Leasehold Land is amortised over the period of lease ranging from 30 to 99 years.

If ownership of the leased asset transfers to the group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment

ii) Lease liabilities

At the commencement date of the lease, the group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the group and payments of penalties for terminating the lease, if the lease term reflects the group exercising the option to terminate.

Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The group's lease liabilities are included in Other Financial Liabilities.

iii) Short-term leases and leases of low-value assets

The group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3.20 Foreign currency transactions and translations

Transactions in foreign currencies are translated to the functional currency of the group (i.e., INR) at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date, except for those derivative balances that are within the scope of Ind AS 109 – "Financial Instruments", are translated to the functional currency at the exchange rate at that date and the related foreign currency gain or loss are reported in the Statement of Profit and Loss.

Foreign exchange differences regarded as an adjustment to interest costs are recognised in the Statement of Profit and Loss. Realised or unrealised gain in respect of the settlement or translation of borrowing is recognised as an adjustment to interest cost to the extent of the loss previously recognised as an adjustment to interest cost.

3.21 Employee benefits

a) Employee benefits in the form of Provident Fund and Employee State Insurance are defined contribution plans. The group recognises contribution payable to a defined contribution plan as an expense, when an employee renders the related service. If the contribution payable to the scheme for services received before the balance sheet date exceeds the contribution already paid, the contribution payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund. There are no obligations other than the contribution payable to the respective trusts.

b) Gratuity is a defined benefit plans. The Group operates a defined benefit gratuity plan in India, comprising of Gratuity fund with Life Insurance Corporation of India. The Group's liability is actuarially determined using the Projected Unit Credit method at the end of the year in accordance with the provision of Ind AS 19 - Employee Benefits.

The Group recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income and are not reclassified to profit or loss in subsequent periods. The effect of any plan amendments are recognized in the Statement of Profit & Loss.

The Group recognises the changes in the net defined benefit obligation like service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements and net interest expense or income, as an expense in the Statement of Profit and Loss.

c) Long Term Compensated Absences - The Group treats accumulated leave to the extent such leave are carried forward as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the Statement of Profit and Loss and are not deferred. GroupGroup

3.22 Taxes on Income

Income tax expense comprises of current tax and deferred tax. It is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income. In such cases, the tax is also recognised directly in equity or in other comprehensive income.

Current tax

Current tax is the amount of tax payable on the taxable income for the year, determined in accordance with the provisions of the Income Tax Act, 1961.

Current Tax is measured on the basis of taxable income for the current accounting period in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws.

Deferred tax

Deferred tax is recognised on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the balance sheet and their corresponding tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences and unused tax losses being carried forward, to the extent that it is probable that taxable profits will be available in future against which those deductible temporary differences and tax losses can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

3.23 Common Control Transactions

A business combination involving entities or businesses under common control is a business combination in which all of the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination and the control is not transitory. The transactions between entities under common control are specifically covered by Ind AS 103. Such transactions are accounted for using the pooling-of-interest method. The assets and liabilities of the acquired entity are recognised at their carrying amounts recorded in the parent entity's consolidated restated financial statements with the exception of certain income tax and deferred tax assets. No adjustments are made to reflect fair values, or recognise any new assets or liabilities. The only adjustments that are made are to harmonise accounting policies. The components of equity of the acquired companies are added to the same components within the Group's equity. The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve. The Group's shares issued in consideration for the acquired companies are recognised from the moment the acquired companies are included in these restated financial statements and the restated financial statements of the commonly controlled entities are combined, retrospectively, as if the transaction had occurred at the beginning of the earliest reporting period presented. However, the prior year comparative information is only adjusted for periods during which entities were under common control.

Principal Components of our Statement of Profit and Loss

The following descriptions set forth information with respect to the key components of our statement of profit and loss.

Our Income

Revenue from Operations

Our revenue from operations primarily consist of sale of products (net of applicable rebates and discounts).

The sale of products (net of applicable rebates and discounts) consist of sale of (i) packaged food & beverage (fruit based beverages, frozen food products and packaged drinking water); (ii) dairy & fresh food (UHT milk, milkshakes, lassi, ice-cream, pouch milk, pouch curd, set-curd and bananas). Our revenue from operations also includes (i) trading - others which consists trading (including exports) of fruits pulp, sesame seeds and other food products; and (ii) other segments which consists of job work for food items, income from renting of warehousing facilities and others.

Other Income

The key components of our other income are interest income from financial assets at amortised cost, deferred government grant income, gain on foreign exchange fluctuations (net) and liabilities no longer required written back etc.

Our Expenses

Our expenses primarily consist of the following:

- *Cost of materials consumed* consists of purchase of raw material and packing materials etc;
- *Purchase of traded goods* consists of purchase of agri products for exports, frozen food products, banana, vegan fruit snacks, etc;
- *Changes in inventories of finished goods, traded goods and work-in-progress* are an adjustment of the opening and closing stock of finished goods, traded goods and work-in-progress at the end of the fiscal;
- *Employee benefits expense* consists of salary, wages and bonus, contribution to provident and other funds, gratuity expense and staff welfare expenses;
- *Finance costs* includes interest expense on financial liabilities at amortised cost, interest expense on lease liabilities and other borrowing costs;
- *Depreciation and amortization expense* comprises of depreciation expense on property, plant and equipment, right of use assets, investment property and intangible assets; and
- *Other expenses* primarily includes freight, packaging and forwarding charges, expenses on power and fuel, processing charges, consumption of stores and spares, travelling and conveyance, advertisement and sales promotion expenses, legal and professional charges, repairs and maintenance, services charges, rent and hire charges and rates and taxes etc and other miscellaneous expenses.

Our Tax Expenses

Elements of our tax expense are as follows:

- *Current tax:* Our current tax is the amount of tax payable based on the taxable profit for the period as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961
- *Deferred tax:* Deferred tax is recognised on temporary differences on the reporting date between the carrying amounts of assets and liabilities in the balance sheet and their corresponding tax bases.

Other Comprehensive Income / (loss) for the year

The other comprehensive income consists of items that will not be reclassified subsequently to the statement of profit or loss which consists of remeasurement of gains/(losses) on defined benefit obligations and income tax effect on items.

Total Comprehensive Income / (Loss) for the year (net of tax)

Total comprehensive income / (loss) for the year consists of profit / (loss) for the year and total other comprehensive income / (loss) for the year.

Our Results of Operations

The following table sets forth a breakdown of our restated unconsolidated results of operations for the year ended March 31, 2021 and 2020 and restated consolidated results of operations for the year ended March 31, 2019 and each item as a percentage of our total income for the years indicated:

Particulars	**Year ended March 31, 2021**		**Year ended March 31, 2020**		**Year ended March 31, 2019***	
	₹ in million	**(%) of Total Income**	**₹ in million**	**(%) of Total Income**	**₹ in million**	**(%) of Total Income**
Revenue from operations	8,302.01	99.30	9,451.14	98.63	8,817.23	99.70
Gain on fair valuation of 0.01% Compulsorily Convertible Preference Shares (CCPS)	-	-	89.03	0.93	-	-
Other income	58.24	0.70	42.37	0.44	26.89	0.30
Total income	**8,360.25**	**100.00**	**9,582.54**	**100.00**	**8,844.12**	**100.00**
Expenses						
Cost of materials consumed	4,550.26	54.43	5,532.68	57.74	4,363.76	49.34
Purchase of traded goods	1,017.05	12.17	1,394.65	14.55	1,396.99	15.80
Change in inventories of finished goods, traded goods and work-in-progress	117.72	1.41	(200.93)	(2.10)	365.29	4.13
Employee benefits expense	706.77	8.45	678.39	7.08	535.69	6.06
Finance costs	274.96	3.29	248.90	2.60	253.66	2.87
Depreciation and amortisation expense	362.78	4.34	299.35	3.12	192.36	2.18
Loss on fair valuation of 0.01% compulsorily convertible preference shares (CCPS)	678.21	8.11	-	-	65.96	0.75
Other expenses	1,440.55	17.23	1,612.70	16.83	1,519.11	17.18
Total expenses	**9,148.30**	**109.43**	**9,565.74**	**99.82**	**8,692.82**	**98.29**
Restated profit / (loss) before exceptional item & tax	**(788.05)**	**(9.43)**	**16.80**	**0.18**	**151.30**	**1.71**
Exceptional item	-	-	-	-	74.21	0.84
Restated Profit / (Loss) before tax	**(788.05)**	**(9.43)**	**16.80**	**0.18**	**77.09**	**0.87**
Tax expense / (credit)						
- Current tax	-	-	15.29	0.16	47.63	0.54
- Deferred tax charge / (credit)	(26.29)	(0.31)	(32.68)	(0.34)	30.68	0.35
- Tax of earlier years	-	-	-	-	(0.07)	0.00**
Total tax expense / (credit)	**(26.29)**	(0.31)	**(17.39)**	(0.18)	**78.24**	0.88
Restated Profit / (Loss) after tax (A)	**(761.76)**	**(9.11)**	**34.19**	**0.36**	**(1.15)**	**(0.01)**
Other Comprehensive Income / (Loss) for the year						
Items that will not be reclassified to profit or loss						
(a) Remeasurement gains/(losses) on defined benefit obligations	(13.05)	(0.16)	(5.22)	(0.05)	(0.83)	(0.01)
(b) Income tax effect on above	4.35	0.05	1.74	0.02	0.27	0.00**
Total other comprehensive income / (loss) for the year (net of tax) (B)	**(8.70)**	**(0.10)**	**(3.48)**	**(0.04)**	**(0.56)**	**(0.01)**
Total comprehensive income / (loss) for the year (net of tax) (A) + (B)	**(770.46)**	**(9.22)**	**30.71**	**0.32**	**(1.71)**	**(0.02)**

**Derived from the Restated Consolidated Financial Information*
*** Amounts are below the rounding off norm adopted by our Company*

Fiscal 2021 compared to Fiscal 2020

Total income: Our total income decreased by 12.76% from ₹ 9,582.54 million in fiscal 2020 to ₹8,360.25 million in fiscal 2021. This decrease was primarily due to a decrease in revenue from operations from ₹ 9,451.14 million in fiscal 2020 to ₹ 8,302.01 million in fiscal 2021. This decrease was mainly due to the following:

- *Revenue from sale of products:* Our revenue from sale of products (net of applicable rebates and discounts) decreased by 12.12% from ₹9,229.37 million in fiscal 2020 to ₹8,111.03 million in fiscal 2021. This was primarily due to marginal reduction of 6.72% in our revenue from packaged foods & beverage and dairy & fresh segments due to Covid-19 induced lockdowns by the Central Government. Our revenues from operations from the “trading – others” segment decreased by 39.53% from ₹1,579.03 million to ₹954.84 million. This decrease was in line with our strategy to reduce the trading revenue and our increased focus on the packaged foods & beverage and dairy & fresh food businesses.

- We recorded a gain on fair valuation of 0.01% Compulsorily Convertible Preference Shares (CCPS) of ₹89.03 million in fiscal 2020. This was offset by a loss on fair valuation of 0.01% Compulsorily Convertible Preference Shares (CCPS) in fiscal 2021.

- *Other income:* Our other income increased by 37.46% from ₹42.37 million in fiscal 2020 to ₹58.24 million in fiscal 2021. This increase was primarily due to increase in gain on foreign exchange fluctuations (net) from ₹1.85 million in fiscal 2020 to ₹17.25 million in fiscal 2021. This increase was primarily a result of favourable exchange rate movements.

Total expenses: Our total expenses decreased by 4.36% from ₹9,565.74 million in fiscal 2020 to ₹9,148.30 million in fiscal 2021. This decrease was mainly due to the following factors:

- *Cost of materials consumed:* Our cost of materials consumed totaled to ₹4,550.26 million in fiscal 2021, a decrease of 17.76% from ₹5,532.68 million in fiscal 2020. The decrease was mainly due to reduction in sales volumes due to Covid-19 induced lockdowns, and lower SMP and butter prices which was partly offset by higher mango pulp prices.

- *Purchase of traded goods:* Our purchase of traded goods decreased by 27.07% from ₹1,394.65 million in fiscal 2020 to ₹1,017.05 million in fiscal 2021. The decrease was mainly due to reduction of sales of agri products for export and banana sales, partly offset by higher sales of frozen food products.

- *Changes in inventories of finished goods, traded goods and work-in-progress:* Changes in inventories of finished goods, traded goods and work-in-progress was ₹117.72 million in fiscal 2021, as compared to (₹200.93) million in fiscal 2020. This was primarily due to inventory build-up of finished goods and work-in-progress in March 2020 due to Covid-19 induced lockdowns which was partly offset by higher inventory of traded goods in March 2021.

- *Employee benefits expense*: Our employee benefits expense totaled ₹706.77 million in fiscal 2021, an increase of 4.18% over ₹678.39 million in fiscal 2020. This increase was primarily due to a 3.04% increase in salaries, wages and bonus from ₹596.19 million in fiscal 2020 to ₹614.29 million in fiscal 2021. This was due to annual increments given to our employees and a marginal increase in the number of employees.

- *Finance costs*: Our finance cost totaled ₹274.96 million in fiscal 2021, an increase of 10.47% over our finance costs of ₹248.90 million in fiscal 2020. This increase was primarily due to an increase in interest expense on financial liabilities at amortised cost from ₹230.72 million in fiscal 2020 to ₹256.58 million in fiscal 2021. This was primarily due to higher utilisation of borrowings. There was also an increase in interest expense on lease liabilities from ₹2.69 million in fiscal 2020 to ₹3.84 million in fiscal 2021.

- *Depreciation and amortisation expense*: Our depreciation and amortisation expense totaled ₹362.78 million in fiscal 2021, an increase of 21.19% over depreciation and amortisation expense of ₹299.35 million in fiscal 2020. This increase was primarily due to an addition in the property, plant and equipment for milk processing, UHT milk, milkshakes and beverages.

- *Loss on fair valuation of 0.01% compulsorily convertible preference shares (CCPS):* We recorded a loss on the fair valuation of 0.01% compulsorily convertible preference shares (CCPS) of ₹678.21 million in fiscal 2021 as compared to a gain in fiscal 2020. This was due to higher value of the CCPS as per the report of independent valuer. The Fair Value (Gain)/Loss on CCPS (designated at fair value through profit and loss) in the statement of profit and loss represents the fair value changes (net) on the outstanding CCPS and is in the nature of a non cash item which does not entail any outflow / inflow of cash. Upon conversion of the CCPS into Equity Shares, the entire carrying value of CCPS (including cumulative fair value gains / losses) as on the date of such conversion shall be transferred to ‘Equity’ in accordance with the applicable Ind AS.

- *Other expenses:* Our other expenses decreased by 10.67% from ₹1,612.70 million in fiscal 2020 to ₹1,440.55 million in fiscal 2021. This was primarily due to a decrease in (i) freight, packaging and forwarding charges from ₹659.01 million in fiscal 2020 to ₹605.84 million in fiscal 2021; (ii) power and fuel from ₹301.78 million in fiscal 2020 to ₹275.96 million in fiscal 2021; (iii) consumption of stores and spares from ₹86.10 million in fiscal 2020 to ₹70.03 million in fiscal 2021; (iv) travelling and conveyance from ₹80.34 million in fiscal 2020 to ₹58.26 million in fiscal 2021; and (v) advertisement and sales promotion expenses from ₹58.07 million in fiscal 2020 to ₹40.94 million in fiscal 2021. The decrease in other expenses was due to lower sales and production volume and Covid-19 induced travel restrictions and lockdowns.

Restated Profit / (loss) before tax: As a result of the factors outlined above, our restated loss before tax was ₹788.05 million in fiscal 2021 as compared to the restated profit before tax of ₹16.80 million in fiscal 2020.

Tax expense / (credit).

- *Current tax:* We recorded a nil current tax for fiscal 2021, from ₹15.29 million in fiscal 2020. This decrease was primarily due to nil tax liability as per the tax calculation done in accordance with the provisions of the Income Tax Act, 1961.

- *Deferred tax charge / (credit):* We recorded a deferred tax credit of ₹26.29 million for fiscal 2021, a decrease of 19.55% from ₹32.68 million from fiscal 2020. This decrease was primarily due to lower deferred tax credit for the year.

Restated profit / (loss) after tax: As a result of the factors outlined above, our restated loss after tax was ₹761.76 million in fiscal 2021 as compared to the restated profit after tax of ₹34.19 million in fiscal 2020.

Restated total other comprehensive income / (loss) for the year (net of tax): Our restated total other comprehensive loss for the year (net of tax) increased by 150% from ₹3.48 million in fiscal 2020 to ₹8.70 million in fiscal 2021. This was primarily due to increase in leave and gratuity obligations.

Restated total comprehensive income / (loss) for the year (net of tax): As a result of the factors outlined above, our restated total comprehensive loss for the year (net of tax) in fiscal 2021 stood at ₹770.46 million as compared to a total restated comprehensive income for the year (net of tax) of ₹30.71 million in fiscal 2020.

Fiscal 2020 compared to Fiscal 2019

Total income: Our total income increased by 8.35% from ₹ 8,844.12 million in fiscal 2019 to ₹9,582.54 million in fiscal 2020. This increase was primarily due to an increase in revenue from operations from ₹ 8,817.23 million in fiscal 2019 to ₹ 9,451.54 million in fiscal 2020. This increase was mainly due to the following:

- *Revenue from sale of products:* Our revenue from sale of products (net of applicable rebates and discounts) increased by 7.35% from ₹8,597.52 million in fiscal 2019 to ₹9,229.37 million in fiscal 2020. This increase was primarily due to the following factors:

    - Increase in the revenue from operations by 19.44% from the sale of products in the packaged foods & beverage and dairy & fresh segment. This was primarily due to higher sales through put, introduction of new products and increase in realization per unit during the year; and

    - The above was partially offset by a decrease of revenues from operations from "trading – others" segment. This decrease was attributable to our increased focus on the packaged and fresh food businesses.

- *Other income:* Our other income increased by 57.57% from ₹26.89 million in fiscal 2019 to ₹42.37 million in fiscal 2020. This increase was primarily due to interest income on debentures of ₹17.41 million in fiscal 2020 which was not present in fiscal 2019. This was primarily due to investment in debentures during fiscal 2020.

Total expenses: Our total expenses increased by 10.04% from ₹8,692.82 million in fiscal 2019 to ₹9,565.74 million in fiscal 2020. This decrease was mainly due to the following factors:

- *Cost of materials consumed:* Our cost of materials consumed increased by 26.79% from ₹4,363.76 million in fiscal 2019 to ₹5,532.68 million in fiscal 2020. The increase was primarily due to an increase in sales volumes of packaged foods & beverage and dairy & fresh segments, higher SMP and butter prices, which was partly offset by lower mango pulp prices.

- *Purchase of traded goods:* Our purchase of traded goods decreased by 0.17% from ₹1,396.99 million in fiscal 2019 to ₹1,394.65 million in fiscal 2020.

- *Change in inventories of finished goods, traded goods and work-in-progress:* Change in inventories of finished goods, traded goods and work-in-progress was ₹365.29 million in fiscal 2019, as compared to (₹200.93) million in fiscal 2020. This was primarily due to increase of inventory in packaged food products.

- *Employee benefits expense*: Our employee benefit expense totaled ₹678.39 million in fiscal 2020, an increase of 26.64% over ₹535.69 million in fiscal 2019. This increase was primarily due to a 28.40% increase in salaries, wages and bonus from ₹464.32 million in fiscal 2019 to ₹596.19 million in fiscal 2020. This was due to annual increments given to our employees in line with the Company's policy of performance appraisal and an increase in the number of employees, primarily due to introduction of new dairy & fresh food products.

- *Finance costs*: Our finance costs decreased by 1.88% from ₹253.66 million in fiscal 2019, to ₹248.90 million in fiscal 2020. This was primarily due to a decrease in (a) interest expense on financial liabilities from ₹232.71 million in fiscal 2019 to ₹230.72 million in fiscal 2020; and (b) other borrowings costs from ₹20.28 million to ₹15.49 million.

- *Depreciation and amortisation expense*: Our depreciation and amortisation expenses totaled ₹299.35 million in fiscal 2020, an increase of 55.62% over depreciation and amortisation expenses of ₹192.36 million in fiscal 2019. This increase was primarily due to investment in property, plant and equipment.

- *Loss on fair valuation of 0.01% compulsorily convertible preference shares (CCPS):* We recorded a loss on the fair valuation of 0.01% compulsorily convertible preference shares (CCPS) of ₹65.96 million in fiscal 2019 as compared to a gain in fiscal 2020, as per the valuation done by the independent valuer.

- *Other expenses:* Our other expenses totaled ₹1,612.70 million in fiscal 2020, an increase of 6.16% over other expenses of ₹1,519.11 million in fiscal 2019. This increase was primarily due to an increase in (i) freight, packaging and forwarding charges from ₹592.17 million in fiscal 2019 to ₹659.01 million in fiscal 2020; (ii) consumption of stores and spares from ₹79.09 million in fiscal 2019 to ₹86.10 million in fiscal 2020; and (iii) travelling and conveyance from ₹65.40 million in fiscal 2019 to ₹80.34 million in fiscal 2020. The above increase was primarily due to higher sales and production during the year.

Restated Profit / (loss) before tax: As a result of the factors outlined above, our restated profit before tax decreased from ₹77.09 million in fiscal 2019 to ₹16.80 million in fiscal 2020.

Tax expense / (credit)

- *Current tax:* We recorded a current tax of ₹47.63 million for fiscal 2019 and ₹15.29 million in fiscal 2020. This decrease was due to lower taxable income as per the provisions of the Income Tax Act.

- *Deferred tax charge / (credit):* We recorded deferred tax credit of ₹32.68 million for fiscal 2020 and a deferred tax charge of ₹30.68 million from fiscal 2019. This decrease was primarily due to creation of deferred tax assets in fiscal 2020 compared to creation of deferred tax liability in fiscal 2019.

Restated profit / (loss) after tax: As a result of the factors outlined above, our restated profit after tax was ₹34.19 million in fiscal 2020 as compared to a restated loss after tax of ₹1.15 million in fiscal 2019.

Restated total other comprehensive income / (loss) for the year (net of tax): Our restated total other comprehensive loss for the year (net of tax) increased by 521.43% from ₹0.56 million in fiscal 2019 to ₹3.48 million in fiscal 2020. This was primarily due to increase in leave and gratuity obligations

Restated total comprehensive income / (loss) for the year (net of tax): As a result of the factors outlined above, our restated total comprehensive income for the year (net of tax) in fiscal 2020 stood at ₹30.71 million as compared to a total comprehensive loss for the year (net of tax) of ₹1.71 million in fiscal 2019.

Liquidity and Capital Resources

Capital Requirements

For fiscals 2019, 2020 and 2021, we met our funding requirements, including capital expenditure, satisfaction of debt obligations, investments, taxes, working capital requirements and other cash outlays, principally with funds generated from operations and optimisation of operating working capital, with the balance principally met using external borrowings.

The following table sets forth information on cash and cash equivalents as at the dates indicated:

Particulars	As at March 31		
	2021	2020	2019*
	(in ₹ million)		
Cash and cash equivalents	220.46	84.80	564.61

**Derived from the Restated Consolidated Financial Information*

The following table sets forth certain information concerning our cash flows for the years ended March 31, 2021, March 31, 2020 and March 31, 2019 indicated:

Particulars	For year ended March 31, 2021	For year ended March 31, 2020	For year ended March 31, 2019*
	(in ₹million)		
Net cash flows from operating activities	860.10	300.63	1,245.50
Net cash (used in) investing activities	(272.51)	(975.95)	(910.16)
Net cash flows / (used in) financing activities	(451.93)	195.51	(122.37)

**Derived from the Restated Consolidated Financial Information*

Net Cash Flow flows from operating activities

For fiscal 2021, our net cash flows from operating activities was ₹860.10 million which primarily comprised of (i) restated loss before tax of ₹788.05 million which was adjusted primarily for, among other things, depreciation and amortisation expense of ₹362.78 million, finance costs of ₹274.96 million; loss on fair valuation of 0.01% compulsorily convertible preference shares of ₹678.21 million; (ii) movements in working capital; and (iii) income taxes paid, net. Movement in working capital primarily included, inter-alia, decrease in trade receivables of ₹129.03 million, decrease in loans, other current and financial assets of ₹118.22 million, increase in trade payables and acceptances of ₹94.08 million. Net cash flows from operating activities also included direct taxes paid (net of refunds), of ₹ (9.19) million.

For fiscal 2020, our net cash flows from operating activities was ₹300.63 million which primarily comprised of (i) restated profit before tax of ₹16.80 million which was adjusted for, primarily among other things, depreciation and amortisation expense of ₹299.35 million, finance costs of ₹248.90 million; gain on fair valuation of 0.01% compulsorily convertible preference shares of ₹89.03 million; (ii) movements in working capital; and (iii) income taxes paid, net. Movement in working capital primarily included, inter-alia, increase in inventories of ₹260.04 million, increase in trade receivables of ₹38.41 million, increase in loans, other current and financial assets of ₹47.86 million, increase in trade payables and acceptances of ₹168.49 million. Net cash flows from operating activities also included direct taxes paid (net of refunds), of ₹51.56 million.

For fiscal 2019, our net cash flows from operating activities was ₹1,245.50 million which primarily comprised of (i) restated profit before tax of ₹77.09 million which was adjusted for, primarily among other things, depreciation and amortisation expense of ₹192.36 million, finance cost of ₹253.66 million; loss on fair valuation of 0.01% compulsorily convertible preference shares of ₹65.96 million; (ii) movements in working capital; and (iii) income taxes paid, net. Movement in working capital primarily included, inter-alia, decrease in inventories of ₹473.73 million, decrease in trade payables and acceptances of ₹151.01 million, decrease in trade receivables of ₹361.22 million. Net cash flows from operating activities also included direct taxes paid (net of refunds), of ₹40.39 million.

Net Cash used in Investing Activities

For fiscal 2021, our net cash used in investing activities was ₹272.51 million which was primarily used for purchase of property, plant and equipment and intangible assets (including capital work-in-progress and intangible assets under development) of ₹298.70 million. This primarily comprised of investment in equipment and buildings for dairy & fresh segment (such as BMCs, silos, etc.).

For fiscal 2020, our net cash used in investing activities was ₹975.95 million which was primarily used for purchase of property, plant and equipment and intangible assets (including capital work-in-progress and intangible assets under development) of ₹828.95 million and purchase of investments of ₹206.50 million. The property, plant and equipment purchased primarily comprised of purchase of 2.1 MW solar panels and augmentation of capacity of the packaged food & beverage segment and setting up of a new processing unit in dairy & fresh segment.

For fiscal 2019, our net cash used in investing activities was ₹910.16 million which primarily comprised of purchase of property, plant and equipment and intangible assets (including capital work-in-progress and intangible assets under development) of ₹1,099.25 million. This primarily comprised of setting-up of the a UHT plant in the Eastern India and a new production line to manufacture "Appy Fizz". Our net cash used in investing activities was also adjusted for proceeds from redemption of fixed deposits(net) of ₹173.63 million.

Net cash flows / (used) in financing activities

For fiscal 2021, our net cash used in financing activities was ₹451.93 million which primarily comprised of repayment of long term borrowings of ₹ 871.46 million, interest paid of ₹278.17 million, repayment from short term borrowings (net) of ₹ 275.29 million, offset by proceeds from long term borrowings of ₹982.95 million.

For fiscal 2020, our net cash flows from financing activities were ₹195.51 million which primarily comprised of proceeds from long term borrowings of ₹497.56 million which was partially offset by interest paid of ₹245.89 million and repayment of long term borrowings of ₹ 125.63 million.

For fiscal 2019, our net cash used in financing activities were ₹122.37 million which primarily comprised of proceeds from long term borrowings of ₹853.64 million which was partially offset by interest paid of ₹289.89 million and repayment of short term borrowings (net) of ₹ 552.80 million.

Capital Expenditure

The table below provides details of our net cash outflow on capital expenditure for the years ended March 31, 2021, 2020 and 2021 respectively stated on a restated unconsolidated basis for fiscals 2021 and 2020 and consolidated basis for fiscal 2019:

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019*
	(in ₹ million)		
Purchase of property, plant and Equipment and intangible assets (including capital work-in-progress and intangible assets under development)	298.70	828.95	1,099.25

**Derived from the Restated Consolidated Financial Information*

Planned Capital Expenditure

Our planned capital expenditure for fiscal 2022 shall be primarily used for increasing our capacity in the packaged food segment, to launch "Smoodh" brand of milkshake and other licensed products, setting up of an additional "PET" line for "Appy Fizz", "B Fizz" and augmentation of our installed capacity in our existing facilities.

Indebtedness

As of March 31, 2021, we had term loans and secured working capital facilities. For further details see "*Financial Indebtedness*" on page 418.

Contractual Obligations

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2021.

Particulars	As of March 31, 2021 (In ₹ million)			
	Less than 1 year	1-5 years	More than 5 years	Total
Borrowings (excluding CCPS)*	825.71	1,979.14	42.40	**2847.24**
Acceptances	172.92	-	-	**172.92**
Trade Payables	690.31	-	-	**690.31**
Other Financial Liabilities	132.86	84.62	-	**217.48**

** Borrowings= Non current borrowings+current borrowings+current maturities of long term debt and includes ₹ 12.20 million towards prepaid financial charges and committed interest payments on borrowings and interest accrued on borrowings amounting to ₹ 473.00 million.*

Contingent Liabilities

As of March 31, 2021, our contingent liabilities as per Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets were as follows:

Particulars	As at March 31, 2021
	(in ₹ Million)
Income tax matters	24.28
Sales tax and Goods and Service tax matters	1.18
Bank guarantees given	35.47
Demand by the District Land and Land Reforms Department, Government of West Bengal	5.54
Public interest litigation filed in relation to the acquisition of balance 47% stake in Metro Dairy Limited	-

Our contingent liabilities may materialize. In the event that any of our contingent liabilities become non-contingent, our business, financial condition and results of operations may be adversely affected. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current fiscal year or in the future.

Off-Balance Sheet Transactions

We have not entered into any off balance sheet transactions.

Market Risks

Market risk is the risk that the fair value of future cash flows of a financial asset will fluctuate because of changes in market prices. Our activities expose us to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates.

Commodity Price Risk

We are exposed to fluctuation in prices of fruit pulp/concentrate, skimmed milk powder and sugar which is used by the company as raw-materials. The prices of these products are volatile which depends on the demand supply factors in the Indian and international markets. The volatility in the prices of these commodities can have significant impact on the company's income and net profit.

We have a risk management framework aimed at prudently managing the risk arising from the volatility in commodity prices. Our commodity risk is managed centrally through well-established trading operations and control processes.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in market interest rates. Our exposure to the risk of changes in market interest rates relates primarily to the company's long-term debt obligations with floating interest rates. Any changes in the interest rates environment may impact future cost of borrowings. We manage our interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. We enter into interest rate swaps on selected long-term borrowings, by hedging the variable interest rate to a fixed rate where the same is likely to be beneficial compared to floating rate. We have not availed any long-term borrowing with interest rate linked to any foreign benchmark rate (eg, LIBOR)

Currency Risk

Foreign currency risk is the risk that fair value of future cash flow of an exposure will fluctuate because of changes in foreign exchange rates. Our exposure to the risk of changes in foreign exchange rates relates primarily to our operating activities. We have foreign currency trade payables and receivables and are therefore, exposed to foreign exchange risks. Our company undertakes a policy of selective hedging based on the risk perception of the management. We use forward contracts, derivatives, foreign currency loans to hedge its foreign currency exposures relating to the firm commitments, receivables, payables and highly probable future transactions.

Liquidity risk

Liquidity risk is the risk that the company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. Our objective is to maintain a balance between continuity of funding and flexibility through the use of letter of credit and working capital limits. Our Company ensures it has sufficient cash to meet operational needs while maintaining sufficient margin on its undrawn borrowing facilities at all times on the basis of expected cash flow.

Our Company is exposed to liquidity risk in case its banks recall their facilities on account of any breach of covenants and defaults, such events being triggered by factors outside the ambit of our Company's control.

Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. We are exposed to credit risks from our operating activities, which primarily include trade receivables and from our financing activities, including deposits with banks and other financial instruments.

Inflation Risk

In recent years, India has experienced relatively high rates of inflation. While we believe inflation has not had any material impact on our business and results of operations, inflation generally impacts the overall economy and business environment and hence could affect us.

Total turnover of each major industry segment

We are a leading fast-moving consumer goods ("**FMCG**") company headquartered out of Kolkata with interests in packaged and fresh food products. We review the economic performance of our products and services. For the purpose of reporting the operating segments, our operations are divided into the following segments as per Ind AS 108 'Operating Segments':

- Packaged foods & Beverages;
- Dairy & Fresh;
- Trading – Others; and
- Others

Our revenue from operations from each of the above segment as per Ind AS 108 'Operating Segments' are as follows:

(₹ in million)

Segment	For year ended March 31, 2021	For year ended March 31, 2020	For year ended March 31, 2019
Packaged foods & Beverages	3,384.11	3,428.75	2,752.44
Dairy & Fresh	3,832.29	4,307.65	3,724.83
Trading – Others	954.84	1,579.03	2,207.26
Others	130.77	135.71	132.70

Unusual or Infrequent Events or Transactions

Except as described in this Draft Red Herring Prospectus, there have been no events or transactions to our knowledge that have in the past or may in the future affect our business operations or financial performance which may be described as "unusual" or "infrequent".

Known Trends or Uncertainties

Other than as described in "*Risk Factors*" and this "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 31 and 379, respectively, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on our revenue or income from continuing operations.

Future Relationships Between Expenditure and Income

Other than as described in "*Risk Factors*" on page 31 and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 379, to our knowledge there are no known factors which we expect will have a material adverse impact on our operations or finances.

New Product or Business Segments

Other than as described in "*Our Business*" on page 150 and " – *Total turnover of each major industry segment*" on page 415, there are no new products or business segments in which we operate.

Competitive Conditions

We expect competitive conditions in our industry to further intensify as new entrants emerge and as existing competitors seek to emulate our business model and offer similar products. For further details, please refer to "*Risk Factors*" and "*Our Business*" beginning on pages 31 and 150, respectively.

Significant Developments after March 31, 2021

To our knowledge, except as stated below and as otherwise disclosed in this Draft Red Herring Prospectus, there is no subsequent development after the date of our financial statements contained in this Draft Red Herring Prospectus which materially and adversely affects, or is likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our material liabilities within the next 12 months:

- Pursuant to a resolution passed by the Shareholders in the extraordinary general meeting held on June 29, 2021, our Company has sub-divided the face value of its equity shares from ₹10 each to ₹5 each;

- Our Company has entered into a deed of addendums dated April 20, 2021 and June 30, 2021 to the franchisee agreement dated July 31, 2010 with Parle Agro pursuant to which our Company is permitted to manufacture, fill, pack, distribute and sell (i) new SKUs of "Frooti" and "Appy"; and (ii) "Smoodh" milkshake. Further pursuant to the deed of addendum dated June 30, 2021, the term of the franchisee agreement has also been extended to June 30, 2026; and

- Our Company has entered into a license agreement dated July 12, 2021 with a media house to sell the third party's licensed products (milkshakes and frozen savoury snacks).

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at March 31, 2021, derived from our Restated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections titled "*Risk Factors*", "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", beginning on pages 31, 240 and 379, respectively.

(₹ in million)

Particulars	Pre-Offer as at March 31, 2021 (A)	Adjusted for the Proposed Offer* (B)
Total Borrowings		
Non-current liabilities: Borrowings (I)	4,017.74	[●]
Current maturities of long-term debt (II)	191.70	[●]
Current liabilities: borrowings (III)	464.81	
Total borrowings (IV) = I + II + III	**4,674.25**	[●]
Total equity		
Equity share capital (V)	131.13	[●]
Other equity (VI)	883.55	[●]
Total equity (VII) = V + VI	**1,014.68**	[●]
(Non-current liabilities: Borrowings + Current maturities of long-term debt) / Total equity - (VIII) = (I+II)/(VII)	**4.15**	[●]
Total Borrowings/ Total equity - (IX) = (IV / VII)	**4.61**	[●]

** The corresponding post Offer capitalisation data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building Process and hence the same has not been provided in the above statement.*

Note:

i. *The above has been derived from the Restated Financial Information.*

ii. *Non-Current Liabilities: Borrowings includes 0.01% compulsorily convertible preference shares (₹ 2,312.21 million as on March 31, 2021).*

iii. *CCPS shall be converted into equity shares prior to filing of RHP with the RoC at fair value in accordance with Ind AS prior to filing of RHP with the RoC. Once the conversion happens, the borrowings will reduce by the carrying value of the CCPS as on the date of such conversion and net worth will increase by the same amount.*

FINANCIAL INDEBTEDNESS

Our Company has availed loans and facilities in the ordinary course of business for *inter alia* meeting working capital requirements and capital expenditure (including reimbursement of capital expenditure).

Set forth below is a brief summary of our Adjusted Total Borrowings as on March 31, 2021:

Category of borrowing	Sanctioned Amount (in ₹ million)	Outstanding amount (in ₹ million) as on March 31, 2021
Non-Current Borrowings excluding 0.01% compulsorily convertible preference shares (CCPS)		
- Secured **(A)**	2,464.00	1,897.23
- Unsecured excluding 0.01% Compulsorily Convertible Preference shares - **(B)**	-	-
Secured Current Borrowings (C)	1,446.50	464.81
Total (D) = (A + B + C)	**3,910.50**	**2,362.04**

**As certified by M/s. ARSK and Associates, Chartered Accountants, in their certificate dated August 8, 2021 .*

The outstanding amount in the above statement does not include (a) letter of credit facilities; and (b) bank guarantee liability as per Ind AS 109 disclosed under financial liability in the Restated Financial Information.

Principal terms of the borrowings availed by us:

1. ***Interest:*** All our financing arrangements typically have a base rate (which could be MCLR, LIBOR or MIBOR) plus basis points (spread) as specified by a given lender, which ranges from 8.00% per annum to 11.25% per annum.

2. ***Tenor:*** The tenor of the term loans availed by us typically ranges from five years to seven years and six months, and the tenor of the working capital facilities availed is typically either repayable on demand or ranges from 90 days to 180 days. Cash credit limits typically have a tenor of one year.

3. ***Security:*** In terms of our borrowings where security needs to be created, we are typically required to:

   a) create charges on cash flow in respect of rent receivables;

   b) create charge on the movable and immovable fixed assets of our Company;

   c) create charge over certain properties by registered mortgage;

   d) create charge over certain current assets of our Company, both present and future; and

   e) create charge by way of hypothecation of our Company's entire stocks of raw materials, semi-finished and finished goods, consumable stores and spares, and such other movables including book debts, bills (both documentary and clean), outstanding monies and receivables, both present and future.

   Additionally, our individual Promoter, Mayank Jalan or a member of the Promoter Group, namely Mahendra Kumar Jalan have furnished guarantees as security in relation to certain of our borrowings.

   The details above are indicative and there may be additional requirements for creation of security under the various borrowing arrangements entered into by us.

4. ***Re-payment:*** The working capital facilities are typically repayable on demand or before the expiry of the tenure of the working capital facility. However, in certain cases, our lenders may have a right to modify or cancel the facilities without prior notice and require immediate repayment of all outstanding amounts. The term loan facilities availed by us are typically repayable in 18 to 22 equal quarterly instalments.

5. ***Penalty:*** The loans availed by us contain provisions prescribing penalties for *inter alia* delayed payment or default in the repayment obligations or non-creation of security or non compliance of the stipulated covenants. These penalties typically range from 2% p.a. to 6% p.a on the defaulted amount or 1% to 18.75% of the outstanding amount, over applicable rates of interest.

6. ***Prepayment:*** Our Company may prepay part or full amount with notice and certain pre-payment charges may be applicable in accordance with the terms and conditions agreed with a specific lender. The prepayment penalty, where specified, is typically up to 1% of the amount being prepaid.

7. ***Restrictive Covenants:*** Several of our financing arrangements entail various restrictive covenants and conditions restraining certain corporate actions, and we are required to take the lender's prior written consent and/ or intimate the respective lender before carrying out such actions, including:

a. entering into any scheme of merger, amalgamation, compromise or reconstruction;

b. any change in the ownership, control, shareholding pattern, capital structure or the management controlof our Company;

c. any amendments in the Company's Memorandum of Association or Articles of Association;

d. undertaking any further capex except being funded by company's own resources;

e. resorting to any additional borrowing in our Company or prepay the existing facility, in full or in part, extended by the concerned lender;

f. making any material change in its line of business;

g. undertaking any new project, expansion, make any investment, extend any loans and advances or take any assets on lease;

h. changing the composition of directors / management set-up of our Company; and

i. sell, assign, mortgage or otherwise dispose off any fixed assets.

In addition to such restrictive covenants, the borrowing arrangements entered into by our Company contains certain additional covenants including:

a. requiring utilization of the loan for the purpose for which it was availed;

b. obtaining comprehensive insurance cover over the assets of the Company, including those assets offered as security for the loans;

c. maximum debt equity ratio should not exceed a specified ratio during the tenor of the loan;

d. debt service coverage ratio to be maintained at a minimum specified ratio during the tenor of the loan;

e. security cover to be maintained at a minimum specified ratio during the tenor of the loan;

f. maintaining security in good and habitable condition and make all necessary repairs, additions and improvements;

g. absence of any material adverse change in the condition of the Company;

h. right to appoint nominee director / observers on our Board;

i. compliance of all laws and obligations thereunder; and

j. rating of our Company to be got done by an approved credit rating agency.

Please note that the abovementioned list is only indicative and there may be additional covenants and conditions whereby we may be required to take prior written consent or intimate the respective lender under the various borrowing arrangements entered into by us.

8. ***Events of Default:*** Borrowing arrangements entered into by our Company typically contain standard events of default, including:

a. misleading information or representations or breach of any representation or warranty;

b. non-payment of any amount due under the facility to the lender within the due date;

c. default in performance of any covenant, condition or agreement under the facility of any of its lenders;

d. bankruptcy, insolvency, liquidation, reorganization or winding up of our Company;

e. failure to comply with financial covenants;

f. inadequate security or insurance or non-creation of any security or failure of our Company to comply with any security stipulation;

g. illegality or cessation of business of our Company, or revocation of any operating license or authorizations;

h. unlawfulness or moratorium on our Company;

i. any change in respect of our Company's constitution, management or shareholding or change in control of our Company;

j. attachment or execution, compulsory acquisition, nationalization or expropriation of a substantial part of the assets of our Company;

k. use of the facility for investments in shares or securities, on-lending to associate companies or investments in inter-corporate loans;

l. any material adverse change;

m. downgrade in credit rating in case of certain facilities below a certain rating; and

n. occurrence of any cross-default with any other facility or loan availed by our Company or if the promoter group is in default to any bank or financial institution.

The details above are indicative and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by us.

9. ***Consequences of occurrence of events of default:*** In terms of our borrowing arrangements, the following, among others, are the consequences of occurrence of events of default. Our lenders may:

a) accelerate repayment or demand prepayment of the facility;

b) enforce security or guarantees and recover the facility amount;

c) charge penal interest or increase the pricing;

d) terminate or cancel our Company's obligations towards the lenders and retain and appropriate any amounts paid by our Company;

e) convert debt into equity;

f) appoint directors on the Board of our Company, review our Company's management or appoint technical or management consultant, as applicable; and

g) disclose or publish the name of our Company and its Directors as defaulters in such manner and through such medium as the lenders in their absolute discretion may think fit.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceeding; (ii) action taken by regulatory or statutory authorities; (iii) claim related to direct and indirect taxes (disclosed in a consolidated manner); and (iv) other pending litigation as determined to be material by our Board pursuant to the policy on materiality ("**Materiality Policy**") approved by the Board of Directors, in each case involving our Company, Promoters and Directors ("**Relevant Parties**"). Further, except as disclosed in this section, there are (i) no disciplinary actions including penalties imposed by the SEBI or the stock exchanges against our Promoters in the last five Financial Years including any outstanding action; or (ii) pending litigation involving our Group Companies which may have a material impact on our Company.*

For the purpose of material litigation in (iv) above, our Board has considered and adopted the Materiality Policy with regard to outstanding litigation to be disclosed by our Company in this Draft Red Herring Prospectus pursuant to the Board resolution dated July 27, 2021.

In terms of the Materiality Policy, all outstanding litigation involving the Relevant Parties, other than (I) outstanding criminal proceedings, outstanding actions by regulatory authorities and statutory authorities, and outstanding claims related to direct and indirect tax matters; and (II) disciplinary action including penalty imposed by SEBI or Stock Exchanges against the Promoters in the last five financial years, would be considered 'material' if (i) the monetary amount of claim by or against the Relevant Party in any such pending proceeding is in excess of 1% of the net worth as on March 31, 2021 (being ₹ 9.61 million); or (ii) the monetary liability is not quantifiable and does not fulfil the threshold specified in (i) above, but the outcome of any such pending proceedings may have a material bearing on the business operations, performance, prospects, financial position or reputation of the Company.

It is clarified that for the purposes of the above, pre-litigation notices from third parties (other than show cause notices issued by statutory/ regulatory/ tax authorities or notices threatening criminal action) received by any of the Relevant Parties shall, unless otherwise decided by our Board, not be deemed as material until such time that the Relevant Parties, as the case may be, are impleaded as a defendants in proceedings before any judicial/ arbitral forum.

Except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has pursuant to board resolution dated July 27, 2021, *considered and adopted a policy of materiality for identification of material outstanding dues to creditors ("**Outstanding Dues Materiality Policy**"). Further, in terms of the Outstanding Dues Materiality Policy, outstanding dues to any creditor of our Company having monetary value which exceeds ₹* 34.52 *million, being* 5% *of our trade payables as at March 31, 2021 (which is the latest Restated Financial Information of the Company disclosed in this Draft Red Herring Prospectus), shall be considered 'material'. For outstanding dues to any party which is a MSME, the disclosure will be based on information available with our Company regarding status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006, as amended read with the rules and notifications thereunder, as has been relied upon by our Statutory Auditors.*

Litigation involving our Company

Litigation against our Company

Criminal Litigation

1. A complaint was filed before the Court of Judicial Magistrate First Class at Nirmal in the year 2007, against responsible persons of our Company and the proprietor of a bakery by the State of Andhra Pradesh through the Food Inspector, Division-I, Adilabad District, for allegedly committing an offense under the Prevention of Food Adulteration Act, 1954. The complaint alleges that a sample of a fruit juice drink manufactured by our Company and purchased from the bakery, failed to conform to the standards of 'yeasts and molds' count and was therefore adulterated as per the Prevention of Food Adulteration Act, 1954. The matter is currently pending.

Civil Litigation

1. Our Company is the respondent in a writ petition filed before the Calcutta High Court by Adhir Ranjan Chowdhury ("**Petitioner**"). The Petitioner challenged the disinvestment process of our erstwhile subsidiary MDL, pursuant to which the State of West Bengal sold its substantial minority stake of 47% in favour of our Company. The Petitioner has alleged, *inter alia*, irregularities in the tender and e-auction process, undervaluation of shares and the resultant loss to the state exchequer, and has prayed for, *inter alia*, a committee of the Calcutta High Court to be constituted to investigate the transfer of shares of of our erstwhile subsidiary MDL held by the State of West Bengal to our Company. Our Company has filed a response challenging the writ petition and refuting the allegations made thereunder by contending that the writ petition is flawed and does not present the complete facts and that our Company followed the prescribed process for acquiring the minority stake held by the State of West Bengal in MDL. The matter is currently pending.

Actions by regulatory/ statutory authorities

1. Our Company is in receipt of notice dated May 30, 2016 from the Additional Collector, District Etah, Uttar Pradesh, under the Food Safety and Standards Act, 2006. The notice alleges that a sample of tastemaker of noodles manufactured by our Company is substandard for exceeding the maximum prescribed limit of 1.00% for total ash permissible in the 'noodles and tastemakers' category. The matter is currently pending.

Litigation by our Company

Criminal Litigation

1. Our Company has filed a criminal complaint for defamation, based on which, a case has been registered in the Court of 9th Judicial Magistrate, Alipore against Hanshree Apartment Owners' Association and its office bearers for making false and malicious publications in two newspapers in respect of right and title over a property acquired by our Company. The matter is currently pending.

2. Our Company has filed seven cases against third parties which are pending before various judicial forums for the violation of Section 138 of Negotiable Instruments Act, 1881 and the recovery of amounts due to our Company for which cheques issued in favour of our Company by the debtors have been dishonoured. The total pecuniary value involved in all these matters aggregates to approximately ₹ 2.17 million. The matters are currently pending.

Civil Litigation

1. Our Company has filed a suit before the Court of 1st Civil Judge (Senior Division), Alipore against Hanshree Apartment Owners' Association and its office bearers ("**Defendants**") for recovery of damages and consequential reliefs amounting to ₹ 1,620.20 million. Our Company has alleged that the Defendants issued false notices in a newspaper and put up hoardings in relation to the rights and title of our Company over the suit property which was acquired by us earlier. The actions of the Defendants have slandered our Company and threatened to invade our rights, title and interest over the property. The matter is currently pending.

2. Our Company has filed an arbitration claim ("**Claim**") before a sole arbitrator against Dhara Vegetable Oil & Foods Company (now merged with Mother Dairy Fruits & Vegetable Private Limited) ("**Respondent**") for, *inter alia*, recovery of damages amounting to ₹ 77.37 million along with interest. Pursuant to an agreement entered into between our Company and the Respondent ("**Agreement**"), our Company set up a packaging facility at Barasat specifically for packaging of oils manufactured by the Respondent. To undertake the capital expenditure for setting up the packaging facility required under the Agreement, certain loans were extended by the National Dairy Development Board, the then holding company of the Respondent, to our Company. The said loans were covered by a bank guarantee issued in favour of the Respondent. In the Claim, our Company has alleged that in 2006, the Respondent arbitrarily and unreasonably terminated their operations with our Company, despite the significant capital expenditure incurred by us to service the Agreement, causing significant losses to us. We had also sought for directions against encashment of the bank guarantee by the Respondent by way of an application under Section 9 of the Arbitration Act before the High Court at Calcutta. Subsequently, the Court restrained the Respndent from remitting the part of the guarantee not encashed. The matter is currently pending.

3. Our Company has filed a suit ("**Suit**") before the Calcutta High Court against AGR Plantations Private Limited ("**Defendant Company**") and others (collectively, the "**Defendants**") for, inter alia, a decree of specific performance of the agreement ("**Agreement**") entered into among the suit parties. Under the Agreement, the Defendants had agreed to transfer the management and control of the Defendant Company to our Company in exchange for infusion of funds amounting to ₹ 60 million into the Defendant Company. The amounts were agreed to be transferred in tranches against corresponding issue and allotment of equity shares. Our Company made upfront payment of ₹ 10 million to the Defendants as consideration for the first tranche of equity shares of the Defendant Company, however, no issue and allotment of such equity shares has been made against the same till date. Our Company had agreed to pay the balance consideration in accordance with the terms of the Agreement, however the same has been rejected by the Defendants. Accordingly, our Company has now limited the claim to recovery of damages and refund of the amount paid to the Defendants. The matter is currently pending.

Litigation involving our Promoters

Against our Promoters

Civil Litigation

1. Our Promoter, MKJ Developers Limited, is a respondent ("**Respondent**") in a partition suit filed by Greenacre Holdings Ltd. and others ("**Petitioners**") before the Delhi High Court. By way of the suit, the Petitioners are seeking to partition their 50% undivided share in the suit property, which was bought jointly with the Respondent through a registered deed of conveyance. The suit is for physical partition of property since land was bought jointly by Petitioners

and Respondent as 50% owners and both parties are currently having joint possession of the undivided property. The value of the suit property is approximately 330 million. The matter is currently pending.

Disciplinary actions including penalties imposed by the Stock Exchanges in the last five Financial Years

1. The equity shares our Promoter, MKJ Developers Limited, which are listed were suspended from trading on CSE with effect from March 12, 2014, due to non-compliance with the listing agreement in respect of various disclosures and submission of information requirements. However, the suspension on the trading of the equity shares of MKJ Developers Limited was revoked vide notice dated June 25, 2021, effective from July 2, 2021 upon payment of penalties amounting to ₹ 0.07 million, and production of requisite documents by these entities. For further details see "*Risk Factors – The securities of certain of certain entities, including one of our Promoters and certain of our Group Companies, were suspended from trading on the Calcutta Stock Exchange Limited due to certain non-compliances with the listing requirements in the past.*" on page 37.

Tax Proceedings

Except as disclosed, there are no outstanding tax proceedings involving our Company, Promoters or Directors:

Nature of case	Number of cases	Amount involved* (in ₹ million)
Company		
Direct Tax	17	55.77
Indirect Tax	3	1.67
Promoters		
Direct Tax	Nil	Nil
Indirect Tax	3	1.78
Directors		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

** To the extent quantifiable.*

*Material Tax Proceedings***

1. An assessment order dated December 22, 2017 was passed under Section 143(3) of the Income Tax Act, 1961 ("**Act**") by the assessing officer ("**AO**") against our erstwhile subsidiary, MDL, for the assessment year 2015-16. By way of the assessment order, the AO had alleged, a failure on the part of MDL to add back the provisions of leave encashment for computation of total income for the year and disallowed, among others, depreciation amount claimed in respect of grant from National Development Dairy Board, excess claim of set off loss brought forward from the preceding year and certain advertisement expenses claimed by MDL during the year. Accordingly, the AO raised a demand of an amount of ₹ 12.39 million on MDL. Aggrieved by the order of the AO, MDL has filed a petition dated January 30, 2018 for rectification of the order of the AO under Section 154 of the Act along with an application praying for keeping the demand in abeyance under Section 220(6) of the Act. The matter is currently pending.

2. An intimation under Section 143(1) of the Income Tax Act, 1961 ("**Act**") was issued by the Income Tax Department ("**Department**") against our Company in relation to the revised income tax returns filed by our Company pursuant to merger with MDL for assessment year 2019-20. Through the intimation, the Department raised a demand of ₹ 25.49 million against our Company. Our Company has filed an application for rectification of the intimation, under Section 154 of the Act, arguing that since, on account of the merger, our Company had considered consolidated income with that of MDL for the purposes of calculating total income, we were also entitled to claim credit of taxes paid by the merged entity as part of our revised returns. Accordingly, we have submitted that the intimationsuffered from an error in law and ought to be rectified. The matter is currently pending.

*** The amounts disclosed separately below are also included in the table on consolidated disclosure for tax litigation.*

Other Matters

Our Company was in receipt of notice dated July 27, 2020 from the Securities and Exchange Board of India ("**SEBI**") in relation to execution of trade reversals in stock option segment of BSE during the period between April 1, 2014 and September 30, 2015. Our Company subsequently availed benefit of the one-time SEBI Settlement Scheme 2020 introduced under the SEBI (Settlement Proceedings) Regulations, 2018 and made payment of ₹ 0.50 million as a one-time settlement. By way of consolidated settlement order dated January 14, 2021, all enforcement action and enforcement proceeding in connection with the trade reversals in stock option segment of BSE during the aforementioned period against our Company were dismissed.

Outstanding dues to Creditors

As of March 31, 2021, the total number of creditors of our Company was 796, and the total outstanding dues to these creditors by our Company was ₹ 749.25 million.

As per the Outstanding Dues Materiality Policy, creditors of our Company to whom an amount having a monetary value which exceeds 5 % of our trade payables as on the date of the latest Restated Financial Information (i.e. as at March 31, 2021), shall be considered as 'material' i.e., creditors of our Company to whom our Company owes an amount exceeding ₹ 34.52 million .

Based on the above, details of outstanding dues owed to MSMEs, material and other creditors as of March 31, 2021 is set out below:

Types of Creditors*	Number of creditors*	Amount involved (in ₹ million)*
MSMEs	24	8.01
Material creditors	2	311.30
Other creditors	770	429.94
Total Outstanding Dues	**796**	**749.25**

* *These includes trade payables, acceptances and capital creditors but excludes provision for expenses*

The details pertaining to the outstanding dues (including overdues) towards our material creditors as of March 31, 2021, along with the name and amount involved for each such material creditor, are available on the website of our Company at https://www.keventer.com/wp-content/themes/keventer/pdf/Details-of-amount-due-to-material-creditors-as-on-31st-March-2021.pdf. It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

Material Developments

Other than as stated in "*Management's Discussion and Analysis of Financial Condition and Results Of Operations"* on page 379, there have not arisen, since the date of the Restated Financial Information disclosed in this Draft Red Herring Prospectus, any circumstances which may materially and adversely affect, or are likely to affect, within the next 12 months, our operations, our profitability taken as a whole or the value of our assets or our ability to pay our liabilities.

GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of approvals, consents, licences and permissions obtained by our Company from various governmental and regulatory authorities which are considered material and necessary for the purpose of undertaking our business activities. In view of these key approvals, our Company can undertake this Offer, and our Company can undertake its business activities. Other than as stated below, no further material approvals from any statutory or regulatory authority are required to undertake the Offer or continue such business activities. In addition, certain of our key approvals may have expired or may expire in the ordinary course of business, from time to time and our Company may have either already made an application to the appropriate authorities for renewal of such key approvals or are in the process of making such renewal applications. For details in connection with the applicable regulatory and legal framework within which our Company operates, see "Key Regulations and Policies" on page 186.

I. Incorporation details

Our Company was allotted a corporate identity number U15419WB1986PLC040729.

For further details in relation to the incorporation of the Company, see "*History and Certain Corporate Matters*" on page 193.

II. Approvals in relation to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for the Offer*" on page 427.

III. Key approvals in relation to our Company

A. Material approvals in relation to our business:

In order to operate our flagship facility at Barasat and food processing units, our Company requires various approvals and/or licenses under various laws, rules and regulations. We are required to obtain licenses and approvals under the following laws and regulations:

(i) License to work a factory under the Factories Act, 1948;

(ii) Fire license / no objection certificate from the relevant fire department;

(iii) Consent to establish and consent to operate under the Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981;

(iv) Licenses issued by Food Safety and Standard Authority of India under the Food Safety and Standards Act, 2006 and the rules and regulations thereunder;

(v) Certificate of verification under the Legal Metrology Act, 2009;

(vi) Certificate for use of a boiler under the Indian Boilers Act, 1923;

(vii) Registration cum membership certification under the Agricultural and Processed Food Products Export Development Authority Act, 1985;

(viii) License to carry on business and to act as a seller, purchaser or commission agent under the respective state Agricultural Produce Marketing (Regulation) Acts;

(ix) Certificate of registration under the Contract Labour (Regulation and Abolition) Act, 1970;

(x) Registration under the Plastic Waste Management Rules, 2016;

(xi) License for importing petroleum under the Petroleum Act, 1934;

(xii) Height clearance no objection certificate under the Ministry of Civil Aviation (Height Restrictions for Safeguarding of Aircraft Operations) Rules, 2015;

(xiii) Registration under the Productrion-Linked Incentive scheme;

(xiv) Trade license issued by the local body / Municipal Corporation of the locality; and

(xv) Import export code from the Director General of Foreign Trade.

B. Tax and labour related approvals

We are required to register under various national tax laws and state specific tax laws such as the Income Tax Act, 1961 and Goods and Services Tax Act, 2017. We are also required to pay state specific professional tax and obtain shops and establishments registrations in various states. We have obtained the necessary licenses and approvals from the appropriate regulatory and governing authorities in relation to such tax laws.

We have also obtained registration under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and Employees' State Insurance Act, 1948.

IV. Material approvals to be obtained by our Company

A. Material approvals or renewals applied for but not received

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no approvals that have expired for which renewal applications have been applied for but not yet received by our Company.

Company Level

Application dated June 15, 2021 for registration under the PLI scheme made to the Ministry of Food Processing Industries, Government of India.

Unit/ Facility Level

Barasat Facility

Application dated July 9, 2021 for renewal of boiler license has been made to the Assistant Director of Boilers, West Bengal.

Durgapur Unit

Application dated April 11, 2021 for renewal of FSSAI license has been made with the State Government Food Safety Compliance System.

Malda Unit

Application dated April 2021 for renewal of certification of enlistment for carrying on trade, profession and callings has been made to the Chairman/Executive Officer, English Bazar Municipality, Malda.

Ranchi Unit

1. Application dated June 25, 2021 for fire safety license (pre-construction) has been made to the urban local body through the Jharkhand Government online single window clearance system.

2. Application dated July 18, 2021 for consent to establish has been made to the Jharkhand State Pollution Control Board.

B. Material approvals expired and renewal to be applied for

Nil.

V. Intellectual property

Our intellectual property includes trademarks associated with our business. As on the date of this Draft Red Herring Prospectus, our Company has registered and holds 39 registrations in respect of trademarks under classes 16, 29, 30, 31, 32, 35, 42 and 43 granted by the Registrar of Trademarks under the Trade Marks Act, 1999 in India. The trademarks registered and held by us include the "Metro" and "Keventer" trademarks.

For further information about the intellectual property of the Company, see "*Our Business – Intellectual Property*" on page 184 and "*Risk Factors*" on page 31.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Our Board has approved the Offer pursuant to the resolution passed at its meeting held on July 27, 2021 and our Shareholders have approved the Fresh Issue pursuant to a resolution dated July 31, 2021 in terms of Section 62(1)(c) of the Companies Act, 2013. This Draft Red Herring Prospectus has been approved by our Board pursuant to a resolution passed on August 8, 2021.

The Selling Shareholder has confirmed and approved its participation in the Offer for Sale in relation to the Offered Shares. For details, see "*The Offer*" on page 57. The Selling Shareholder confirms that, as required under Regulation 8 of the SEBI ICDR Regulations, it has held the Offered Shares for a period of at least one year prior to the filing of this Draft Red Herring Prospectus.

Our Board has taken on record the Offer for Sale by the Selling Shareholder pursuant to its resolution dated August 8, 2021.

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively.

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, Promoters, members of the Promoter Group, Directors, persons in control of our Company and the persons in control of our Promoters are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of our Directors are associated with the securities market, in any manner and there has been no outstanding actions initiated by SEBI against our Directors in the five years preceding the date of this Draft Red Herring Prospectus.

Our Company, Promoters or Directors have not been declared as wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

The Selling Shareholder confirms that it is not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other governmental authority in India or any securities market regulator in any other jurisdiction or any other authority/court.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters, members of the Promoter Group, and the Selling Shareholder, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(2) of the SEBI ICDR Regulations, which states as follows:

"*An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five per cent. of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so.*"

We are an unlisted company, not satisfying the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations and are therefore required to allot not less than 75% of the Net Offer to QIBs to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations. In the event we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(i) Our Company, the Promoters, members of the Promoter Group, the Selling Shareholder and our Directors are not debarred from accessing the capital markets by SEBI;

(ii) The companies with which our Promoters or our Directors are associated as promoters or directors are not debarred from accessing the capital markets by SEBI;

(iii) Neither our Company, nor our Promoters, or Directors have been identified as a wilful defaulter (as defined in the SEBI ICDR Regulations);

(iv) None of our Directors (including our individual Promoter) has been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018;

(v) Except for the CCPS (which will be converted into Equity Shares prior to filing of the Red Herring Prospectus with the RoC), there are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus;

(vi) Our Company along with the Registrar to our Company, has entered into tripartite agreements dated May 19, 2021 and July 28, 2021 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;

(vii) The Equity Shares and CCPS of our Company held by our Promoters are in the dematerialised form; and

(viii) The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus

(ix) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BRLMS, BEING ICICI SECURITIES LIMITED, AXIS CAPITAL LIMITED AND JM FINANCIAL LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS AND THE SELLING SHAREHOLDER WILL BE RESPONSIBLE FOR THE STATEMENTS CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF AND FOR THE OFFERED SHARES, THE BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED AUGUST 8, 2021 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLMs ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Directors, the Selling Shareholder and BRLMs

Our Company, our Directors, the Selling Shareholder and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website www.keventer.com, or the respective websites of our Promoters, Promoter Group or any affiliate of our Company would be doing so at his or her own risk. The Selling Shareholder, its directors, affiliates, associates, and officers accept no responsibility for any statements made in this Draft Red Herring Prospectus other than those specifically made or confirmed by it in relation to itself as a Selling Shareholder and its proportion of the Offered Shares.

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement.

All information shall be made available by our Company, the Selling Shareholder and the BRLMs to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholder, the Underwriters and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Selling Shareholder, our Promoters, their respective directors and officers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Selling Shareholder, the Promoters, and their respective directors, officers, agents, group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Kolkata only.

Neither the delivery of this Draft Red Herring Prospectus nor the Offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Selling Shareholder since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to filing with the RoC.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to the NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Application will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

Consents

Consents in writing of: (a) the Selling Shareholder, our Directors, our Company Secretary, Compliance Officer and our CFO, Banker(s) to the Company, legal counsel to our Company as to Indian law, legal counsel to the BRLMs as to Indian law, legal counsel to the Selling Shareholder, the BRLMs, the Registrar to the Offer, in their respective capacities, have been obtained; (b) Experts to the Offer has been obtained, and (c) the Syndicate Members, the Banker(s) to the Offer/ Escrow Collection Bank(s)/ Refund Bank(s)/Public Offer Account Bank, Sponsor Bank and Monitoring Agency, to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act and such consents have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Experts to the Offer

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated August 8, 2021 from S.R. Batliboi & Co. LLP, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination reports, each dated July 27, 2021 on our Restated Unconsolidated Financial Information and Restated Consolidated Financial Information; and (ii) their report dated August 8, 2021 on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received written consent dated July 30, 2021, from Jayanta Kumar Banik, Chartered Engineers to include their name in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) and 26(5) of the Companies Act in their capacity as the independent chartered engineer and in respect of the certificate issued by them included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Particulars regarding capital issues by our Company and listed group companies, subsidiaries or associate entity during the last three years

Other than as disclosed in "*Capital Structure*" on page 74, our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus. Further, our listed Group Company, MKJE, has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries or associate companies.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public issue of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's incorporation.

Performance vis-à-vis objects – Public/ rights issue of our Company

Our Company has not undertaken any public or rights issue in the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/ rights issue of the listed subsidiaries and promoters of our Company

As on the date of this Draft Red Herring Prospectus, we do not have any subsidiaries. Further, none of our listed Promoters had undertaken a public / rights issue of securities in the last five years preceding the date of this Draft Red Herring Prospectus.

Price information of past issues handled by the BRLMs

A. ICICI Securities Limited

1. Price information of past issues handled by ICICI Securities Limited

S. No.	Issue name	Issue size (in ₹ million)	Issue Price (in ₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/ % change in closing benchmark]- 180th calendar days from listing
1.	Home First Finance Company India Limited	11,537.19	518.00	03-Feb-21	618.80	+4.98%,[+1.97%]	-5.64%,[-1.05%]	+15.86%,[+6.58%]
2.	Railtel Corporation of India Limited	8,192.42	94.00	26-Feb-21	109.00	+35.64%,[-0.15%]	+37.50%,[+5.32%]	NA*
3.	Kalyan Jewellers India Limited	11,748.16	87.00(1)	26-Mar-21	73.95	-24.60%,[-1.14%]	-7.07%,[+8.13%]	NA*
4.	Suryoday Small Finance Bank Limited	5,808.39	305.00(2)	26-Mar-21	292.00	-18.38%,[-1.14%]	-26.87%,[+8.13%]	NA*
5.	Nazara Technologies Limited	5,826.91	1,101.00(3)	30-Mar-21	1,990.00	+62.57%,[+0.13%]	+37.59%,[+6.84%]	NA*
6.	Macrotech Developers Limited	25,000.00	486.00	19-Apr-21	436.00	+30.22%,[+5.21%]	+75.43%,[+10.89%]	NA*
7.	Shyam Metalics and Energy Limited	9,087.97	306.00(4)	24-Jun-21	380.00	+40.95%,[+0.42%]	NA*	NA*
8.	Dodla Dairy Limited	5,201.77	428.00	28-Jun-21	550.00	+44.94%,[-0.43%]	NA*	NA*
9.	G R Infraprojects Limited	9,623.34	837.00(5)	19-Jul-21	1,715.85	NA*	NA*	NA*
10.	Tatva Chintan Pharma Chem Limited	5,000.00	1,083.00	29-July-21	2,111.85	NA*	NA*	NA*

**Data not available*

1. *Discount of Rs. 8 per equity share offered to eligible employees All calculations are based on Issue Price of Rs. 87.00 per equity share.*
2. *Discount of Rs. 30 per equity share offered to eligible employees All calculations are based on Issue Price of Rs. 305.00 per equity share.*
3. *Discount of Rs. 110 per equity share offered to eligible employees All calculations are based on Issue Price of Rs. 1,101.00 per equity share.*
4. *Discount of Rs. 15 per equity share offered to eligible employees All calculations are based on Issue Price of Rs. 306.00 per equity share.*
5. *Discount of Rs. 42 per equity share offered to eligible employees All calculations are based on Issue Price of Rs. 837.00 per equity share.*

2. Summary statement of price information of past issues handled by ICICI Securities Limited

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount as on 30th calendar day from listing date			No. of IPOs trading at premium as on 30th calendar day from listing date			No. of IPOs trading at discount as on 180th calendar day from listing date			No. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2021-22*	5	53,913.08	-	-	-	-	3	-	-	-	-	-	-	-
2020-21	14	1,74,546.09	-	-	5	5	2	2	-	-	2	4	2	2
2019-20	4	49,850.66	-	-	2	-	1	1	1	-	-	2	-	1

** This data covers issues upto YTD*

Notes:
All data sourced from www.nseindia.com, except for Computer Age Management Services Limited for which the data is sourced from www.bseindia.com
Benchmark index considered is NIFTY
30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day

B. Axis Capital Limited

1. Price information of past issues handled by Axis Capital Limited

S. No.	Issue name	Issue size (in ₹ million)	Issue Price (in ₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/ % change in closing benchmark]- 180th calendar days from listing
1.	Clean Science And Technology Limited	15,466.22	900.00	19-Jul-21	1,755.00	-	-	-
2.	India Pesticides Limited	8,000.00	296.00	5-Jul-21	350.00	+12.64%, [+1.87%]	-	-
3.	Krishna Institute Of Medical Sciences Limited!	21,437.44	825.00	28-Jun-21	1,009.00	+48.10%, [-0.43%]	-	-
4.	Dodla Dairy Limited	5,201.77	428.00	28-Jun-21	550.00	+44.94%, [-0.43%]	-	-
5.	Shyam Metalics And Energy Limited@	9,085.50	306.00	24-Jun-21	380.00	+40.95%, [+0.42%]	-	-
6.	Macrotech Developers Limited	25,000.00	486.00	19-April-21	436.00	+30.22%, [+5.21%]	+75.43%, [+10.89%]	-
7.	Barbeque – Nation Hospitality Limited	4,528.74	500.00	07-April-21	489.85	+18.77%, [-0.64%]	+76.97%, [+6.85%]	-
8.	Suryoday Small Finance Bank Limited$	5,808.39	305.00	26-Mar-21	292.00	-18.38%, [-1.14%]	-26.87%, [+8.13%]	-
9.	Kalyan Jewellers India Limited#	11,748.16	87.00	26-Mar-21	73.95	-24.60%, [-1.14%]	-7.07%, [+8.13%]	-
10.	Craftsman Automation Limited	8,236.96	1,490.00	25-Mar-21	1,359.00	-13.82%, [+0.11%]	+16.81%, [+10.11%]	-

Source: www.nseindia.com

$ Offer Price was₹ 275.00 per equity share to eligible employees

 # Offer Price was₹ 79.00 per equity share to eligible employees

@ Offer Price was₹ 291.00 per equity share to eligible employees

! Offer Price was₹ 785.00 per equity share to eligible employees

Notes:

a. *Issue Size derived from Prospectus/final post issue reports, as available.*

b. *The CNX NIFTY is considered as the Benchmark Index.*

c. *Price on NSE is considered for all of the above calculations.*

d. *In case 30th/90th/180th day is not a trading day, closing price on NSE of the previous trading day has been considered.*

e. *Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.*

2. Summary statement of price information of past issues handled by Axis Capital Limited

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount as on 30th calendar day from listing date			No. of IPOs trading at premium as on 30th calendar day from listing date			No. of IPOs trading at discount as on 180th calendar day from listing date			No. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2021-2022*	7	88,719.67	-	-	-	-	4	2	-	-	-	-	-	-
2020-2021	11	93,028.90	-	-	6	2	1	2	-	-	-	2	1	2
2019-2020	5	161,776.03	-	1	2	-	-	2	1	1	-	-	-	3

** The information is as on the date of the document*

The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

C. JM Financial Limited

1. Price information of past issues handled by JM Financial Limited

S. No.	Issue name	Issue size (in ₹ million)	Issue Price (in ₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/ % change in closing benchmark]- 180th calendar days from listing
1.	Tatva Chintan Pharma Chem Limited	5,000.00	1,083.00	July 29, 2021	2,111.85	Not Applicable	Not Applicable	Not Applicable
2.	Clean Science and Technology Limited	15,466.22	900.00	July 19, 2021	1,755	Not Applicable	Not Applicable	Not Applicable
3.	India Pesticides Limited	8,000.00	296.00	July 5, 2021	350.00	12.64% [1.87%]	Not Applicable	Not Applicable
4.	Shyam Metalics and Energy Limited[7]	9,085.50	306.00	June 24, 2021	380.00	40.95% [0.42%]	Not Applicable	Not Applicable
5.	Sona BLW Precision Forgings Limited	55,500.00	291.00	June 24, 2021	301.00	45.45% [0.42%]	Not Applicable	Not Applicable
6.	Macrotech Developers Limited	25,000.00	486.00	April 19, 2021	436.00	30.22% [5.21%]	75.43% [10.89%]	Not Applicable
7.	Anupam Rasayan India Limited[8]	7,600.00	555.00	March 24, 2021	520.00	-0.11% [-0.98%]	30.49%[8.23%]	Not Applicable
8.	Easy Trip Planners Limited	5,100.00	187.00	March 19, 2021	212.25	-7.27% [-0.86%]	124.68%[6.94%]	Not Applicable
9.	MTAR Technologies Limited	5,964.14	575.00	March 15, 2021	1,050.00	69.45% [-2.84%]	78.83% [5.83%]	Not Applicable

S. No.	Issue name	Issue size (in ₹ million)	Issue Price (in ₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/ % change in closing benchmark]- 180th calendar days from listing
10.	Stove Kraft Limited	4,126.25	385.00	February 05, 2021	498.00	30.68% [0.09%]	28.92% [-2.05%]	115.34% [8.08%]

Source: www.nseindia.com for price information and prospectus/basis of allotment for issue details

Notes:

1. *Opening price information as disclosed on the website of NSE.*
2. *Change in closing price over the issue/offer price as disclosed on NSE.*
3. *Change in closing price over the closing price as on the listing date for benchmark index viz. NIFTY 50.*
4. *In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.*
5. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.*
6. *Restricted to last 10 issues.*
7. *A discount of 4.90 % on the Offer Price was offered to the Eligible Employees Bidding in the Employee Reservation Portion ("**Employee Discount**") equivalent to ₹ 15 per Equity Share.*
8. *A discount of Rs. 55 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.*
9. *Not Applicable – Period not completed*

2. Summary statement of price information of past issues handled by JM Financial Limited

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount as on 30th calendar day from listing date			No. of IPOs trading at premium as on 30th calendar day from listing date			No. of IPOs trading at discount as on 180th calendar day from listing date			No. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2021-2022	6	1,18,051.72	-	-	-	-	3	1	-	-	-	-	-	-
2020-2021	8	62,102.09	-	-	3	2	1	2	-	-	-	3	1	1
2019-2020	4	36,400.83**	-	-	1	-	1	2	-	1	1	-	1	1

***Spandana Sphoorty Financial Limited raised ₹ 11,898.49 million as against the issue size of ₹ 12,009.36 million.*

Track record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the Book Running Lead Managers, as specified in circular (reference CIR/MIRSD/1/2012) dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Managers, as set forth in the table below:

Sr. No.	Name of the Book Running Lead Manager	Website
1.	ICICI Securities Limited	www.icicisecurities.com
2.	Axis Capital Limited	www.axiscapital.co.in
3.	JM Financial Limited	www.jmfl.com

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹ 100 or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for nonallotted/ partially-allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Managers shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Banks for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Selling Shareholder, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact our Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs.

Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

Disposal of Investor Grievances by our Company

Our Company has obtained authentication on SEBI SCORES in terms of the SEBI circular bearing number CIR/OIAE/1/2013 dated April 17, 2013 and shall comply with SEBI circular bearing number CIR/OIAE/1/2014 dated December 18, 2014 in relation to redressal of investor grievances through SCORES.Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances shall be five Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Sanjay Gupta, as the Company Secretary and Compliance Officer for the Offer and he may be contacted in case of any pre-Offer or post-Offer related problems. For details, see "*General Information*" on page 67.

Our Company has also constituted a Stakeholders' Relationship Committee comprising Avinash Gupta (*Chairman*), Sumit Krishna Deb and Shruti Swaika as members, to review and redress shareholder and investor grievances. For details, see "*Our Management*" on page 202.

As on the date of this Draft Red Herring Prospectus, there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Draft Red Herring Prospectus.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital, Offer for Sale and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

Ranking of Equity Shares

The Allottees upon Allotment of Equity Shares under the Offer, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. The Equity Shares issued and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the Memorandum of Association and Articles of Association, the SEBI Listing Regulations and shall rank pari passu with the existing Equity Shares in all respects including dividends. For further details, see "*Description of Equity Shares and Terms of Articles of Association*" on page 462.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (including pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Bidders who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of Articles of Association*" beginning on pages 239 and 462, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹5 and the Offer Price at Floor Price is ₹[●] per Equity Share and at Cap Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band, the minimum Bid Lot size will be decided by our Company and the Selling Shareholder in consultation with the BRLMs, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, in [●] editions of [●], an English national daily newspaper and [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Bengali daily newspaper (Bengali being the regional language of West Bengal, where our Registered Office is located) each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company and the Selling Shareholder in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time, there shall be only one denomination for the Equity Shares.

The Offer

The Offer comprises a Fresh Issue and an Offer for Sale by the Selling Shareholder.

Expenses for the Offer shall be shared amongst our Company and the Selling Shareholder in the manner specified in "*Objects of the Offer – Offer Expenses*" on page 95.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and the AoA, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;

- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and the AoA of our Company and other applicable laws.

For a detailed description of the main provisions of the AoA of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "*Description of Equity Shares and Terms of Articles of Association*" on page 462.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations and the SEBI Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been entered into amongst our Company, the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated May 19, 2021 amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated July 28, 2021 amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in this Offer will be only in dematerialised form and in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares. For the method of basis of allotment, see "*Offer Procedure*" on page 445.

Joint Holders

Where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination/ cancel nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Withdrawal of the Offer

Our Company and/or the Selling Shareholder in consultation with the BRLMs, reserve the right not to proceed with the Offer, after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges simultaneously. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank, to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly.

If our Company or the Selling Shareholder withdraws the Offer after the Bid/ Offer Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and the final RoC approval of the Prospectus after it is filed with the RoC.

Bid/ Offer Programme

BID/ OFFER OPENS ON	[●][(1)]
BID/ OFFER CLOSES ON	**[●]**[(2)]

(1) Our Company and the Selling Shareholder in consultation with the BRLMs may consider participation by Anchor Investors. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations

(2) Our Company and the Selling Shareholder in consultation with the BRLMs may consider closing the Bid/ Offer Period for QIBs one day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

** In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, the Selling Shareholder, or the BRLMs.

Whilst the Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/ Offer Closing Date, or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/ Offer Period by our Company and the Selling Shareholder in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges, and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Selling Shareholder confirms that it shall extend such reasonable support and co-operation in relation to the Offered Shares for completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock

Exchanges within six Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will submit reports of compliance with T+6 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above mentioned timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/ Offer Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs and Eligible Employees Bidding under the Employee Reservation Portion

On Bid/ Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received by Retail Individual Bidders and Eligible Employees Bidding under the Employee Reservation Portion, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on daily basis within 60 minutes of the bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining such information from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit a confirmation in respect thereof to the BRLMs and the Registrar to the Offer on a daily basis.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs and the Sponsor Bank would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date, and in any case no later than 3:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids will be accepted only during Working Days, during the Bid/ Offer Period. Bids (including revisions, if any) will be accepted only during Monday to Friday (excluding any public holiday), during the Bid/Offer period. Bids and revisions shall not be accepted on Saturdays and public holidays. Bids by ASBA Bidders shall be uploaded by the SCSBs in the electronic system to be provided by the Stock Exchanges.

Neither the Selling Shareholder, nor our Company, nor any member of the Syndicate are liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or otherwise; and (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

Our Company and the Selling Shareholder in consultation with the BRLMs reserve the right to revise the Price Band during the Bid/ Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly but the Floor Price shall not be less than the face value of the Equity Shares. Provided that in all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, the Selling Shareholder in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals of the Syndicate Members and by intimation to the Designated Intermediaries. In case of revision of price band, the Bid lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90% of the Fresh Issue; or (ii) minimum subscription in the

Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, if any, in accordance with applicable laws, or if the subscription level falls below the thresholds mentioned above after the Bid/Offer Closing Date, on account of withdrawal of applications or after technical rejections, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being issued or offered under the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021.If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and our Directors, who are officers in default, shall pay interest at the rate of 15% per annum.

No liability to make any payment of interest or expenses shall accrue to the Selling Shareholder unless the delay in making any of the payments/refund hereunder or the delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is caused solely by, and is directly attributable to, an act or omission of the Selling Shareholder and to the extent of its portion of the Offered Shares. Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000.

In the event of an undersubscription in the Offer, the Equity Shares will be Allotted in the following order:

i) such number of Equity Shares will first be Allotted by our Company such that 90% of the Fresh Issue is subscribed;

ii) upon completion of (i), all the Equity Shares held by the Selling Shareholder and offered for sale in the Offer for Sale will be Allotted; and

iii) once Equity Shares have been Allotted as per (i) and (ii) above, such number of Equity Shares will be Allotted by our Company towards the balance 10% of the Fresh Issue.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, lock-in of the Promoters' minimum contribution and the Anchor Investor lock-in as provided in "*Capital Structure*" on page 74, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the AoA. For details, see "*Description of Equity Shares and terms of Articles of Association*" beginning on page 462.

OFFER STRUCTURE

Offer of up to [●] Equity Shares for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating to ₹[●] million comprising of a Fresh Issue of up to [●] Equity Shares aggregating up to ₹3,500 million by our Company and an Offer for Sale of up to 10,767,664* Equity Shares aggregating up to ₹[●] million comprising of up to [●] Equity Shares aggregating up to ₹[●] million by the Selling Shareholder.

**Includes 15,351,861 CCPS, which shall be converted up to a maximum of 9,151,678 Equity Shares prior to the filing of the Red Herring Prospectus with the RoC, solely for the purpose of the Offer. For further details see "History and Certain Corporate Matters" on page 193.*

The Offer comprises a Net Offer of up to [●] Equity Shares and Employee Reservation Portion of up to [●] Equity Shares. The Employee Reservation Portion shall not exceed 5% of our post-Offer paid-up Equity Share capital. The Offer and the Net Offer shall constitute [●]% and [●]%, respectively of the post-Offer paid-up Equity Share capital of our Company. The face value of the Equity Shares is ₹5 each.

Our Company may in consultation with the BRLMs and subject to the terms of SSHA, consider a Pre-IPO Placement for an aggregate amount not exceeding ₹ 500 million. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company and the Selling Shareholder in consultation with the BRLMs and the Pre-IPO Placement will be completed prior to filing of the Red Herring Prospect us with the RoC. If the Pre-IPO Placement is undertaken, the amount raised from the Pre-IPO Placement will be reduced from the Fresh Issue.

The Offer is being made through the Book Building Process.

Particulars	Eligible Employees#	QIBs(1)	Non-Institutional Bidders	RIBs
Number of Equity Shares available for Allotment or allocation*(2)	Not more than [●] Equity Shares	Not less than [●] Equity Shares	Not more than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and RIBs	Not more than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer size available for Allotment or allocation	The Employee Reservation Portion shall constitute up to [●]% of the Offer Size	Not less than 75% of the Net Offer being available for allocation to QIB Bidders. However, 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not more than 15% of the Net Offer or the Offer less allocation to QIB Bidders and RIBs	Not more than 10% of the Net Offer or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Basis of Allotment if respective category is oversubscribed*	Proportionate. Eligible Employee shall not exceed ₹ 200,000. In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be Allocated, on a proportionate basis, to Eligible Employees for a value exceeding ₹ 200,000, subject to total Allotment to an Eligible Employee not exceeding ₹ 500,000	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-	Proportionate	The allotment to each RIB shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For further details, see "*Offer Procedure*" beginning on page 445.

Particulars	Eligible Employees#	QIBs(1)	Non-Institutional Bidders	RIBs
		third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price		
Mode of Bid	ASBA only (including the UPI Mechanism)	ASBA only (excluding the UPI Mechanism)(3)	ASBA only (excluding the UPI Mechanism)	ASBA only (including the UPI Mechanism)
Minimum Bid	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹ 200,000	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares, so that the Bid Amount does not exceed ₹ 500,000	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, subject to limits applicable to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer (excluding the QIB Portion), subject to limits applicable to Bidder	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000
Mode of Allotment	Compulsorily in dematerialised form			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter			
Allotment Lot	A minimum of [●] Equity Shares and in multiples of one Equity Share thereafter			
Trading Lot	One Equity Share			
Who can apply(4)	Eligible Employees (such that the Bid Amount does not exceed ₹ 500,000)	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs registered with SEBI, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹ 250 million, pension fund with minimum corpus of ₹ 250 million, National Investment Fund set up by the Government of India, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, family offices, trusts and FPIs who are individuals, corporate bodies and family offices for Equity Shares such that the Bid Amount exceeds ₹ 2,00,000 in value.	Resident Indian individuals, HUFs (in the name of Karta) and Eligible NRIs applying for Equity Shares such that the Bid amount does not exceed ₹ 2,00,000 in value.
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids(5) **In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder, or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form			

* *Assuming full subscription in the Offer*

\# *Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹ 500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 200,000. In the event of under-*

subscription in the Employee Reservation Portion the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000. The unsubscribed portion, if any in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. Further, an Eligible Employee Bidding in the Employee Reservation Portion shall be added back to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion.

(1) Our Company and the Selling Shareholder, in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof will be permitted, subject to minimum allotment of ₹ 50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors.

(2) Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR and Regulation 6(2) of the SEBI ICDR Regulations.

(3) Anchor Investors are not permitted to use the ASBA process.

(4) In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.

(5) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Eligible Employees bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories or a combination of categories at the discretion of our Company and the Selling Shareholder, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange. For further details, see the "*Terms of the Offer*" beginning on page 437.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders/Applicants; (v)Issuance of CAN and allotment in the Offer; (vi) General instructions (limited to instructions for completing the Bid Form,) (vii) designated date and electronic registration of bids; (viii) submission of Bid cum Application Form; (ix) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (x) applicable provisions of the Companies Act relating to punishment for fictitious applications; (xi) mode of making refunds; (xii) interest in case of delay in allotment or refund; and (xiii) disposal of applications.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by RIBs ("**UPI Phase III**"), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus.*

Our Company, the Selling Shareholder and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

Further, our Company, the Selling Shareholder and the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Net Offer shall be allocated on a proportionate basis to QIBs. Our Company and the Selling Shareholder may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Allocation Price, on a discretionary basis in accordance with the SEBI ICDR Regulations, out of which one-third shall be available for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer

Price. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Offer shall be available for allocation to RIBs in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Furthermore, up to [●] Equity Shares, aggregating up to ₹ [●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, if any.

Under-subscription, if any, in any category including the Employee Reservation Portion, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories, at the discretion of our Company in consultation with the Selling Shareholder and the Book Running Lead Managers and the Designated Stock Exchange and subject to applicable law. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. Further, in the event of under-subscription in the Employee Reservation Portion, such unsubscribed portion will be Alloted, on a proportionate basis to all Eligible Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000 to the total Allotment to an Eligible Employee not exceeding ₹ 500,000. The unsubscribed portion, if any, in the Employee Reservation Portion shall be added to the Net Offer.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID for RIBs using the UPI mechanism, shall be treated as incomplete and will be rejected. Eligible Employees Bidding in the Employee Reservation Portion Bidding using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was to be applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. Under this phase, submission of the ASBA Form without UPI by RIBs to Designated Intermediaries (other than SCSBs) for blocking of funds will be discontinued. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, pursuant to SEBI circular dated March 30, 2020, this phase has been extended till further notice.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to three Working Days.

Pursuant to the UPI Streamlining Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streaming Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Offer BRLM will be required to compensate the concerned investor.

The Offer will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Offer Opening Date. All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. The Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the RIBs using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors are not permitted to participate in the Offer through the ASBA process. RIBs can additionally Bid through the UPI Mechanism.

RIBs bidding using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain the UPI ID are liable to be rejected.

ASBA Bidders (including Bidders using UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected or the UPI ID, as applicable, in the relevant space provided in the ASBA Form.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable, at the time of submitting the Bid.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Eligible NRIs applying on a repatriation basis, FVCIs, FPIs and registered bilateral and multilateral institutions	[●]
Anchor Investors	[●]
Eligible Employees Bidding in the Employee Reservation portion	[●]

* *Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the respective websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs.

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. For RIBs using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. For ASBA Forms (other than RIBs) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate RIBs (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the issuer bank. The Sponsor Banks and the Bankers to the Offer shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability.

The Sponsor Bank will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Managers in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with Banks UPI switch data, core banking system data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis.

For RIBs using UPI Mechanism, the Stock Exchanges shall share the bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds.

The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Issue Closing Date ("Cut-Off Time"). Accordingly, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021.

Participation by Promoters and members of Promoter Group of the Company, the BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs) nor; (ii) any "person related to the Promoters/ Promoter Group" shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoters or Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

The Promoters and members of their respective Promoter Groups shall not participate by applying for Equity Shares in the Offer.

Electronic registration of Bids

(a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.

(b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 12:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period afterwhich the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholder, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Elgible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer**.** Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their respective SCSB or confirm or accept the UPI Mandate Request (in case of Retail Individual Investors Bidding through the UPI Mechanism) to block their Non- Resident External ("**NRE**") accounts (including UPI ID, if activated), or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB to block their Non-Resident Ordinary ("**NRO**") accounts or confirm or accept the UPI mandate request (in case of RIBs using the UPI Mechanism) for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Participation of Eligible NRIs in the Offer shall be subjected to the FEMA

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

For further details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 461.

Bids by HUFs

Bids by HUFs Hindu Undivided Families or HUFs, are required to be made in the individual name of the *karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital on a fully diluted basis. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, *inter alia*, the following conditions:

(a) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Offer were advised to use the Bid cum Application Form for non-residents.

Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as "**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Bids by SEBI registered VCFs, AIFs and FVCIs

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 ("**SEBI VCF Regulations**") as amended, *inter alia* prescribe the investment restrictions on VCFs, registered with SEBI. The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 ("**SEBI AIF Regulations**") prescribe, amongst others, the investment restrictions on AIFs. The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 as amended ("**SEBI FVCI Regulations**") prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholder or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by Anchor Investors

Except for Mutual Funds, AIFs or FPIs (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs, no BRLM or its respective associates can apply in the Issue under the Anchor Investor Portion. Further, an Anchor Investor shall be deemed to be an "associate of the BRLM" if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company and the Selling Shareholder in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason. The investment limit for banking companies in non-financial services companies shall be in accordance with the Banking Regulation Act, 1949 and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Bids by banking companies should not exceed the investment limits prescribed for them under the applicable laws.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder in consultation with the BRLMs reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 as amended are broadly set forth below:

(a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

* *The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder in consultation with the BRLMs reserves the right to reject any Bid, without assigning any reason thereof.

Bids under power of attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholder in consultation with the BRLMs reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Selling Shareholder in consultation with the BRLMs in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company and the Selling Shareholder in consultation with the BRLMs may deem fit.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important NBFCs, are required to be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholder in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 500,000 on a net basis. However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000. Allotment in the Employee Reservation Portion will be as detailed in the section "*Offer Structure*" on page 442.

However, Allotments to Eligible Employees in excess of ₹ 200,000 shall be considered on a proportionate basis, in the event of undersubscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000. Subsequent undersubscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under the Employee Reservation Portion by Eligible Employees shall be:

- Made only in the prescribed Bid cum Application Form or Revision Form (i.e. [●] colour form).
- Only Eligible Employees (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines) would be eligible to apply in this Offer under the Employee Reservation Portion.
- In case of joint bids, the sole/ First Bidder shall be the Eligible Employee.
- Bids by Eligible Employees may be made at Cut-off Price.
- Only those Bids, which are received at or above the Offer Price would be considered for allocation under this portion.
- If the aggregate demand in this portion is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

- Bids by Eligible Employees in the Employee Reservation Portion and in the Net Offer portion shall not be treated as multiple Bids. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

- Eligible Employees should mention their employee number at the relevant place in the Bid cum Application form or Revision Form.

- Eligible Employees shall not Bid through the UPI mechanism. Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer.

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000.

If the aggregate demand in this portion is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see "*Offer Procedure*" beginning on page 445.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholder and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Red Herring Prospectus and the Prospectus.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholder and/or the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until the Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period.

***Do's*:**

1. Check if you are eligible to apply as per the terms of this Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;

4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only

5. Ensure that you (other than Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form;

6. RIBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Bid cum Application Form;

7. RIBs using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

8. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. Retail Individual Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate Members, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

9. RIBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field for payment details in the Bid cum Application Form;

10. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

11. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;

12. In case of joint Bids, ensure that first Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the first Bidder is included in the Bid cum Application Form;

13. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

14. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

15. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms. PAN of the First Bidder is required to be specified in case of joint Bids;

16. RIBs bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI (only for RIBs using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

17. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

18. Retail Individual Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;

19. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

20. With respect to Bids by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Bid;

21. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic

Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

22. Ensure that the Demographic Details are updated, true and correct in all respects;

23. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

24. Ensure that the correct investor category and the investor status is indicated in the Bid cum Application Form;

25. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents, including a copy of the power of attorney, are submitted;

26. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

27. Ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

28. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the mobile application and the UPI handle being used for making the application in the Offer is also appearing in the "list of mobile applications for using UPI in public issues" displayed on the SEBI website;

29. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;

30. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date;

31. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;

32. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, were required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids are liable to be rejected;

33. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs;

34. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in) or such other websites as updated from time to time;

35. RIBs using the UPI Mechanism should mention valid UPI ID of only the Applicant (in case of single account) and of the first Applicant (in case of joint account) in the Bid cum Application Form; and

36. Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Portion, and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Portion, for the purposes of allocation in the Offer

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don’ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by Retail Individual Bidders) and ₹ 500,000 for Bids by Eligible Employees Bidding in the Employee Reservation Portion;
3. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Bidders);
4. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
6. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
7. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
8. Do not submit the Bid for an amount more than funds available in your ASBA account.
9. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;
10. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
11. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
12. Anchor Investors should not Bid through the ASBA process;
13. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
14. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
15. Do not submit the General Index Register (GIR) number instead of the PAN;
16. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
17. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
18. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
19. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
20. Do not submit your Bid after 3.00 pm on the Bid/Offer Closing Date;
21. If you are a QIB, do not submit your Bid after 3:00 pm on the QIB Bid/Offer Closing Date;
22. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
23. Do not Bid for Equity Shares in excess of what is specified for each category;
24. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;
25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;
26. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;

27. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;

28. Do not Bid if you are an OCB;

29. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIBs using the UPI Mechanism;

30. Do not submit more than one Bid cum Application Form for each UPI ID in case of RIBs Bidding using the UPI Mechanism; and

31. RIBs Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to our Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, see "*General Information*" on page 67.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, has reduced the timelines for refund of Application money to four days.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

For helpline details of the BRLMs, the Registrar and the Sponsor Bank to the Offer as required by SEBI , see "*General Information*" on page 67.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares through the Offer Document except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than 1% of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Bidders and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Bidders Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Escrow Account(s) for Anchor Investors

Our Company and the Selling Shareholder in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "[●]"

(b) In case of Non-Resident Anchor Investors: "[●]"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholder, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) [●] editions of [●], a widely circulated English national daily newspaper; (ii) [●] editions of [●], a Hindi national daily newspaper; and (iii) [●] editions of [●], a widely circulated Bengali national daily newspaper, Bengali also being the regional language of West Bengal, where our Registered Office is located).

In the pre-Offer advertisement, we shall state the Bid/ Offer Opening Date and the Bid/ Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

The above information is given for the benefit of the Bidders/applicants. Our Company, the Selling Shareholder and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company, the Selling Shareholder and the Syndicate intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

"Any person who:

a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹ 1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Bid/ Offer Closing Date or any other period as may be prescribed, will be taken;

- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- if Allotment is not made within the prescribed time period under applicable laws, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable laws. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and other applicable laws for the delayed period;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- that details of all monies utilised out of the Fresh Issue shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which monies have been utilised. Further, details of all unutilised monies out of the Fresh Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet, indicating the form in which such amounts have been invested;

- that we shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;

- except for allotment of Equity Shares pursuant to exercise of options under the ESOP Scheme, no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/ unblocked in ASBA Account on account of non-listing, under-subscription, etc.; and

- adequate arrangements shall be made to collect all Bid cum Application Forms by Bidders.

Undertakings by the Selling Shareholder

The Selling Shareholder, with respect to itself only (and not in respect of any other person), undertakes that:

- the Offered Shares have been held by it for a continuous period of at least one year prior to the date of filing the Draft Red Herring Prospectus with SEBI or have been issued or received in accordance with Regulation 8 of the SEBI ICDR Regulations;

- it shall not access the funds raised in the Offer until receipt of final listing and trading approvals from the Stock Exchanges;

- it shall not during the period commencing from the date of the offer agreement and ending on the date, earlier of offer, transfer, lend, pledge, sell, contract to sell or issue, sell any option or contract to purchase, purchase any option or contract to sell or grant any option, right or warrant to purchase, lend, or otherwise transfer, dispose of or create any Encumbrances on its portion of the Offered Shares, in relation to any Equity Shares or any securities convertible into or exercisable or exchangeable (directly or indirectly) for Equity Shares;

- it agrees that except for listing fees which shall be solely borne by our Company, all Offer expenses will be shared between our Company and the Selling Shareholder in compliance with applicable law and in the manner agreed to between our Company and the Selling Shareholder. All the expenses relating to the Offer shall be paid by our Company in the first instance. It agrees that it shall reimburse our Company for any expenses in relation to the Offer paid by our Company on behalf of the Selling Shareholder in the manner agreed to between our Company and the Selling Shareholder;

- it shall comply with, the terms and conditions of such approvals and consents, and all Applicable Laws in relation to the Offer or any other matter incidental thereto, including, without limitation, the Securities and Exchange Board of India Act, 1992, the SCRA, the SCRR, the Companies Act, the SEBI ICDR Regulations, the SEBI Listing Regulations, the foreign direct investment policy and the foreign investment regulations in India, and the guidelines, instructions, rules, communications, circulars and regulations, as amended from time to time, issued by the GoI, the Registrar of Companies, SEBI, the RBI, the Stock Exchanges, the erstwhile FIPB or by any other governmental, regulatory or statutory authority or any court or tribunal.

Utilisation of Offer Proceeds

Our Company and the Selling Shareholder, severally and not jointly, specifically confirm that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.

Details of all monies utilised out of the Fresh Issue shall be disclosed, and continue to be disclosed till the time any part of the Fresh Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised. Additionally, details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (*earlier known as Department of Industrial Policy and Promotion*) ("**DPIIT**"), issued the FDI Policy, which is effect from October 15, 2020, which subsumes and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. FDI in companies engaged in sectors/ activities which are not listed in the FDI Policy is permitted up to 100% of the paid up share capital of such company under the automatic route, subject to compliance with certain prescribed conditions. For details, see "*Key Regulations and Policies*" on page 186.

Under the current FDI Policy, 100% foreign direct investment is permitted in manufacturing sector, under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For details, see "*Offer Procedure*" on page 445.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-Debt Instruments Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the FDI Policy and the FEMA Non-Debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Offer Period.

The Equity Shares offered in the Offer have not been and will not be registered under the Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholder and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meanings that have been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below:

The Articles of Association of the Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other. In case of any conflict, inconsistency or contradiction between Part A and Part B, the provisions of Part B shall prevail and override. However, Part B shall automatically terminate and cease to have any force and effect (save and except as expressly set out therein) from the date of Listing of Equity Shares of the Company on a Recognized Stock Exchange (as defined in Part B) without any further action, including any corporate action, by the Company or by the Shareholders.

Authorised Share Capital

The authorised share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association, with power to increase or reduce such capital from time to time and power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the Articles of the Company, subject to the provisions of applicable law for the time being in force .

Alteration of Capital

Subject to the provisions of the Act, the Company in its General Meetings may, by an Ordinary Resolution, from time to time:

a. increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;

b. divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others;

c. cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;

d. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act; and

e. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

Allotment of Shares

The Board of Directors may issue and allot shares of the Company as payment in full or in part, for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully paid up shares and if so issued shall be deemed as fully paid up shares.

Forfeiture and Lien

If a Member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

The Company shall subject to applicable law will have a first and paramount lien on every share / debenture (not being a fully paid share / debenture) registered in the name of each Member and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called, or payable at a fixed time, in respect of that share / debenture. Unless otherwise agreed, the registration of transfer of shares / debentures shall operate as a waiver of the Company's lien, if any, on such shares / debentures. Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The fully paid up shares shall be free from all lien and in the case of partly paid up shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

Share Certificates

Every Member shall be entitled, without payment to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying ₹20 (Indian Rupees Twenty)) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within a period of six (6) months from the date of allotment in the case of any allotment of debenture. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such joint holders.

Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary and the common seal it shall be affixed in the presence of the persons required to sign the certificate.

Transmission of Shares

Subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

Borrowing Powers

Subject to the provisions of the Act and these Articles, the Board may from time to time at their discretion raise or borrow or secure the payment of any such sum of money for the purpose of the Company, in such manner and upon such terms and conditions in all respects as they think fit.

General Meetings

The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year.

All General Meetings other than the Annual General Meeting shall be called "Extraordinary General Meeting". Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting.

Board of Directors

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year.

Provided that the Company may appoint more than fifteen (15) directors after passing a Special Resolution:

The following shall be the first Directors of our Company:

1. Mr. M. K. Jalan, and

2. Mrs. Shashi Prabha Jalan.

Meetings of Directors

The Board of Directors shall meet at least once in every three (3) months with a maximum gap of four (4) months between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year. Place of meetings of the Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the chairman of the Board.

Notice of at least seven (7) days in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address whether in India or abroad, provided always that a meeting may be convened by a shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting and in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any. The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.

The Directors may, subject to applicable law, participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

Managing Directors

Subject to the provisions of Section 196, 197 and 203 of theCompaniesAct and of theArticlesof Association, the Board shall have the power to appoint from time to time any full time employee of the Company as managing director/ whole time director or executive director or manager of the Company.

Votes of Members

Subject to any rights or restrictions for the time being attached to any class or classes of shares:

(a) On a show of hands every Member holding Equity Shares and present in person shall have one vote.

(b) On a poll, every Member holding Equity Shares therein shall have voting rights in proportion to his share in the paid up equity share capital.

(c) A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

Dividend

The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. The Board may also, subject to the provisions of the Act, from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the Company.

Unpaid or Unclaimed Dividend

Where capital is paid in advance of calls, such capital, whilst carrying interest, shall not confer a right to dividend or to participate in the profits.

Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of thirty (30) days, to a special account to be opened by the Company in that behalf in any scheduled bank. Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the fund known as Investor Education and Protection Fund established under the Act.

Winding Up

Subject to the applicable provisions of the Act:

(a) If the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

(d) Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to his liability, if any, to contribute as an ordinary member, be liable to make a further contribution as if he were at the commencement of winding up, a member of an unlimited company, in accordance with the provisions of the Act.

Indemnity

Subject to the provisions of the Act, every Director and Officer of the Company shall be indemnified by the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the tribunal. Provided, however, that such indemnification shall not apply in respect of any cost or loss or expenses to the extent it is finally judicially determined to have resulted from the negligence, willful misconduct or bad faith acts or omissions of such Director.

PART B

The Articles of Association of our Company comprise of two parts, Part A and Part B, which parts shall, unless the context otherwise requires, co-exist with each other until the commencement of the listing of equity shares of the Company pursuant to the Offer. In case of inconsistency or contradiction, conflict or overlap between Part A and Part B, the provisions of Part B shall, subject to applicable law, prevail and be applicable. Part B of the Articles of Association of the Company provides for the rights and obligations of the parties to the Share Subscription and Shareholders' Agreement dated May 9, 2017 read with the amendment agreement dated July 27, 2017 and the amendment agreement dated April 18, 2019 executed amongst our Company, Mandala Swede SPV ("Investor"), Mr. Mayank Jalan, Mr. Mahendra Kumar Jalan, Mrs. Shashi Prabha Jalan, MKJ Enterprises, Speedage Trade Limited, Keventer Capital Limited, Sarvesh Housing Projects Private Limited, The Right Innuva Know-How Limited (formerly known as The Right Address Limited), MKJ Developers Limited, Madanlal Limited, Mahendra Kumar Jalan & others HUF and Edward Keventer Private Limited, read with the subsequent amendment agreements. All articles of Part B shall automatically terminate, without any further corporate or other action by the Company or by its shareholders,and cease to have any force and effect from the date of listing of Equity Shares of the Company on a recognized stock exchange in India pursuant to the Offer and the provisions of Part A shall continue to be in effect and be in force, without any further corporate or other action, by our Company or by our Shareholders

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus and the Prospectus, as applicable, which will be delivered to the RoC for filing. Copies of the abovementioned documents and contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from date of the Red Herring Prospectus until the Bid/ Offer Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Offer Agreement dated August 8, 2021 among our Company, the Selling Shareholder and the BRLMs.

2. Registrar Agreement dated August 2, 2021 among our Company, the Selling Shareholder and the Registrar to the Offer.

3. Escrow and Sponsor Bank Agreement dated [●] among our Company, the Selling Shareholder, the Registrar to the Offer, the BRLMs, the Sponsor Bank, the Escrow Collection Bank(s), the Public Offer Account Bank and the Refund Bank(s).

4. Share Escrow Agreement dated [●] among the Selling Shareholder, our Company and the Share Escrow Agent.

5. Syndicate Agreement dated [●] among our Company, the Selling Shareholder, the BRLMs, the Syndicate Members and the Registrar.

6. Monitoring agency agreement dated [●] entered into between our Company and the Monitoring Agency.

7. Underwriting Agreement dated [●] among our Company, the Selling Shareholder and the Underwriters.

B. Material Documents

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company each as amended from time to time.

2. Certificate of incorporation dated May 29, 1986 issued by the RoC to our Company in the name of Keventer Agro Private Limited.

3. Second certificate of incorporation dated September 24, 1990 issued by the RoC to our Company in the name of Keventer Agro Limited.

4. Resolutions of the Board of Directors dated July 27, 2021, authorising the Offer and other related matters.

5. Shareholders' resolution dated July 31, 2021, authorising the Fresh Issue and other related matters.

6. Consent letter dated August 4, 2021 issued by the Selling Shareholder consenting to the inclusion of the Offered Shares in the Offer for Sale.

7. Resolution of the Board of Directors of our Company dated August 8, 2021 approving this Draft Red Herring Prospectus.

8. Resolution by the board of directors of the Selling Shareholder dated July 28, 2021 authorising their participation in the Offer for Sale.

9. Employee stock option scheme of our Company, being, KAL – Employee Stock Option Plan 2021.

10. Copies of the annual reports of our Company for the Fiscals 2021, 2020 and 2019.

11. Report titled "*Industry Report on Fresh and Packaged Food Market in India*" dated August 2, 2021, prepared and issued by Technopak.

12. Written consent dated August 2, 2021 issued by Technopak with respect to the report titled "*Industry Report on Fresh and Packaged Food Market in India*" dated August 2, 2021.

13. The examination report of the Statutory Auditor dated July 27, 2021, on the Restated Consolidated Financial Information, included in this Draft Red Herring Prospectus.

14. The examination report of the Statutory Auditor dated July 27, 2021, on the Restated Unconsolidated Financial Information, included in this Draft Red Herring Prospectus.

15. The report on statement of special tax benefits dated August 8, 2021 from the Statutory Auditors.

16. Written consent dated August 8, 2021 from S.R. Batliboi & Co. LLP, Chartered Accountants, to include their name as required under section 26 (1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination reports, each dated July 27, 2021 on our Restated Unconsolidated Financial Information and Restated Consolidated Financial Information; and (ii) the report dated August 8, 2021 on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

17. Written consent of the Directors, the BRLMs, independent chartered accountant, the Syndicate Members, Legal Counsel to our Company as to Indian law, Legal Counsel to the BRLMs as to Indian Law, legal Counsel to the Selling Shareholder, Registrar to the Offer, Escrow Collection Bank(s), Public Offer Bank(s), Refund Bank(s), Sponsor Bank, Monitoring Agency, Bankers to our Company, Company Secretary and Compliance Officer as referred to in their specific capacities.

18. Consent letter dated July 30, 2021 received from Jayanta Kumar Banik, Chartered Engineers to include their name as required under Section 26(5) of the Companies Act in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act.

19. Due Diligence Certificate dated August 8, 2021, addressed to SEBI from the BRLMs.

20. In principle listing approvals dated [●] and [●], issued by BSE and NSE, respectively.

21. Tripartite agreement dated May 19, 2021, between our Company, NSDL and the Registrar to the Offer.

22. Tripartite agreement dated July 28, 2021, between our Company, CDSL and the Registrar to the Offer.

23. SEBI observation letter dated bearing reference number [●], dated [●].

24. Restated share subscription and shareholders' agreement dated May 9, 2017 entered into between Mandala Swede SPV, our Company, Mayank Jalan, Mahendra Kumar Jalan, Shashi Prabha Jalan, MKJE, Speedage, KCL, SHPPL, Right Innuva Know-How Limited, MKJD, Madanlal Limited, Mahendra Kumar Jalan & Ors HUF and EKPL as amended by the Amendment Agreement dated July 27, 2017 and a second Amendment Agreement dated April 18, 2019 read with the Amendment Agreement to SSHA dated July 30, 2021.

25. Registered User Agreement dated March 1, 2018 between our Company and EKPL.

26. Supplementary Agreement dated September 17, 2018 to the Registered User Agreement between our Company, MDL and EKPL.

27. Memorandum of Understanding dated April 23, 2019 along with its addendum dated October 10, 2019 entered into amongst Agastya Mihir Ramkrishna Dalmia, Super Milk Products Private Limited, EKPL, MDL and our Company.

28. Share purchase agreement dated March 27, 2021 between Right Innuva Know-How Limited and Keventer Global Private Limited.

29. Share purchase agreement dated March 27, 2021 between Madanlal Limited and Keventer Global Private Limited.

30. Share purchase agreement dated March 27, 2021 between MKJ Enterprises Limited and Keventer Global Private Limited.

31. Employment agreement dated April 18, 2019 executed between our Company and Mayank Jalan.

32. Restated and amended upside letter dated August 2, 2021 between Mayank Jalan and Mandala Swede SPV.

33. Share subscription agreement dated May 9, 2017 between Mandala Swede SPV, Mayank Jalan and Keventer Capital Limited read with the amendment agreement to the share subscription agreement dated August 3 2021.

34. Scheme of Amalgamation for amalgamation of Madras Leasing Company Private Limited, Madras Industrial Castings Private Limited and Prompt Infrastructure Private Limited with our Company approved by the High Court of Calcutta and the High Court of Madras vide orders dated July 25, 2014 and January 28, 2015, respectively.

35. Scheme of Arrangement between KCL and our Company and their respective shareholders and creditors, approved by NCLT Kolkata vide order dated February 27, 2019.

36. Scheme of Amalgamation for amalgamation of MDL with our Company approved by NCLT Kolkata vide order dated February 10, 2020.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements and disclosures in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Mayank Jalan
(Chairman and Managing Director)

Place: Kolkata

Date: August 8, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements and disclosures in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Ram Krishna Agarwal
(Independent Director)

Place: Kolkata

Date: August 8, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements and disclosures in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

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Avinash Gupta
(Independent Director)

Place: Mumbai

Date: August 8, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements and disclosures in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Sumit Krishna Deb
(Non-Executive Director)

Place: Kolkata

Date: August 8, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements and disclosures in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Shruti Swaika
(Independent Director)

Place: Kolkata

Date: August 8, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements and disclosures in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTOR OF OUR COMPANY

Parvana Mayank Jalan
(Non-Executive Director)

Place: Kolkata

Date: August 8, 2021

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines/regulations issued by the Government of India or the guidelines/regulations issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act or rules made or guidelines or regulations issued there under, as the case may be. I further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY CHIEF FINANCIAL OFFICER

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Sanjay Gupta

Place: Kolkata

Date: August 8, 2021

DECLARATION

Mandala Swede SPV hereby confirms and certifies that all statements, disclosures and undertakings made or confirmed by it in this Draft Red Herring Prospectus about or in relation to itself, as a Selling Shareholder and its portion of the Offered Shares, are true and correct. Mandala Swede SPV assumes no responsibility for any other statements, disclosures and undertakings including, any of the statements, disclosures and undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

Signed for and on behalf of **Mandala Swede SPV**

Name: Gulshan Ramgoolam

Designation: Director

Date: August 8, 2021

Place: Mauritius