

Godrej

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Annual Report  
2024-2025



# CORPORATE INFORMATION

## BOARD COMMITTEES:

<b>Audit Committee</b>	: Mr. Jude Fernandes (Chairman) Mr. Kannan Sitaram (Member) Mr. S. Varadaraj (Member)
<b>Nomination and Remuneration Committee</b>	: Mr. Jude Fernandes (Chairman) Mr. Kannan Sitaram (Member) Mr. Balram S. Yadav (Member)
<b>Corporate Social Responsibility Committee</b>	: Mr. Jude Fernandes (Chairman) Mr. D. Chandra Shekher Reddy (Member) Mr. S. Varadaraj (Member)
<b>Managing Committee</b>	: Mr. Nadir B. Godrej (Chairman) Mr. K. Bhasker Reddy (Member) Mr. D. Chandra Shekher Reddy (Member) Mr. Balram S. Yadav (Member) Mr. S. Varadaraj (Member)
<b>Statutory Auditors</b>	: B S R & Co. LLP, Chartered Accountants
<b>Secretarial Auditors</b>	: BNP & Associates, Company Secretaries
<b>Cost Auditors</b>	: S R and Associates, Cost Accountants
<b>Chief Financial Officer</b>	: Mr. P. P. Manoj
<b>Company Secretary &amp; Compliance Officers</b>	: Ms. Neha Pawar
<b>Registered Office</b>	: 6-3-1238/B/21, Asif Avenue, Rajbhavan Road, Somajiguda, Hyderabad, Telangana- 500082 Tel. No.: (91 40) 2341 2323 Website: <a href="http://www.creamlinedairy.com">www.creamlinedairy.com</a>
<b>Registrar and Share Transfer Agent</b>	: XL Softech Systems Limited 3, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034. Phone: (91 40) 23545913/14/15 Email: <a href="mailto:xlfield@gmail.com">xlfield@gmail.com</a>
<b>Debenture Trustees</b>	: <b>Catalyst Trusteeship Ltd</b> Windsor, 6 <sup>th</sup> Floor, Office No. 604, CST Road, Kalina, Santacruz East, Mumbai, Maharashtra 400098 Phone: + 022-49220555 Email: <a href="mailto:ComplianceCTL-Mumbai@clttrustee.com">ComplianceCTL-Mumbai@clttrustee.com</a> Website: <a href="https://www.catalysttrustee.com/">https://www.catalysttrustee.com/</a>
<b>Debenture Holder</b>	: ICICI Prudential Credit Risk Fund



**Mr. Nadir B. Godrej**  
Chairman



**Mr. Kondapally Bhasker Reddy**  
Managing Director



**Mr. Bhupendra Suri**  
Whole-Time Director



**Mr. Balram Singh Yadav**  
Director



**Mr. S. Varadaraj**  
Director



**Mr. D. Chandra Shekhar Reddy**  
Executive Director



**Mrs. Rama Kumari Mandava**  
Executive Director



**Mrs. Manga Raj Chinthala**  
Executive Director



**Mr. Jude Fernandes**  
Independent Director



**Mr. Kannan Sitaram**  
Independent Director





NEW PRODUCTS



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## NOTICE

**NOTICE** is hereby given that the **38<sup>th</sup> ANNUAL GENERAL MEETING** of the Members of **CREAMLINE DAIRY PRODUCTS LIMITED** ("the Company") will be held on **Wednesday, 25<sup>th</sup> July, 2025 at 12.15 p.m. (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

### **ORDINARY BUSINESS:**

**1. Adoption of Financial Statement:**

To consider and adopt the Audited Financial Statement for the Financial Year ended 31<sup>st</sup> March, 2025, the Report of the Board of Directors and the Report of the Statutory Auditors thereon.

**2. Re-appointment of Mr. Nadir Burjor Godrej, Director retiring by rotation and being eligible, offering himself for re-appointment:**

To appoint a Director in place of Nadir Burjor Godrej [Director Identification Number (DIN): 00066195], Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment, as a "Director" of the Company and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Nadir Burjor Godrej [Director Identification Number (DIN): 00066195] as a "Director", who shall be liable to retire by rotation."

**3. Re-appointment of Mr. Balram S. Yadav, Director retiring by rotation, and being eligible, offering himself for re-appointment:**

To appoint a Director in place of Mr. Balram S. Yadav [Director Identification Number (DIN): 00294803], Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment, as a "Director" of the Company and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Balram S. Yadav [Director Identification Number (DIN): 00294803], as a "Director", who shall be liable to retire by rotation."

### **SPECIAL BUSINESS:**

**4. To ratify the remuneration payable to M/s. S. R. and Associates, Cost Accountants, the Cost Auditors of the Company for the Financial Year 2025-26:**

To consider and ratify the remuneration of M/s. S. R. and Associates, Cost Accountants, Hyderabad, the Cost Auditors of the Company, for the Financial Year 2025-26 and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. S. R. and Associates, Cost Accountants (Firm Registration No. 0540) [represented by Mr. K.S.V. Subba Rao (Membership No.: 20548), Partner], who have been appointed by the Board of Directors of the Company as the "Cost Auditors" to conduct the audit of the cost records of the Company for the Financial Year 2025-26, amounting to Rs. 80,000/- (Rupees Eighty Thousand Only) plus Goods and Service Tax (GST) as applicable and reimbursement of out-of-pocket expenses incurred by them in connection with the aforesaid audit at actuals, be and is hereby ratified and approved."

By Order of the Board of Directors  
For Creamline Dairy Products Limited

Sd/-

**Neha Pawar**  
**Company Secretary**

**Date:** 22<sup>nd</sup> April, 2025  
**Place:** Mumbai



**NOTES:**

1. The Ministry of Corporate Affairs has, vide its Circular dated 5<sup>th</sup> May, 2022, read with Circulars dated 8<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 3<sup>th</sup> April, 2020, 28<sup>th</sup> December, 2022 and 25<sup>th</sup> September, 2023 permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”) and MCA Circulars, the 38<sup>th</sup> (Thirty-Eighth) AGM of the Company is being held through VC / OAVM.
2. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to Item No. 4 of Special Business to be transacted at the AGM, as set out in this Notice, is annexed hereto.

Further, additional information pursuant to Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”), in respect of Directors seeking re-appointment at this AGM as mentioned in Item No. 2 and 3 of this AGM Notice is also annexed hereto.

3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Corporate Shareholders intending to appoint their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, an original / scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the AGM. The resolution / authorization shall be sent through the registered e-mail address of the Corporate Shareholder.
5. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
6. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Any request for inspection of the Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Act, may please be sent to [cdpl.secretarial@godrejcdpl.com](mailto:cdpl.secretarial@godrejcdpl.com).
8. All the documents in connection with the accompanying Notice and Explanatory Statement are available for inspection through electronic mode on the basis of request being sent on [cdpl.secretarial@godrejcdpl.com](mailto:cdpl.secretarial@godrejcdpl.com).
9. Shareholders are requested to register / intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), bank details including change in bank account number, IFSC Code, MICR Code, name of bank and branch details, to their Depository Participant(s) (DPs) in case the shares are held by them in electronic form and to XL Softech Systems Limited, Registrar and Share Transfer Agent of the Company, at 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500 034, Telangana, in case the shares are held by them in physical form.
10. Shareholders are requested to note that the Notice of AGM and the Annual Report for the Financial Year 2024-25 will be available on the Company's website [www.creamlinedairy.com](http://www.creamlinedairy.com).

**11. Compulsory Transfer of Equity Shares and Unpaid / Unclaimed Dividend to Investor Education and Protection Fund (IEPF):**

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended), all Equity Shares on which dividend has not been paid or claimed for 7 (seven) consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) authority after complying with the procedure laid down under the said Rules.

Shareholders who have not encashed the dividend warrants for the previous year(s), are requested to submit their claim with the Company / XL Softech Systems Limited, Registrar and Share Transfer Agent of the Company at 3, Sagar

Society, Road No. 2, Banjara Hills, Hyderabad - 500 034, Telangana or at their e-mail id [xlfield@gmail.com](mailto:xlfield@gmail.com) with a copy to [cdpl.secretarial@godrejcdpl.com](mailto:cdpl.secretarial@godrejcdpl.com).

# **11. Unclaimed / Unpaid Dividend:**

Shareholders are informed that the dividend amount for the Financial Year 2017-18 remaining unclaimed shall become due for transfer on 2<sup>nd</sup> September, 2025 to IEPF in terms of Section 124 of the Companies Act, 2013, upon expiry of 7 (Seven) years from the date of its declaration.

Shareholders are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of 7 (Seven) years from the dates they became first due for payment.

Any Shareholder, who has not claimed the dividend in respect of the Financial Year 2017-18 is requested to approach the Company / Registrar and Share Transfer Agents of the Company for claiming the same as early as possible, preferably on or before Monday, 11<sup>th</sup> August, 2025. The Company has sent reminders to all such Shareholders at their registered addresses for claiming the unpaid / unclaimed dividend, which will be transferred to IEPF.

The details of unpaid / unclaimed dividend since the Financial Year 2017-18 are given below:

Financial Year	Final / Interim Dividend	Date of Declaration of Dividend	Dividend (%)	Dividend per Equity Share (in Rs.)	Amount lying in the Unpaid Dividend Account as on 31 <sup>st</sup> March 2025 (in Rs.)	Last Date for claiming Unclaimed Dividend
2017-18	Final	26 <sup>th</sup> July, 2018	30	3	1,20,000	2 <sup>nd</sup> September, 2025
2019-20	Final	24 <sup>th</sup> July, 2020	20	2	40,000	24 <sup>th</sup> August, 2027
2020-21	Final	2 <sup>nd</sup> August, 2021	20	2	40,000	2 <sup>nd</sup> September, 2028
2020-21	First Interim	30 <sup>th</sup> May, 2020	20	2	46,250	30 <sup>th</sup> June, 2027
2020-21	Second Interim	24 <sup>th</sup> July, 2020	20	2	33,750	24 <sup>th</sup> August, 2027
2020-21	Third Interim	27 <sup>th</sup> October, 2020	20	2	40,000	27 <sup>th</sup> November, 2027
2020-21	Fourth Interim	28 <sup>th</sup> January, 2021	20	2	40,000	28 <sup>th</sup> February, 2028
2021-22	First Interim	3 <sup>rd</sup> May, 2021	20	2	40,000	3 <sup>rd</sup> June, 2028
2021-22	Second Interim	2 <sup>nd</sup> August, 2021	20	2	40,000	2 <sup>nd</sup> September, 2028
2021-22	Third Interim	3 <sup>rd</sup> November 2021	20	2	40,000	3 <sup>rd</sup> December, 2028

- Shareholders can avail the facility of nomination in respect of Equity Shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to XL Softech Systems Limited, Registrar and Share Transfer Agent of the Company, at 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad - 500 034, Telangana. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
- Shareholders are requested to send in their queries at least a week in advance to the Ms. Neha Pawar, Company Secretary & Compliance Officer at [cdpl.secretarial@godrejcdpl.com](mailto:cdpl.secretarial@godrejcdpl.com) to facilitate clarifications during the AGM.
- Members who would like to express their views or ask questions during the AGM, are requested to contact Ms. Neha Pawar, Company Secretary & Compliance Officer at [cdpl.secretarial@godrejcdpl.com](mailto:cdpl.secretarial@godrejcdpl.com).
- The link for joining the AGM: [https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_OTU3MDc0OTgtMjBIYS00NGFhLTk0OTctODk4OWY0M2E1Mjlm%40thread.v2/0?context=%7b%22id%22%3a%22bfa3dfb0-91d5-4bf7-9a0c-fbf6ff337187%22%2c%22oid%22%3a%227bd0c54d-b499-4615-b8a8-f20e68147366%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_OTU3MDc0OTgtMjBIYS00NGFhLTk0OTctODk4OWY0M2E1Mjlm%40thread.v2/0?context=%7b%22id%22%3a%22bfa3dfb0-91d5-4bf7-9a0c-fbf6ff337187%22%2c%22oid%22%3a%227bd0c54d-b499-4615-b8a8-f20e68147366%22%7d).
- For the purpose of Para 1.2.4 of the Secretarial Standards on General Meeting (SS-2) read with the Clarification/ Guidance on applicability thereof dated 15<sup>th</sup> April, 2020, issued by the Institute of Company Secretaries of India, the venue of the AGM shall be deemed to be the Registered Office of the Company at No. D-6-3-1238/B/21 Asif Avenue, Rajbhavan Road, Somajiguda, Hyderabad, Telangana - 500082.

17. The manner of Voting during the 38<sup>th</sup> AGM shall be show of hands unless poll is demanded.
18. All Members who join the AGM through VC/OAVM shall be eligible to vote on all the business items, unless interested.
19. The Chairperson of the 38<sup>th</sup> AGM shall be appointed in accordance with Section 104 of the Act;

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:**

- a) The facility of participation at the AGM through VC/OAVM will be made available for all the Members of the Company.
- b) The Members can join the AGM in the VC / OAVM mode upto 15 (Fifteen) minutes before and after the scheduled time of commencement of the AGM.
- c) Members are encouraged to join the AGM through laptops for better experience.
- d) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the AGM.
- e) Please note that Members connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- f) Members who need assistance before or during the AGM, can contact on [cdpl.secretarial@godrejcdpl.com](mailto:cdpl.secretarial@godrejcdpl.com).

**INSTRUCTIONS FOR VOTING BY POLL**

- Poll, if required, will take place by way of e-mail.
- During the AGM, where a poll on any item is required, the Members shall cast their vote on the resolutions only by sending e-mails through their e-mail addresses which are registered with the Company.
- The said e-mails shall only be sent to [cdpl.secretarial@godrejcdpl.com](mailto:cdpl.secretarial@godrejcdpl.com).
- The Chairperson shall regulate the process of poll through e-mail.
- The Company shall maintain the confidentiality of the password and other privacy issues associated with the designated e-mail address at all times.
- Due safeguards with regard to authenticity of email address(es) and other details of the Members shall also be taken by the Company.
- In case the counting of votes requires time, the AGM shall be adjourned and called later to declare the result.

By Order of the Board of Directors  
For Creamline Dairy Products Limited

**Date:** 22<sup>nd</sup> April, 2025  
**Place:** Mumbai

Sd/-  
**Neha Pawar**  
**Company Secretary**

## ANNEXURE TO THE NOTICE

**BRIEF RESUME OF THE DIRECTOR(S) SEEKING RE-APPOINTMENT**  
**AT THE 38<sup>TH</sup> (THIRTY EIGHTH) AGM OF CREAMLINE DAIRY PRODUCTS LIMITED**  
**PURSUANT TO THE COMPANIES ACT, 2013**

1. Name of the Director	Mr. Nadir B. Godrej
Director Identification Number (DIN)	00066195
Date of Birth	26/08/1951
Age (in Years)	73 Years
Nationality	Indian
Date of Appointment	07/01/2016
Qualification	Master of Science degree in Chemical Engineering from Stanford University and MBA from Harvard Business School
Nature of expertise in specific functional areas	<ul style="list-style-type: none"> <li>• Strategy &amp; Business</li> <li>• Industry &amp; Market Expertise</li> <li>• Technology Perspective</li> <li>• Governance, Finance &amp; Risk</li> </ul>
Number of Board Meetings attended during the Financial Year 2024-25	4 out of 4
No. of shares held by the Director	Nil
Directorships held in other Companies	<ol style="list-style-type: none"> <li>1. Godrej Industries Limited</li> <li>2. Godrej Consumer Products Limited</li> <li>3. Godrej Agrovet Limited</li> <li>4. Godrej Properties Limited</li> <li>5. Astec LifeSciences Limited</li> <li>6. Godrej Foods Limited</li> <li>7. Isprava Vesta Private Limited</li> <li>8. Isprava Hospitality Private Limited</li> </ol>
Chairmanships and Memberships of Committees in other companies	<p><b>Godrej Industries Limited:</b></p> <ol style="list-style-type: none"> <li>1. Member – Stakeholder Relationship Committee</li> <li>2. Chairman – Corporate Social Responsibility Committee</li> <li>3. Chairman – Risk Management Committee</li> <li>4. Chairman – Environment, Sustainability and Governance (ESG) Committee</li> </ol> <p><b>Godrej Consumer Products Limited</b></p> <ol style="list-style-type: none"> <li>1. Member – Risk Management Committee</li> <li>2. Member – Sustainability Committee</li> <li>3. Chairman – Corporate Social Responsibility Committee.</li> </ol> <p><b>Godrej Agrovet Limited:</b></p> <ol style="list-style-type: none"> <li>1. Member – Corporate Social Responsibility Committee</li> <li>2. Chairman – Risk Management Committee</li> <li>3. Chairman – Stakeholders Relationship Committee</li> </ol> <p><b>Godrej Foods Limited:</b></p> <ol style="list-style-type: none"> <li>1. Member – Nomination and Remuneration Committee</li> </ol>
Relationships between directors inter-se	Nil

1.	<b>Name of the Director</b> Terms and conditions of appointment / re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	<b>Mr. Nadir B. Godrej</b> Terms and conditions of appointment or re-appointment are as per the Nomination and Remuneration Policy of the Company; No remuneration is proposed to be paid in the capacity of Non-Executive Director
2.	<b>Name of the Director</b> <b>Director Identification Number (DIN)</b> <b>Date of Birth (DD/MM/YYYY)</b> <b>Age</b> <b>Nationality</b> <b>Date of Appointment (DD/MM/YYYY)</b> <b>Qualification</b> <b>Nature of expertise in specific functional areas</b> <b>Number of Board Meetings attended during the Financial Year 2024-25</b> <b>No. of Shares held by the Director</b> <b>Directorships held in other Companies*</b>	<b>Mr. Balram Singh Yadav</b> 00294803 15/07/1964 60 Years Indian 23/09/2007 Bachelor's degree of Science in Agriculture from The Haryana Agricultural University and a Post Graduate Diploma in Management from the Indian Institute of Management (IIM), Ahmedabad Over 25 years of rich experience in diversified businesses, such as: <ul style="list-style-type: none"> <li>• Animal Feed</li> <li>• Aquafeed</li> <li>• Crop Protection</li> <li>• Oil Palm</li> <li>• Plant Biotech, etc.</li> </ul> in the domain of projects, operations, administration, strategy and planning 4 out of 4 Nil 1. Godrej Agrovat Limited 2. Godrej Foods Limited 3. Astec LifeSciences Limited 4. Behram Chemicals Private Limited 5. SEALAC Agro Ventures Limited 6. Poultry and Frozen Food Processors' Association of India 7. ACI Godrej Agrovat Private Limited, Bangladesh 8. DAMS Capital Advisors Limited

2.	<b>Name of the Director</b>	<b>Mr. Balram Singh Yadav</b>
	<b>Chairmanships and Memberships of Committees in other companies**</b>	<b>Godrej Agrovet Limited:</b> <ol style="list-style-type: none"> <li>1. Member – Audit Committee</li> <li>2. Member – Stakeholders’ Relationship Committee</li> <li>3. Member – Risk Management Committee</li> <li>4. Member – Corporate Social Responsibility Committee</li> <li>5. Member – Managing Committee</li> </ol> <b>Godrej Foods Limited:</b> <ol style="list-style-type: none"> <li>1. Chairman – Corporate Social Responsibility Committee</li> <li>2. Chairman – Managing Committee</li> <li>3. Member – Audit Committee</li> </ol> <b>Astec LifeSciences Limited:</b> <ol style="list-style-type: none"> <li>1. Chairman – Stakeholders’ Relationship Committee</li> <li>2. Chairman – Managing Committee</li> <li>3. Member – Risk Management Committee</li> <li>4. Member – Corporate Social Responsibility Committee</li> <li>5. Member – Nomination and Remuneration Committee</li> </ol>
	<b>Relationships between Directors inter-se</b>	Nil
	<b>Terms and conditions of Appointment / Re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person</b>	Terms and conditions of appointment or reappointment are as per the Nomination and Remuneration Policy of the Company; No remuneration is proposed to be paid in the capacity of Non-Executive Director

\*Includes names of Public Companies in which the person holds directorship.

\*\*The directorship, Committee memberships and Chairmanships do not include positions in foreign companies and private companies and position in companies under Section 8 of the Companies Act, 2013.



**EXPLANATORY STATEMENT TO THE NOTICE**  
**TO THE NOTICE OF THE 38<sup>TH</sup> (THIRTY-EIGHTH) ANNUAL GENERAL MEETING**  
**OF CREAMLINE DAIRY PRODUCTS LIMITED**

**PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statement in terms of the provisions of Section 102(1) of the Companies Act, 2013 (“**the Act**”), sets out all material facts relating to the Special Business at Item No. 4 mentioned in the accompanying Notice for convening the **38<sup>th</sup> (Thirty-Eight) Annual General Meeting of Creamline Dairy Products Limited on Friday, 25<sup>th</sup> July, 2025 at 12.15 p.m. (IST)**:

**ITEM NO. 4:**

The Board of Directors of the Company, based on the recommendation of the Audit Committee, at its Meeting held on 22<sup>nd</sup> April, 2025, has appointed M/s. S. R. and Associates, Cost Accountants, Mumbai (Firm Registration No.: 0540), as the “Cost Auditors” of the Company for the Financial Year 2025-26, pursuant to Section 148 and other applicable provisions of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014.

Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs.80,000/- (Rupees Eighty Thousand Only) per annum, exclusive of applicable tax(es) and reimbursement of out-of-pocket expenses at actuals, if any, payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors, shall require subsequent ratification by the Shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution set out in Item No. 4.

The Board recommends the **Ordinary Resolution** set forth in Item No. 4 for approval of the Shareholders.

**By Order of the Board of Directors**  
**For Creamline Dairy Products Limited**

**Date: 22<sup>nd</sup> April, 2025**  
**Place: Mumbai**

**Sd/-**  
**Neha Pawar**  
**Company Secretary**

**REPORT OF THE BOARD OF DIRECTORS  
OF  
CREAMLINE DAIRY PRODUCTS LIMITED (CDPL)  
[CORPORATE IDENTITY NUMBER (CIN): U15201TG1986PLC006912]  
FOR  
THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

**TO THE MEMBERS**

Your Directors have pleasure in presenting the 38<sup>th</sup> Board's Report of the Company along with Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2025.

**FINANCIAL SUMMARY / HIGHLIGHTS OF THE COMPANY**

Your Company's financial performance during the Financial Year 2024-25, as compared to that of the previous Financial Year 2023-24 is summarized below:

(Rs. in Lakh)

Particulars	2024-25	2023-24
Revenue from Operations	1,58,523.25	1,57,286.16
Other Income	477.64	382.95
<b>Total Income</b>	<b>1,59,000.89</b>	<b>1,57,669.11</b>
Total Expenses	1,56,215.74	1,56,596.28
<b>Profit /(Loss) Before Tax</b>	<b>2,785.15</b>	<b>1,072.83</b>
Less: Current Tax	--	--
Less: Deferred Tax	1,291.47	293.64
Less: Adjustment for Tax of previous years	--	--
<b>Profit/(Loss) After Tax</b>	<b>1,493.68</b>	<b>779.19</b>
<b>Other Comprehensive Income (Net of Tax)</b>	<b>(32.69)</b>	<b>(22.79)</b>
<b>Total Comprehensive Income</b>	<b>1,460.99</b>	<b>756.40</b>
Surplus Brought Forward	2,611.06	2,844.66
Amount transferred to general Reserve	--	(990)
Dividend	--	--
Taxes on Dividend	--	--
<b>Surplus Carried to Balance Sheet</b>	<b>4,072.05</b>	<b>2,611.06</b>

**REVIEW OF OPERATIONS AND THE STATE OF AFFAIRS OF THE COMPANY**

Your Company is in the business of processing of milk and selling of milk and milk products. Your Company is also engaged in generation of power through renewable energy sources.

During the Financial Year under review, your Company managed to grow the topline by 0.8% from Rs.1,573 Crore in the Financial Year 2023-24 to Rs.1,585 Crore during the Financial Year 2024-25.

Value Added Products (VAP) had a subdued growth of 3.8% during the financial year FY2024-25 due to the impact of unseasonal rains during summer. However, VAP Saliency grew from 39.9% in FY2023-24 to 41% in FY24-25.

The Company focused on further building sustainable procurement and increasing procurement density and achieved 33% growth in volume density (Vol/CC) and added 10K LPD in our own collection centers. The Company moved decisively to direct Farmer milk procurement (83 K LPD increase) to have sustainable low-cost milk procurement.

The Company continues to build on the 360° transformation program from FY24 and expanded its margin by 230 bps (Gross Margin) by activating 50+ levers across business functions (Milk procurement, manufacturing and quality control, logistics and sales) to drive efficiency and rapid improvement in key business KPIs.

These efforts resulted in company posting PBT of Rs 27.9 cr in FY 2024-25 as against Rs 10.7 cr in FY2023-24

There has been no change in the nature of business of your Company during the Financial Year 2024-25.

**DIVIDEND**

Your Directors do not recommend any Final Dividend for the Financial Year 2024-25.

**TRANSFER TO RESERVES**

The Board of Directors does not propose any transfer to the General Reserve for the Financial Year 2024-25.

**DEPOSITS**

Your Company has not accepted any deposits from the public, i.e., deposits covered under Chapter V of the Companies Act, 2013 [deposits within the meaning of Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014] during the Financial Year 2024-25 and as such, no amount of principal or interest was outstanding as on the Balance Sheet date, i.e., as on 31<sup>st</sup> March, 2025.

**TRANSFER OF UNPAID AND UNCLAIMED AMOUNTS TO IEPF**

During the Financial Year 2024-25, there was no dividend remaining unpaid or unclaimed for a period of 7 (Seven) years, which was required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government under Section 125 of the Companies Act, 2013.

The dividend amount for the Financial Year 2017-18 remaining unclaimed shall become due for transfer on 31<sup>st</sup> August, 2025 to IEPF in terms of Section 124 of the Companies Act, 2013, upon expiry of 7 (Seven) years from the date of its declaration. Any Shareholder, who has not claimed the dividend in respect of the Financial Year 2017-18 is requested to approach the Company / Registrar and Share Transfer Agents of the Company for claiming the same as early as possible, preferably on or before Wednesday, 11<sup>th</sup> August, 2025. The Company has sent reminders to all such Shareholders at their registered addresses for claiming the unpaid / unclaimed dividend, which will be transferred to IEPF. Shareholders are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of 7 (Seven) years from the dates they became first due for payment.

**HOLDING COMPANY**

Godrej Agrovet Limited is the Holding Company of your Company, which is, *inter-alia*, engaged in the business of manufacture and marketing of Animal Feeds, Crop Protection and Oil Palm.

The shareholding of Godrej Agrovet Limited in your Company as on 31<sup>st</sup> March, 2025 was 62.53% [i.e., 70,81,508 (Seventy Lakh Eighty One Thousand and Five Hundred and Eight) Equity Shares of Face Value of Rs.10/- (Rupees Ten Only) each] of the Paid-up Equity Share Capital of the Company.

Godrej Agrovet Limited is a subsidiary of Godrej Industries Limited, which is the Ultimate Holding Company of your Company.

**SUBSIDIARY COMPANY**

During the Financial Year 2024-25 and as on 31<sup>st</sup> March, 2025, your Company had/has no Subsidiary Company.

**ASSOCIATE COMPANY**

During the Financial Year 2024-25 and as on 31<sup>st</sup> March, 2025, your Company had/has no Associate Company.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL AND CHANGES THEREIN**

As on 31<sup>st</sup> March, 2025, the Board of Directors of your Company comprised of the following Directors:

1. Mr. Nadir B. Godrej (Chairman – Non-Executive & Non-Independent)
2. Mr. K. Bhasker Reddy (Managing Director)

3. Mr. D. Chandra Shekher Reddy (Executive Director)
4. Mrs. C. Manga Raj (Executive Director)
5. Mrs. Rama Kumari Mandava (Executive Director)
6. Mr. Bhupendra Suri (Whole-Time Director & Chief Executive Officer)
7. Mr. Balram Singh Yadav (Non-Executive & Non-Independent Director)
8. Mr. S. Varadaraj (Non-Executive & Non-Independent Director)
9. Mr. Jude Julius John Fernandes (Independent Director)
10. Mr. Kannan Sitaram (Independent Director)

The following Directors ceased to be the Directors of the Company effective from the close of business hours on 31<sup>st</sup> March, 2025. They have been subsequently re-appointed with effect from 1<sup>st</sup> April, 2025, as detailed below:

1. Mr. K. Bhasker Reddy (Managing Director);
2. Mr. D. Chandra Shekher Reddy – Executive Director;
3. Mrs. C. Manga Raj – Executive Director;
4. Mrs. Rama Kumari Mandava – Executive Director

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and Article 105 of the Articles of Association of the Company, Mr. Nadir Godrej, Non-Executive Director and Mr. Balram S. Yadav, Non-Executive Director of the Company retire by rotation at the ensuing 38<sup>th</sup> (Thirty Eighth) Annual General Meeting and being eligible, offer themselves for re-appointment.

#### **MEETINGS OF THE BOARD OF DIRECTORS**

During the Financial Year under review, the Board of Directors met 5 (five) times during the Financial Year 2024-25, i.e., on 23<sup>rd</sup> April, 2024, 24<sup>th</sup> July, 2024, 24<sup>th</sup> October, 2024 28<sup>th</sup> January, 2025 and 31<sup>st</sup> March, 2025.

The details of attendance of Directors at the Meetings of the Board are as follows:

Sr. No.	Name of the Director	No. of Board Meetings attended during the Financial Year 2024-25
1.	Mr. Nadir B. Godrej	4 out of 5
2.	Mr. K. Bhasker Reddy	4 out of 5
3.	Mr. D. Chandra Shekher Reddy	5 out of 5
4.	Mr. Balram Singh Yadav	4 out of 5
5.	Mr. S. Varadaraj	5 out of 5
6.	Mr. Jude Julius John Fernandes	5 out of 5
7.	Mr. Kannan Sitaram	5 out of 5
8.	Mr. Bhupendra Suri	4 out of 5
9.	Mrs. C. Manga Raj	5 out of 5
10.	Mrs. Rama Kumari Mandava	5 out of 5

#### **DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS**

Pursuant to the provisions of Section 134(3)(d) of the Companies Act, 2013 (“the Act”), disclosure is hereby given that the Company has received declaration / confirmation of independence pursuant to Section 149(6) of the Act from Mr. Jude Julius John Fernandes and Mr. Kannan Sitaram, Independent Directors of the Company.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of the provisions of sub-sections (3)(c) and (5) of Section 134 of the Companies Act, 2013 ("the Act"), the Directors would like to state that:

- a) in the preparation of the annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year (i.e., 31<sup>st</sup> March, 2025) and of the Statement of Profit and Loss of the Company for that period (i.e., Financial Year 2024-25);
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **AUDIT COMMITTEE**

The Audit Committee comprised of the following Members during the Financial Year 2024-25 and as on 31<sup>st</sup> March, 2025:

1. Mr. Jude Julius John Fernandes - Chairman, Independent Director
2. Mr. S. Varadaraj - Member, Non- Executive Director
3. Mr. Kannan Sitaram - Member, Independent Director.

The Committee met 4 (four) times Financial Year 2024-25, i.e., on 23<sup>rd</sup> April, 2024, 24<sup>th</sup> July, 2024, 24<sup>th</sup> October, 2024 and 28<sup>th</sup> January, 2025.

The attendance details of the Audit Committee Members are mentioned below:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>No. of Audit Committee Meetings attended during the Financial Year 2024-25</b>
1.	Mr. Jude Julius John Fernandes	4 out of 4
2.	Mr. S. Varadaraj	4 out of 4
3.	Mr. Kannan Sitaram	4 out of 4

## **CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE**

The Corporate Social Responsibility (CSR) Committee comprised of the following Members during the Financial Year 2024-25 and as on 31<sup>st</sup> March, 2025:

1. Mr. Jude Julius John Fernandes - Chairman, Independent Director
2. Mr. D. Chandra Shekher Reddy - Member, Executive Director
3. Mr. Varadaraj Subramanian - Member, Non-Executive Director.

The Committee has met 2 (twice) time during the Financial Year 2024-25, i.e., on 23<sup>rd</sup> April, 2024 and 24<sup>th</sup> October, 2024, to perform the functions as prescribed under Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The attendance details of the CSR Committee Members are mentioned below:

Sr. No.	Name of the Director	No. of CSR Committee Meetings attended during the Financial Year 2024-25
1.	Mr. Jude Julius John Fernandes	2 out of 2
2.	Mr. Varadaraj Subramanian	2 out of 2
3.	Mr. D. Chandra Shekher Reddy	2 out of 2

#### **NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee comprised of the following Members during the Financial Year 2024-25 and as on 31<sup>st</sup> March, 2025:

1. Mr. Jude Julius John Fernandes - Chairman, Independent Director
2. Mr. Kannan Sitaram - Member, Independent Director
3. Mr. Balram Singh Yadav - Member, Non-Executive Director

The Committee has met 3 (three) times during the Financial Year 2024-25, i.e., on 23<sup>rd</sup> April, 2024, 24<sup>th</sup> July, 2024 and 31<sup>st</sup> March, 2025.

The attendance details of the Nomination and Remuneration Committee Members are mentioned below:

Sr. No.	Name of the Director	No. of Nomination and Remuneration Committee Meetings attended during the Financial Year 2024-25
1.	Mr. Jude Julius John Fernandes	3 out of 3
2.	Mr. Balram Singh Yadav	3 out of 3
3.	Mr. Kannan Sitaram	3 out of 3

#### **MANAGEMENT COMMITTEE**

The Management Committee comprised of the following Members during the Financial Year 2024-25 and as on 31<sup>st</sup> March, 2025:

1. Mr. Nadir B. Godrej - Chairman, Non-Executive Director
2. Mr. K. Bhasker Reddy - Member, Managing Director
3. Mr. D. Chandra Shekher Reddy - Member, Executive Director
4. Mr. Balram Singh Yadav - Member, Non-Executive Director
5. Mr. S. Varadaraj - Member, Non-Executive Director

#### **POLICY ON REMUNERATION**

Your Company's framework of total rewards aims at a holistic utilization of elements such as fixed and variable compensation, long-term incentives, benefits and perquisites and non-compensation elements (career development, work life balance and recognition).

The rewards framework offers the flexibility to employees to customize different elements on the basis of need. It is also integrated with your Company's performance and talent management processes and designed to ensure sharply differentiated rewards for the best performers.

The total compensation for a given position is influenced by three factors: position, performance and potential.

The Policy relating to the remuneration for Directors, Key Managerial Personnel (KMP) and other employees has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors, which is disclosed as "**ANNEXURE - I**" to this Directors' Report.



**CRITERIA FOR DETERMINING QUALIFICATION, POSITIVE ATTRIBUTES AND INDEPENDENCE OF DIRECTORS:****1. Qualifications of Independent Directors:**

An Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.

**2. Positive Attributes of Independent Directors:**

An Independent Director shall be a person who shall:

- i. uphold ethical standards of integrity and probity;
- ii. act objectively and constructively while exercising his duties;
- iii. exercise his responsibilities in a *bona fide* manner in the interest of the Company;
- iv. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- v. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board of Directors in its decision making;
- vi. not abuse his position to the detriment of the Company or its Shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- vii. refrain from any action that would lead to loss of his independence;
- viii. where circumstances arise, which make an Independent Director lose his independence, the Independent Director must immediately inform the Board accordingly;
- ix. assist the Company in implementing the best corporate governance practices.

**3. Independence of Independent Directors:**

An Independent Director should meet the criteria for independence prescribed under Section 149(6) of the Companies Act, 2013 read with (as may be amended from time to time).

**4. Registration in Independent Directors' Databank and Online Proficiency Self-Assessment:**

Mr. Jude Julius John Fernandes and Mr. Kannan Sitaram, Independent Directors of the Company are registered with the Indian Institute of Corporate Affairs (IICA) as per Rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014. Further, they are exempt from the requirement of passing the Online Proficiency Self-Assessment Test in terms of the aforesaid provision.

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The Company has been actively supporting various Corporate Social Responsibility (CSR) initiatives in the areas of animal welfare, education and overall welfare of the dairy farmers.

Pursuant to the provisions of Section 135 read with Schedule VII to the Companies Act 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has adopted a detailed CSR Policy which focuses mainly on Good & Green, Employability, Greener India, Innovating for Good & Green and Brighter Giving. The CSR Policy may be accessed on the Company's website at the link: <https://www.creamlinedairy.com/csr-policy>.

The Company had no CSR obligation pursuant to the provisions of Section 135 of the Companies Act, 2013, for the Financial Year 2024-25.

The Annual Report on CSR activities is annexed herewith as "**ANNEXURE - II**".

**RISK MANAGEMENT**

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has implemented a risk management policy and in the opinion of the Board of Directors, no risks have been identified which may threaten the existence of the Company.

Your Company endeavors to become aware of different kinds of business risks and bring together elements of best practices for risk management in relation to existing and emerging risks. Rather than eliminating these risks, the decision-making process at your Company considers it appropriate to take fair and reasonable risk which also enables the Company to effectively leverage market opportunities.

The Board determines the fair and reasonable extent of principal risks that your Company is willing to take to achieve its strategic objectives. With the support of the Audit Committee, it carries out a review of the effectiveness of your Company's risk management process covering all material risks.

Your Company has substantial operations spread all over Southern India and some parts of Maharashtra and its competitive position is influenced by the economic, regulatory and political situations and actions of the competitors.

#### **INTERNAL FINANCIAL CONTROL SYSTEMS, INTERNAL AUDIT AND THEIR ADEQUACY**

The Board of Directors has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

Your Company has well-defined and documented internal control system, which is adequately monitored. Checks and balances and control system have been established to ensure that assets are safeguarded, utilized with proper authorization and recorded in books of account. The internal control systems are improved and modified continuously to meet the changes in business conditions, statutory and accounting requirements.

Your Company's Internal Audit Department carries out detailed evaluation of the internal control systems in the Company, in terms of their efficacy, adequacy and compliance with operating systems, accounting procedures and policies and reports its suggested actions for strengthening internal control systems and the Management responses thereon, for all the locations of the Company.

In order to maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board of Directors. The Audit Committee and the Statutory Auditors are periodically apprised of Internal Audit findings and the corrective actions taken.

Based on the report of Internal Audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

#### **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Vigil Mechanism and Whistle Blower Policy of your Company, provides for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases. Protected disclosures can be made by a whistle blower in writing to the Vigilance Officer or the Chairman of the Audit Committee. The Policy provides for complete protection to the whistle blower. The Policy on vigil mechanism and Whistle Blower Policy may be accessed on the Company's website at the link:

<https://www.creamlinedairy.com/whistle-blower-policy>

#### **POLICY ON SEXUAL HARASSMENT**

Your Company has in place, Policy on Prevention of Sexual Harassment of Women at Workplace, in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Internal Complaints Committee ("ICC") has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy.

The Members of ICC as on 31<sup>st</sup> March, 2025 were as follows:

1. Ms. Shilpa Joshi – Presiding Officer
2. Ms. Richa Chaturvedi – Member
3. Mr. Syed Saqi – Member
4. Mr. Anand Ramaswamy – Member

5. Mr. Hiranmay Gupta – Member
6. Mr. P. P. Manoj – Member
7. Ms. Prarthana Uppal – Member
8. Mrs. Sharmila Kher – External Member

The following is the summary of sexual harassment complaints received and disposed off during the Financial Year 2024-25:

No. of Complaints outstanding as on 1 <sup>st</sup> April, 2024	0
No. of Complaints received during the F.Y. 2024-25	0
No. of Complaints disposed off during the F.Y. 2024-25	0
No. of Complaints outstanding as on 31 <sup>st</sup> March, 2025	0

## **AUDITORS AND AUDITORS' REPORTS**

### **Statutory Auditors:**

Pursuant to the provisions of Section 139 and 142 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, B S R & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022) were appointed as the "Statutory Auditors" of your Company by the Shareholders at the 35<sup>th</sup> (Thirty Fifth) Annual General Meeting held on 27<sup>th</sup> July, 2022, for a second term of 5 (five) consecutive years, to hold office from the conclusion of the 35<sup>th</sup> (Thirty Fifth) Annual General Meeting till the conclusion of the 40<sup>th</sup> (Fortieth) Annual General Meeting, i.e., for conduct of Statutory Audit for the Financial Years from 2021-22 to 2026-27, at such remuneration as may be mutually agreed upon between them and the Company.

The Report issued by B S R & Co. LLP, Chartered Accountants, the Statutory Auditors on the Financial Statements of the Company for the Financial Year 2024-25 is a part of the Annual Report. There are no qualifications, reservations, adverse remarks or disclaimers given by the Statutory Auditors in their Report.

Your Company has obtained a written confirmation from B S R & Co. LLP, Chartered Accountants that they are eligible and are not disqualified to continue as the Statutory Auditors of the Company, in accordance with the aforesaid provisions of the Companies Act, 2013 and the Rules framed thereunder, for conduct of Statutory Audit for the Financial Year 2025-26.

### **Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. BNP & Associates, Company Secretaries, to conduct Secretarial Audit for the Financial Year 2024-25.

The Secretarial Audit Report for the Financial Year ended 31<sup>st</sup> March, 2025 is annexed herewith and marked as "**ANNEXURE - III**" to this Report. The said Secretarial Audit Report does not contain any qualifications or adverse remarks.

Further, your Board of Directors has, upon recommendation of the Audit Committee, at its Meeting held on 22<sup>nd</sup> April, 2025, re-appointed M/s. BNP & Associates, Company Secretaries as the "Secretarial Auditors" of your Company for the Financial Year 2025-26.

### **Cost Auditors:**

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, the cost records are required to be maintained by your Company and the same are required to be audited. Your Company accordingly maintains the required cost accounts and records.

Your Board of Directors had, upon recommendation of the Audit Committee, at its Meeting held on 23<sup>rd</sup> April, 2024, re-appointed M/s. S. R. & Associates, Cost Accountants (Firm Registration Number: 0540), represented by Mr. K. S. V. Subba Rao (Membership No.: 20548), Partner, as the "Cost Auditors" of the Company for the Financial Year 2024-25.

The Cost Audit Report for the Financial Year 2024-25 shall be received from the Cost Auditors in due course.

Further, your Board of Directors has, upon recommendation of the Audit Committee, at its Meeting held on 22<sup>nd</sup> April, 2025, re-appointed M/s. S. R. & Associates, Cost Accountants, as the “Cost Auditors” of your Company for the Financial Year 2025-26, subject to ratification of their remuneration at the ensuing 38<sup>th</sup> (Thirty Eighth) AGM.

**ANNUAL EVALUATION OF BOARD’S PERFORMANCE:**

The Board has carried out an Annual Performance Evaluation of its own performance, the Chairman, the Directors individually as well as the evaluation of the working of its Committees.

A structured questionnaire was prepared after taking into consideration various aspects of the Board’s functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance. The confidential online questionnaire was responded to by all the Directors and vital feedback was received from them on how the Board currently operates and how it can enhance its effectiveness.

The Board of Directors has expressed its satisfaction with the evaluation process.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There were no material changes having an impact on the financial position of the Company since 1<sup>st</sup> April, 2024, till the date of this Report.

**FRAUD REPORTING BY STATUTORY AUDITORS:**

In terms of Section 143(3) read with 143(12) of the Companies Act, 2013, the Statutory Auditors, in Statutory Auditors’ Report, have not reported any offence of fraud committed in the Company by its officers or employees.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

As required to be reported pursuant to the provisions of Section 186 and Section 134(3)(g) of the Companies Act, 2013, the particulars of loans, guarantees and investments by the Company under the aforesaid provisions during the Financial Year 2024-25, have been provided in the Notes to the Financial Statement.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013:**

All Related Party Transactions entered into by your Company during the Financial Year 2024-25 were on arm’s length basis and in the ordinary course of business. Requisite prior approval of the Audit Committee of the Board of Directors was obtained for Related Party Transactions. Attention of Shareholders is also drawn to the disclosure of transactions with Related Parties set out in Note No. 43 of the Financial Statements, forming part of the Annual Report.

Further, there were no material significant Related Party Transactions entered into by the Company with Promoters, Directors or Key Managerial Personnel which may have a potential conflict with the interest of the Company.

**SIGNIFICANT REGULATORY OR COURT ORDERS:**

During the Financial Year 2024-25, there are no significant and material orders passed by the regulators or Courts or Tribunals which can adversely impact the going concern status of the Company and its operations in future.

**DISCLOSURES ON CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO YOUR COMPANY:**

Your Company is focused on conservation of energy by inducting latest technology in the market. The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in “**ANNEXURE - IV**” to this Report.

**ANNUAL RETURN:**

A copy of the Annual Return in accordance with Section 92(3) of the Companies Act, 2013 is placed on the website of your Company at [www.creamlinedairy.com](http://www.creamlinedairy.com).

**HUMAN RESOURCES:**

Your Company continues to drive a strong performance-based culture and continues to enhance employee relations across all locations. Despite the competitive business landscape, your Company endeavors to deliver sustained performance

growth along with putting equal emphasis on people development and engagement.

Your Company will continue to build capability of its employees through various developmental programs and projects. Your Company will manage the talent landscape by investing on workforce capabilities to develop future leaders and will continue to motivate all employees by recognizing their efforts and contributions to the business. Your Company values employee feedback and believes in an ongoing communication with all employees and enables all employees to become ambassadors of Jersey.

The Board of Directors would like to place on record its sincere appreciation for the unstinted support it continues to receive from all its employees.

#### **MANAGERIAL PERSONNEL AND THEIR REMUNERATION & REMUNERATION PARTICULARS OF EMPLOYEES:**

The disclosure as per Section 197 of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is available for inspection by the Shareholders upto the date of the ensuing 37<sup>th</sup> (Thirty-Seventh) Annual General Meeting. If any Shareholder is interested in inspecting the records thereof, such Shareholder may write to the Company Secretary at [cdpl.secretarial@godrejcdpl.com](mailto:cdpl.secretarial@godrejcdpl.com). However, as per the provisions of Section 136 of the Companies Act, 2013, the Annual Report is being sent to the Shareholders, excluding the disclosure as mentioned above.

#### **INFORMATION SYSTEMS:**

In your Company, information is considered an important business asset and Information Security recommendations are implemented across organization to provide adequate security to critical information assets. Industry's best security solutions & Tools are implemented to ensure zero trust security in endpoints, servers, networks & cloud infrastructure with 24 X 7 monitoring mechanism to ensure secure environment and high availability of digital resources. The Company has stringent cyber security policy, which is monitored and managed by competent professionals round the clock. For Network security, the Company has a ZERO tolerance policy. Digital transformation initiatives are in progress across locations which include deployment of web-based and mobile applications and automation of business processes to bring in operational efficiency and be a future ready resilient organization.

#### **SECRETARIAL STANDARDS:**

Your Company is in compliance with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) as amended from time to time.

#### **DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE FINANCIAL YEAR, ALONG WITH THEIR STATUS AS AT THE END OF THE YEAR:**

During the Financial Year 2024-25, there was no application made and proceeding initiated / pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against your Company.

As on the date of this Report, there is no application or proceeding pending against your Company under the Insolvency and Bankruptcy Code, 2016.

#### **DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:**

During the Financial Year 2024-25, the Company has not made any settlement with its bankers from which it has accepted any loan from the Banks or Financial Institutions.

#### **ADDITIONAL INFORMATION:**

The additional information required to be given under the Companies Act, 2013 and the Rules made thereunder, has been laid out in the Notes attached to and forming part of the Accounts. The Notes to the Accounts referred to the Auditors' Report are self-explanatory and therefore do not call for any further explanation.

#### **ACKNOWLEDGEMENT:**

The Board appreciates and places on record the contribution made by the employees during the year under review.



The Board also places on record their appreciation of the support of all stakeholders particularly Shareholders, bankers, customers, suppliers and business partners.

Date: 22<sup>nd</sup> April, 2025

Place: Mumbai

**For and on behalf of  
Creamline Dairy Products Limited**

**Sd/-  
Bhupendra  
Whole-Time Director**

**Sd/-  
K. Bhasker Reddy  
Managing Director**



## **NOMINATION AND REMUNERATION POLICY Of CREAMLINE DAIRY PRODUCTS LIMITED**

### **I. INTRODUCTION**

In pursuance of the Company's policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and Rules thereunder (as amended from time to time), this Policy on nomination and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management has been formulated by the Nomination and Remuneration Committee ("NAR") and approved by the Board of Directors of the Company.

### **II. PURPOSE OF THE POLICY**

The purpose of this Policy is to establish and govern the procedure applicable:

- a) to formulate the criteria in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management;
- b) to ensure appointment and level of composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- c) to ensure that the Remuneration payable to the Directors, Key Managerial Personnel and Senior Management meets appropriate performance benchmarks;
- d) to ensure that, the remuneration payable creates a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and the goals;
- e) to formulate a criteria for evaluation of performance of the Members of the Board.

### **III. SCOPE OF APPLICATION**

The Policy applies to the Directors, Key Managerial Personnel (KMP) and Senior Management of Creamline Dairy Products Limited (the "Company").

### **IV. DEFINITIONS**

'Act' means the Companies Act, 2013

'Board' or 'Directors' means the Board of Directors of Creamline Dairy Products Limited (CDPL)

'Committee' means the Nomination and Remuneration committee of the Company, constituted and re-constituted by the Board from time to time

'Company' means Creamline Dairy Products Limited (CDPL)

'Independent Director' means a director appointed pursuant to Section 149(6) of the Act, as amended from time to time

'Key Managerial Personnel' (the "KMP") shall mean "Key Managerial Personnel" as defined in Section 2(51) of the Act namely:

- Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director
- Chief Financial Officer
- Company Secretary
- such other officer as may be prescribed

'Nomination and Remuneration Committee' or 'NAR Committee', by whatever name called, shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act

‘Other employees’ means all the employees other than the Directors, KMPs and the Senior Management Personnel

‘Policy’ or ‘This Policy’ means, ‘Nomination and Remuneration Policy’

‘Senior Management’ means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all functional heads as defined in the Companies Act, 2013.

## **V. INTERPRETATION**

Terms, words and expressions used in this Policy and not defined herein in this Policy shall have the same meaning assigned to them in the Companies Act, 2013 as may be amended from time to time.

## **VI. CONSTITUTION OF COMMITTEE**

The Board of Directors of the Company (the Board) constituted the Nomination and Remuneration Committee (NAR Committee) on March 25<sup>th</sup>, 2015 as per the requirements under the Companies Act, 2013 and rules thereunder (as amended from time to time). The Committee shall comprise of atleast three Directors, all of whom shall be Non-Executive Directors and atleast half shall be Independent. The Board has the authority to reconstitute this Committee from time to time. The term of the Committee shall be continued unless terminated by the Board of Directors.

## **VII. FUNCTIONING OF THE COMMITTEE**

The meeting of the Committee shall be held at such regular intervals as may be required. Minimum two (2) Members shall constitute a quorum for the Committee meeting. The Members of the Committee present at the meeting shall choose amongst them to act as a Chairman. Chairperson of the Company may be appointed as a member of the Committee but shall not Chair the Committee. The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee. Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee. In the case of equality of votes, the Chairman of the meeting will have a casting vote.

## **VIII. MINUTES OF COMMITTEE MEETINGS**

Proceedings of all meetings must be reviewed and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

## **IX. ROLE OF THE COMMITTEE**

The role of the Committee, *inter alia*, will be the following:

- To formulate a Nomination and Remuneration Policy as per the provisions of Section 178 (4) of the Companies Act, 2013 and Rules thereunder
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director’s performance
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board, relating to the remuneration for the Directors, Key Managerial Personnel and other employees
- To develop a succession plan for the Board and to regularly review the plan
- To assist the Board in fulfilling responsibilities
- To perform such other functions as may be necessary or appropriate for the performance of its duties

## **X. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT**

### **i. Appointment Criteria and Qualifications:**

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c. The Company shall not appoint or continue the employment of any person as Whole-Time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of Shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

### **ii. Term / Tenure:**

#### **a) Managing Director/Whole-Time Director:**

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

#### **b) Independent Director:**

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 (five) years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

### **iii. Evaluation:**

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

### **iv. Removal:**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

### **v. Retirement:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **XI. POLICY FOR REMUNERATION TO DIRECTORS / KMP / SENIOR MANAGEMENT PERSONNEL**

### **i. Remuneration to Managing / Whole-time / Executive Director, KMP and Senior Management Personnel:**

- The remuneration / compensation / commission etc. to Managerial Person, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval.

- The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person.

**ii. Remuneration to Non-Executive / Independent Director:**

- Remuneration / Commission: The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- Sitting Fees: The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**XII. DEVIATIONS FROM THIS POLICY**

Deviations on elements of this Policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

**XIII. REVIEW AND AMENDMENT**

- i. The NAR Committee or the Board may review the Policy as and when it deems necessary.
- ii. The NAR Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this Policy, if it thinks necessary.
- iii. This Policy may be amended or substituted by the NAR Committee or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy.

**Sd/-**  
**Chairperson**  
**Nomination and Remuneration Committee**

**Form No. MR-3****SECRETARIAL AUDIT REPORT****for the Financial Year ended March 31, 2025****[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,  
The Members,  
**Creamline Dairy Products Limited**  
H.No.6-3-1238/B/21 Asif Avenue, Rajbhavan Road,  
Hyderabad- 500082

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Creamline Dairy Products Limited – CIN: U15201TG1986PLC006912** (hereinafter called the 'Company') during the Financial Year ended March 31, 2025 ('the year' / 'audit period' / 'review period').

We conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts / statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

- (i) Our **verification** of the books, papers, minute books, copies as provided by the Company and other records maintained by the Company and furnished to us, forms / returns filed and compliance related action taken by the Company during the Financial Year ended March 31, 2025 as well as before the date of issue of this report,
- (ii) **Compliance Certificates** confirming compliance with all laws applicable to the Company given by Key Managerial Personnel / Senior Managerial Personnel of the Company and taken on record by Audit Committee / Board of Directors, and
- (iii) **Representations** made, documents shown, and information provided by the Company, its Officers, Agents and Authorized Representatives during our conduct of Secretarial Audit.

We hereby report that in our opinion, during the audit period covering the Financial Year ended March 31, 2025 the Company has:

- (i) Complied with the statutory provisions listed hereunder, and
- (ii) Board-processes and compliance mechanism in place

to the extent, in the manner and subject to the reporting made hereinafter.

The Members are requested to read this Report, along with our letter of even date annexed to this Report as **Annexure- A**.

**1. Compliance with specific statutory provisions****We further report that:**

- 1.1 We have examined the books, papers, minute books and other records maintained by the Company and the forms, returns, reports, disclosures and information filed or disseminated during the Financial Year under review, according to the applicable provisions / clauses of:
  - (i) The Companies Act, 2013 and the Rules made thereunder;
  - (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iii) The following Regulations Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Regulations'):

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 read with Operational Circular bearing no. SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 as amended from time to time for Issue and Listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper;
- (c) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iv) The Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India and mandatorily applicable to the company.
- (v) Listing agreement entered into with the National Stock Exchange of India Limited (NSE) for listing of Debentures and Commercial Paper/s issued by the Company.

1.2 During the period under review, the Company has:

- (i) **Complied with** the applicable provisions / clauses of the Acts, Rules and SEBI Regulations mentioned under sub-paragraphs (ii), (iii) and (iv) of paragraph 1.1 above.
- (ii) **Complied** with the applicable provisions/ clauses of:
  - (a) The Act and the Rules mentioned under paragraph 1.1 (i); and
  - (b) The Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2) mentioned under paragraph 1.1 (v) above to the extent applicable to Board Meetings and Committee Meetings held during the review period, the 37<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> July, 2024 (37<sup>th</sup> AGM) and Extra- Ordinary General Meetings held on 28<sup>th</sup> August, 2024. The compliance of the provisions of the Rules made under the Act [paragraph 1.1(i)] and SS-1 [paragraph 1.1(vi)] with regard to the Board Meetings and Committee Meetings held through video conferencing during the review period were verified based on the Minutes of the Meetings provided by the Company.

1.3 We are informed that, during the Financial Year 2024-25, the Company was not required to initiate any compliance related action in respect of the following laws/rules/regulations/standards, and was consequently not required to maintain any books, papers, minute books or other records or file any forms / returns thereunder:

- (i) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;\*
- (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018;
- (iv) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (v) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- (vi) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
- (vii) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfers Agents) Regulations, 1993, regarding the Act and dealing with clients.

\*The Company being a subsidiary of Godrej Agrovet Limited, (GAVL), some of its employee are covered by the Code of Conduct of GAVL as per the Regulation under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 in respect of Designated Employees.

1.4 We have examined, on test check basis, the relevant documents and records maintained by the Company, according to the following Laws, applicable specifically to the Company:

- i. Food Safety and Standards Act, 2006 and Food Safety and Standards (Licensing and Registration of Food

- Businesses) Regulations, 2011 and Food Safety and Standards (Packaging and Labelling) Regulations, 2011;
- ii. Legal Metrology Act, 2009 and Legal Metrology (Packaged Commodities) Rules, 2011;
  - iii. Boilers Act, 1923 and Indian Boiler Regulations, 1950;
  - iv. Water (Prevention and Control of Pollution) Act, 1974;
  - v. Air (Prevention and Control of Pollution) Act, 1981.
  - vi. Factories Act, 1948 and the Rules made thereunder;
2. Board processes:
- We further report that:
- 2.1 The Board of Directors and Key Managerial Personnel of the Company as on March 31, 2025 comprised of:
- (i) 1(One) Non – Executive Chairman, i.e., Mr. Nadir B. Godrej (DIN: 00066195);
  - (ii) 1(One) Whole-Time Director & Chief Executive Officer, i.e., Mr. Bhupendra Suri (DIN: 09035926);
  - (iii) 1 (One) Managing Director, i.e., Mr. K. Bhasker Reddy (DIN: 00014291);
  - (iv) 3 (Three) Executive Directors i.e. Mr. D Chandra Sekhar Reddy (DIN: 00063691), Mrs. C. Manga Raj (DIN: 00084401) and Mrs. Rama Kumari Mandava (DIN: 00065055);
  - (v) 2 (Two) Non-Executive, Non-Independent Directors, i.e., Mr. Balram Singh Yadav (DIN: 00294803) and Mr. S. Varadaraj (DIN: 00323436);
  - (vi) 2 (Two) Independent Directors, i.e., Mr. Jude Julius John Fernandes (DIN: 07482333) and Mr. Kannan Sitaram (DIN: 01038711)
  - (vii) Chief Financial Officer, i.e. Mr. Manoj Pulamantholepisharath
  - (viii) Company Secretary, i.e. Ms. Neha Devendra Pawar.
- 2.2 The processes relating to the following changes in the composition of the Board of Directors during the Financial Year 2024-25 were carried out in compliance with the provisions of the Act:
- i. Re-appointment of Mr. Nadir Godrej (DIN: 00066195), as Non-Executive Director, liable to retire by rotation, at the 37<sup>th</sup> Annual General Meeting of the Company held on 24<sup>th</sup> July, 2024.
  - ii. Re-appointment of Mr. S. Varadaraj (DIN: 00323436), as Non-Executive Director, liable to retire by rotation, at the 37<sup>th</sup> Annual General Meeting of the Company held on 24<sup>th</sup> July, 2024.
  - iii. As per the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on March 31, 2025, approved the re-appointment of Mr. K. Bhasker Reddy (DIN:00014291) as Managing Director, Mr. D. Chandra Sekhar Reddy (DIN:00063691) as Executive Director, Mrs. Rama Kumari Mandava (DIN:00065055) as Executive Director and Mrs. C Manga Raj (DIN:00084401) as Executive Director. All four reappointments are for further period of 3 (three) months with effect from 1<sup>st</sup> April, 2025 up to 30<sup>th</sup> June, 2025, without any remuneration payable to them, subject to approval of Shareholders of the Company to be obtained at the Meeting of the Shareholders.
- 2.3 Adequate notice was given to all the Directors to enable them to plan their schedule for the meetings of Board of Directors and its committee, held during the year.
- 2.4 Notice/s of meetings of the Board and its Committees held during review period was/were sent to all the Directors and the members of the Committees, at least 7 (seven) days in advance.
- 2.5 Agenda and detailed notes on Agenda were sent to the Directors at least 7 (seven) days before the meetings of the Board of Directors, other than those which included price sensitive information.
- 2.6 A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings.



- 2.7 We note from the minutes verified that, at the meetings of the Board and its Committees held during the year:
- (i) Decisions were carried through the majority; and
  - (ii) No dissenting views were expressed by any member of the board or its committee on any of the subject matters discussed, that were required to be captured and recorded as part of the minutes.

### 3. Compliance mechanism

There are reasonably adequate systems and processes in the Company, commensurate with the Company's size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

### 4. Specific events / actions

- 4.1 During the year, the following specific events/ actions took place, in pursuance of the above referred laws, rules, regulations and standards:
- i. During the year, the Company has redeemed Commercial Paper/s of face value of Rs. 5,00,000/- each aggregating to Rs. 50 Crore which were listed on National Stock Exchange of India Limited. (NSE), leaving an outstanding amount of Rs. NIL in respect thereof as of March 31, 2025.
  - ii. We are informed that the Company has paid an amount of Rs. 4,04,530 (Rupees Four Lakh Four Thousand Five Hundred and Thirty only), provisionally on 21<sup>st</sup> March, 2024 against a rectification order dated 22<sup>nd</sup> April, 2024 issued by Commercial Taxes Department at Chennai North Division of Tamil Nadu against original order dated 22<sup>nd</sup> February, 2024 levying tax liability under section 73 of Tamil Nadu GST Act, 2017/CGST Act, 2017, along with interest and penalty amounting to Rs.115.04 Crore.
  - iii. We are informed that the consequent upon merger of Nagavalli Milkline Private Limited ('Transferor Company'/ a wholly-owned subsidiary of the company) with the Company as per order dated October 17, 2019, issued by Hon'ble National Company Law Tribunal (NCLT), Hyderabad Bench, the Company initiated the process of registration of immoveable property, held in the name of the said Transferor Company, has been successfully registered in the name of the Company.
  - iv. Godrej Agrovet Limited, (Holding company), holding 51.92% in share capital, as on the executed date of Share Purchase Agreement, has executed a Share Purchase Agreement with the Company and some shareholders of the Company on March 20, 2025 for acquisition of 47.38% of the Holding, held by the said shareholders in the Company, in aggregate. In the event of completion of process of acquisition, the Company may become a wholly owned subsidiary of Godrej Agrovet Limited in the future.
  - v. During the year, the Company has approved an increase in the remuneration of Mr. Bhupendra Suri (DIN:09035926), Whole-time Director & Chief Executive Officer of the Company, payable from the Financial Year 2024-25 as per the approval of Shareholders at their Extra-Ordinary General Meeting held on August 28, 2024.
  - vi. As on March 31, 2025, the Company has 9,900 Rated, Listed, Unsecured, Redeemable, Non-Convertible Debentures of the nominal value of INR 1,00, 000 (Rupees One Lakh) each, aggregating to Rs. 99,00,00,000/- (Rupees Ninety-Nine Crores Only) outstanding and these NCDs are listed on National Stock Exchange.

**For BNP & Associates**  
**Company Secretaries**  
**Firm Registration. No. P2014MH037400**  
**PR. No: 6316/2024**

**Date: April 22, 2025**  
**Place: Mumbai**

**Sd/-**  
**Venkataraman K**  
**Partner**  
**ACS No: 8897 / COP No: 12459**  
**UDIN: A008897G000169288**

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

**Annexure A**

To,  
The Members,  
**Creamline Dairy Products Limited**  
H.No.6-3-1238/B/21 Asif Avenue, Rajbhavan Road,  
Hyderabad – 500 082

Secretarial Audit Report of even date is to be read along with this letter.

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. We have considered compliance related actions taken by the Company based on independent legal /professional opinion obtained as being in compliance with law.
4. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the company on a test basis. We believe that the processes and practices we followed, provides a reasonable basis for our opinion.
5. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
6. We have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, wherever required.
7. Our Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

**For BNP & Associates**  
**Company Secretaries**  
**Firm Registration. No. P2014MH037400**  
**PR. No: 6316/2024**

**Date: April 22, 2025**  
**Place: Mumbai**

**Sd/-**  
**Venkataraman K**  
**Partner**  
**ACS No: 8897 / COP No: 12459**  
**UDIN: A008897G000169288**

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

### OF CREAMLINE DAIRY PRODUCTS LIMITED

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025

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

Creamline Dairy Products Limited ("CDPL") believes that Corporate Social Responsibility (CSR) should not just be about philanthropy and compliance but that it should also offer a more holistic corporate approach towards economic, social, and environmental impacts as a whole. CDPL's CSR Policy is aimed at demonstrating care for the community through its focus on rural livelihoods, education, skill development, environment and other social causes.

#### 2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation in the Committee	Number of Meetings of CSR Committee held during the year	Number of Meetings of CSR Committee attended during the year
1.	Mr. Jude Fernandes	Chairman	2	2
2.	Mr. D. Chandra Shekher Reddy	Member	2	2
3.	Mr. S. Varadaraj	Member	2	2

#### 3. Web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are uploaded:

[www.creamlinedairy.com/board-committees](http://www.creamlinedairy.com/board-committees)

[www.creamlinedairy.com/csr-policy](http://www.creamlinedairy.com/csr-policy)

#### 4. Details of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014:

Not Applicable

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

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be set-off for the financial year, if any (in Rs.)
1	2021-22	0	0
2	2022-23	0	0
3	2023-24	0	0

#### 6. Average Net Profit of the Company as per Section 135(5): Loss **Rs. 30,98,90,497/-**

7. a) Two percent of Average Net Profit of the Company as per Section 135(5): **Rs.0 (As there is loss)**
- b) Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years:
- c) Amount required to be set off for the financial year, if any: **Rs.0**
- d) Total CSR obligation for the Financial Year (7a+7b-7c). **Rs.0**

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

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs.	0			0	

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/No).	Location of the project		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current Financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
	Total											

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/ No)	Location of the project (State & District)	Amount spent for the project (in Rs.)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency	
							Name	CSR Registration number
1.								
	Total							

- d) Amount spent in Administrative Overheads: **Not applicable**  
e) Amount spent on Impact Assessment, - Not applicable  
f) Total amount spent for the Financial Year (8b+8c+8d+8e): **Rs. 0**  
g) Excess amount for set off, if any:

Sl. No.	Particulars	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per Section 135(5)	0
(ii)	Total amount spent for the Financial Year	0
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	0
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	0
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding Financial Years (in Rs.)
				Name of the Fund	Amount (in Rs)	Date of transfer	
1.	2021-22	-	-	-	-	-	-
2.	2022-23	-	-	-	-	-	-
3.	2023-24	-	-	-	-	-	-
<b>Total</b>							

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project - Completed / Ongoing
1.	2021-22	-	-	-	-	-	-	-
2.	2022-23	-	-	-	-	-	-	-
3.	2023-24	-	-	-	-	-	-	-
<b>Total</b>								

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

- Date of creation or acquisition of the capital asset(s)
- Amount of CSR spent for creation or acquisition of capital asset
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):

For and on behalf of the Board of Directors of  
**Creamline Dairy Products Limited**

SD/-  
**Jude Fernandes**  
Independent Director &  
Chairman of CSR Committee  
(DIN: 07482333)

SD/-  
**D. Chandra Shekher Reddy**  
Executive Director &  
Member of CSR Committee  
(DIN: 00063691)

Place: Mumbai  
Date: 22<sup>th</sup> April, 2025

## INDEPENDENT AUDITOR'S REPORT

**To the Members of Creamline Dairy Products Limited**

**Report on the Audit of the Financial Statements**

### Opinion

We have audited the financial statements of **Creamline Dairy Products Limited** (the "Company") which comprise the balance sheet as at 31 March 2025, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

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

### Basis for Opinion

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

### Key Audit Matter(s)

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Revenue Recognition

See Note 2(g) to financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Company recognizes revenue from sale of goods when control of the goods has been transferred and when there are no longer any unfulfilled obligations to the customer and the amount of revenue can be measured reliably and recovery of the consideration is probable.</p> <p>Depending on the contractual terms with the customers, this can be either at the time of dispatch or delivery of goods.</p> <p>We have identified the existence of revenue recognition from sale of products as a key audit matter.</p> <p>The Company focuses on revenue as key performance measure, which could create an incentive for revenue to be recognized before control has been transferred.</p>	<p>Our audit procedures included following:</p> <ul style="list-style-type: none"> <li>Assessing the appropriateness of the Company's accounting policies in respect of revenue recognition by comparing with applicable accounting standards;</li> <li>Evaluating the design, testing the implementation and operating effectiveness of the key internal controls including general information and technology (IT) controls and key IT application controls over recognition of revenue on selected samples of transactions;</li> <li>Performing substantive testing by selecting samples using statistical sampling of revenue transactions recorded during the year, by verifying the underlying documents, which included sales invoices, dispatch documents and proof of delivery/ trip sheets, depending on the terms of contracts with customer.</li> <li>We carried out analytical procedures on revenue recognised during the year to identify unusual variances.</li> </ul>

	<ul style="list-style-type: none"> <li>• We tested, on a sample basis, specific revenue transactions recorded before and after the financial year end date to determine whether the revenue had been recognised in the appropriate financial period.</li> <li>• Performed overall reconciliation of cash and debtors to sales recognized during the year.</li> <li>• Examining journal entries (using statistical sampling) posted to revenue to identify unusual or irregular items.</li> <li>• Evaluating adequacy of disclosures given in Note 27 to the financial statements.</li> </ul>
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### **Other Information**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and auditor's report(s) thereon. The annual report is expected to be made available to us after the date of this auditor's report.

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

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

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

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

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

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

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

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

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



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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

- c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on 01 April 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
  - f) the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a) The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its financial statements - Refer Note 36 to the financial statements.
  - b) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - d)
    - (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the Note 48 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 48 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
    - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
  - e) The Company has neither declared nor paid any dividend during the year.
  - f) Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software except that in the absence of reporting on the audit trail feature in the Independent Auditor's Report for

the database level of a third party accounting software used for maintaining general ledger, we are unable to comment on whether the feature of recording audit trail (edit log) facility was enabled at the database level and whether there were any instances of the audit trail feature being tampered with for the period from 3 August 2024 to 31 March 2025.

Further, where audit trail (edit log) facility was enabled and operated throughout the period i.e. 1 April 2024 to 31 March 2025 for the accounting software, we did not come across any instance of the audit trail feature being tampered with.

Additionally, the audit trail in relation to the previous year has been preserved by the Company as per the statutory requirements for record retention.

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

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

*for B S R & Co. LLP*

*Chartered Accountants*

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

**Rahul Choudhary**

*Partner*

Membership No.: 408408

ICAI UDIN:25408408BMKUFC2459

Place: Mumbai

Date: 22 April 2025

**Annexure A to the Independent Auditor's Report on the Financial Statements of Creamline Dairy Products Limited for the year ended 31 March 2025**

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

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

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

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.

- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company, except for the following which are not held in the name of the Company:

Description of property	Gross carrying value (Rs. in Lacs)	Held in the name of	Whether promoter, director or their relative or employee	Period held- indicate range, where appropriate	Reason for not being held in the name of the Company. Also indicate if in dispute
Property, Plant and Equipment (Freehold land)	6.57	K. Bhasker Reddy	Promoter and Director	Since 30 June 2006	In the process of being transferred in the name of the Company

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

- ii. (a) The inventory, except and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments in companies, firms, limited liability partnership or any other parties. The Company has granted loans to Company during the year in respect of which the requisite information is mentioned below. The Company has not provided any guarantee or security, granted any loans or advances in the nature of loans, secured or unsecured, to Companies, limited liability partnership or any other parties during the year.

- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to any other entity as below:

Particulars	Loans
Aggregate amount during the year Fellow subsidiary *	1,000 lakhs
Balance outstanding as at balance sheet date Fellow subsidiary *	1,000.23 lakhs

\* As per the Companies Act, 2013

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the Company has not made investments, not provided any guarantee or security and advance in the nature of loans during the year and the terms and conditions of the grant of loans provided during the year are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no loans given except for the loan (Inter-Corporate Deposit) of Rs. 1,000 lakhs given to Astec Lifesciences Limited which is repayable on demand. As informed to us, the Company has not demanded repayment of the loan during the year. Thus, there has been no default on the part of the party to whom the money has been lent. The payment of interest has been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment except for the following loan to related parties as defined in Clause (76) of Section 2 of the Companies Act, 2013 ("the Act"):

	Related Parties
Aggregate of loans- Repayable on demand (A)	1,000 lakhs
- Agreement does not specify any terms or period of Repayment (B)	-
Total (A+B)	1,000 lakhs
Percentage of loan to the total loans	100%

- iv According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the loans given by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.

- v The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- vi We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- vii. (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of dues	Amount Rs. in lakhs	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Tax	824.81	AY 2017-18	Income Tax Appellate Tribunal, Hyderabad
Income Tax Act, 1961	Tax	38.21	AY 2005-06	High Court of Andhra Pradesh and Telangana
Income Tax Act, 1961	Tax	52.76	AY 2016-17	Income Tax Appellate Tribunal, Hyderabad
Income Tax Act, 1961	Tax	22.61	AY 2018-19	Income Tax Appellate Tribunal, Hyderabad
Income Tax Act, 1961	Tax	10.99	AY 2008-09	Assessing Officer, Hyderabad
Income Tax Act, 1961	Tax	22.13	AY 1995-2001	Assessing Officer, Hyderabad
APVAT Act, 2005	Tax	20.07	FY 2004-05	High Court of Andhra Pradesh and Telangana
APVAT Act, 2005	Tax	8.66	FY 2005-06	High Court of Andhra Pradesh and Telangana
APVAT Act, 2005	Tax	15.95	FY 2014-16	Deputy Commissioner (Appellate) – Vijayawada
APVAT Act, 2005	Tax	17.39	FY 2016-17, 2017-18	Deputy Commissioner (Appellate) – Vijaywada

Name of the statute	Nature of dues	Amount Rs. in lakhs	Period to which the amount relates	Forum where dispute is pending
APVAT Act, 2005	Tax	0.93	AY 2015-18	Assistant Commissioner (Commercial Taxes) Eluru
APVAT Act, 2005	Tax	15.26	AY 2016-18	Deputy Commissioner (Appellate) – Vijayawada
AP GST Act, 2017	Tax	7.94	FY 2017-2019	Deputy Commissioner (St), Eluru Circle: Eluru
Andhra Pradesh Tax on Entry of Goods into Local Areas Act, 2001	Tax	2.97	FY 2014-15	Appellate Authority Vijaywada
Telangana (Agriculture produce & Livestock) Markets Act, 1966	Tax	12.11	FY 2020-21	Selection Grade Secretary, Agricultural Market Committee, Bowenpally
SGST Act, 2017	Tax	340.27	FY 2017-22	Appellate Authority- Chennai
Goods and Services Act, 2017	Tax	4.36	FY 2018-19	Commercial Tax Officer, Chennai
Goods and Services Act, 2017	Tax	67.09	FY 2017-18	Appellate Authority - Chennai
Goods and Services Act, 2017	Tax	0.32	FY 2019-20	Appellate Authority - Chennai
Goods and Services Act, 2017	Tax	10.86	FY 2020-21	Appellate Authority - Andhra Pradesh

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act) during the year ended 31 March 2025. Accordingly, clause 3(ix)(e) is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company does not hold any investment in any subsidiaries, associates or joint ventures (as defined under the Act). Accordingly clause 3(ix)(f) is not applicable.



- x.
  - (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
  - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi.
  - (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the year.
  - (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
  - (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- xiii In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv.
  - (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
  - (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- xvi.
  - (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
  - (b) In our opinion and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
  - (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
  - (d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have more than one CIC.
- xvii. The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has

come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in annual report is expected to be made available to us after the date of this auditor's report.

xx In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

*for B S R & Co. LLP*

*Chartered Accountants*

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

**Rahul Choudhary**

*Partner*

Place: Mumbai

Date: 22 April 2025

Membership No.: 408408

ICAI UDIN:25408408BMKUFC2459

**Annexure B to the Independent Auditor's Report on the financial statements of Creamline Dairy Products Limited for the year ended 31 March 2025****Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act**

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

**Opinion**

We have audited the internal financial controls with reference to financial statements of Creamline Dairy Products Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

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

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

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

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

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

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable

detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

*for B S R & Co. LLP*

*Chartered Accountants*

ICAI Firm's Registration Number: 101248W/W-100022

**Rahul Choudhary**

*Partner*

Place: Mumbai

Date: 22 April 2025

Membership No.: 408408

ICAI UDIN:25408408BMKUFC2459

**Balance sheet as at 31 March 2025**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	25,492.65	25,228.31
Capital work-in-progress	4	387.90	318.61
Right of use asset	39	118.90	150.74
Other intangible assets	5	44.24	73.73
Financial assets			
Other financial asset	6	512.34	425.38
Deferred tax assets (Net)	7	771.21	2,051.69
Other tax assets (net)		725.55	657.69
Other non-current assets	8	429.63	495.40
<b>Total non-current assets</b>		<b>28,482.42</b>	<b>29,401.55</b>
<b>Current assets</b>			
Inventories	9	9,157.72	16,152.41
Financial assets			
(i) Investments	14	-	800.74
(ii) Trade receivables	10	2,562.60	1,608.30
(iii) Cash and cash equivalents	11	919.87	373.43
(iv) Bank balances other than cash and cash equivalents	12	8.15	76.23
(v) Loans	13	1,000.23	-
(vi) Other current financial assets	15	97.56	71.55
Other current assets	16	814.54	756.31
Assets classified as held-for-sale	3	155.37	-
<b>Total current assets</b>		<b>14,716.04</b>	<b>19,838.97</b>
<b>Total assets</b>		<b>43,198.46</b>	<b>49,240.52</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	17	1,132.47	1,132.47
Other equity	18	12,038.99	10,578.00
<b>Total equity</b>		<b>13,171.46</b>	<b>11,710.47</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
(i) Borrowings	19	13,745.85	16,896.28
(ii) Lease liabilities	39	94.18	109.27
(iii) Other financial liabilities	24	100.00	175.00
Provisions	20	419.04	282.32
Other non-current liabilities	21	115.04	124.39
<b>Total non-current liabilities</b>		<b>14,474.11</b>	<b>17,587.26</b>
<b>Current liabilities</b>			
Financial liabilities			
(i) Borrowings	22	2,405.68	7,264.28
(ii) Lease liabilities	39	64.14	74.16
(iii) Trade payables	23		
a) Total outstanding dues of micro enterprises and small enterprises and		884.97	632.63
b) Total outstanding dues of other than micro enterprises and small enterprises		6,900.99	6,793.27
(iv) Other financial liabilities	24	4,328.72	4,032.28
Other current liabilities	25	704.83	831.34
Provisions	26	263.56	314.83
<b>Total current liabilities</b>		<b>15,552.89</b>	<b>19,942.79</b>
<b>Total liabilities</b>		<b>30,027.00</b>	<b>37,530.05</b>
<b>Total Equity and liabilities</b>		<b>43,198.46</b>	<b>49,240.52</b>

The notes 1 to 49 form an integral part of the financial statements.

As per our report of even date attached

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

Chartered Accountants

ICAI Firm Registration Number: 101248W/W-100022

for and on behalf of the Board of Directors of

**Creamline Dairy Products Limited**

CIN: U15201TG1986PLC006912

**Rahul Choudhary**  
Partner  
Membership No.: 408408  
Place: Mumbai

**K Bhasker Reddy**  
Managing Director  
DIN: 00014291  
Place: Hyderabad

**D.Chandra Shekher Reddy**  
Executive Director  
DIN: 00063691  
Place: Hyderabad

**Bhupendra Suri**  
Whole-time director and  
Chief Executive Officer  
DIN: 09035926  
Place: Hyderabad

**P.P. Manoj**  
Chief Financial Officer  
Place: Hyderabad

**Neha Poojary**  
Company Secretary  
ACS No: 37115  
Place: Mumbai

Date: 22 April 2025

**Statement of profit and loss for the year ended 31 March 2025**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

Particulars	Notes	For the year ended 31 March 2025	For the year ended 31 March 2024
Revenue from operations	27	1,58,523.25	1,57,286.16
Other income	28	477.64	382.95
<b>Total income (I)</b>		<b>1,59,000.89</b>	<b>1,57,669.11</b>
<b>Expenses</b>			
Cost of materials consumed	29	1,08,243.16	1,19,080.90
Purchase of stock-in-trade		2,204.34	2,774.50
Changes in inventories of finished goods, stock-in-trade and work-in-progress	30	5,476.96	(3,331.94)
Employee benefits expense	31	10,470.85	10,047.09
Finance costs	32	1,490.71	2,054.88
Depreciation and amortisation expenses	33	3,641.37	3,573.12
Other expenses	34	24,688.35	22,397.73
<b>Total expenses (II)</b>		<b>1,56,215.74</b>	<b>1,56,596.28</b>
<b>Profit before tax (III) = (I)-(II)</b>		<b>2,785.15</b>	<b>1,072.83</b>
<b>Tax expense: (VI)</b>	43		
Current tax		-	-
Deferred tax		1,291.47	293.64
		<b>1,291.47</b>	<b>293.64</b>
<b>Profit for the year (V) = (III)-(IV)</b>		<b>1,493.68</b>	<b>779.19</b>
<b>Other comprehensive income (OCI)</b>			
<b>Items that will not be reclassified to profit or loss</b>			
Remeasurements of defined benefit (liability)/asset	40	(43.68)	(30.45)
Income tax relating to items that will not be reclassified to profit or loss	43	10.99	7.66
<b>Other comprehensive loss for the year net of tax (VI)</b>		<b>(32.69)</b>	<b>(22.79)</b>
<b>Total comprehensive income for the year (VII) = (V) + (VI)</b>		<b>1,460.99</b>	<b>756.40</b>
<b>Earnings per share</b>			
Basic earnings per share of Rs. 10 each	35	13.19	6.88
Diluted earnings per share of Rs. 10 each	35	13.19	6.88

The notes 1 to 49 form an integral part of the financial statements.

As per our report of even date attached

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

Chartered Accountants

ICAI Firm Registration Number: 101248W/W-100022

for and on behalf of the Board of Directors of

**Creamline Dairy Products Limited**

CIN: U15201TG1986PLC006912

**Rahul Choudhary**  
Partner  
Membership No.: 408408  
Place: Mumbai

**K Bhasker Reddy**  
Managing Director  
DIN: 00014291  
Place: Hyderabad

**D.Chandra Shekher Reddy**  
Executive Director  
DIN: 00063691  
Place: Hyderabad

**Bhupendra Suri**  
Whole-time director and  
Chief Executive Officer  
DIN: 09035926  
Place: Hyderabad

**P.P. Manoj**  
Chief Financial Officer  
Place: Hyderabad

**Neha Poojary**  
Company Secretary  
ACS No: 37115  
Place: Mumbai

Date: 22 April 2025

**Statement of cash flows for the year ended 31 March 2025**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>Cash flows from operating activities :</b>		
Profit before tax	2,785.15	1,072.83
<b>Adjustment for:</b>		
Depreciation and amortisation expense	3,641.37	3,573.12
Loss on sale of property plant and equipment (net)	91.55	3.67
Profit on sale of investments (net)	(20.04)	(7.43)
Amortisation of government grants	(9.34)	(9.34)
Interest income	(40.41)	(33.30)
Finance costs	1,490.71	2,054.88
Allowances for doubtful debts and advances	72.71	84.00
Liabilities no longer required written back	(357.73)	(29.07)
<b>Operating Profit before working capital changes</b>	<b>7,653.97</b>	<b>6,709.36</b>
<b>Working capital adjustments</b>		
Decrease/(increase) in inventories	6,994.69	(4,233.62)
(Increase)/decrease in trade receivables	(954.30)	146.43
Increase in other non-current assets and current assets	(99.85)	(22.18)
Decrease/(increase) in other financial assets	29.96	(38.03)
Increase in trade payables	360.06	1,087.06
Increase in current and non-current provisions	41.77	30.34
Increase in other financial liabilities	521.53	956.87
(Decrease)/increase in other current and non-current liabilities	(126.51)	46.99
<b>Cash generated from operations</b>	<b>14,421.32</b>	<b>4,683.22</b>
Income Taxes paid (net of refunds received)	(67.86)	(15.90)
<b>Net cash generated from operating activities</b>	<b>14,353.46</b>	<b>4,667.32</b>
<b>Cash flows from investing activities :</b>		
Payments for property, plant and equipment (net of capital advances, capital creditors and capital work-in-progress)	(4,178.52)	(3,704.90)
Proceeds from sale of property, plant and equipment	163.55	85.97
Purchase and sale of short-term investments, net	820.78	(793.31)
Inter-corporate deposits given (Short term)	(1,000.23)	-
Deposits in margin accounts with banks	(72.59)	-
Interest received	38.15	42.44
<b>Net cash used in investing activities</b>	<b>(4,228.86)</b>	<b>(4,369.80)</b>
<b>Cash flows from financing activities :</b>		
Repayment of short-term borrowings (net)	(5,000.00)	(5,000.00)
Proceeds from long-term borrowings	3,800.00	11,400.00
Repayment of long-term borrowings	(1,614.10)	(3,248.50)
Proceeds from inter-corporate deposits	-	1,000.00
Repayment of inter-corporate deposits	(5,000.00)	(3,500.00)
Finance costs	(1,673.53)	(1,407.57)
Payment of lease liabilities	(90.53)	(131.16)
<b>Net cash used in financing activities</b>	<b>(9,578.16)</b>	<b>(887.23)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>546.44</b>	<b>(589.71)</b>
Cash and cash equivalents at the beginning of the year (refer note 11)	373.43	963.14
<b>Cash and cash equivalents at the end of the year (refer note 11)</b>	<b>919.87</b>	<b>373.43</b>

Refer note 47 for reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities.

The above Statement of Cash flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7 - "Statement of Cash Flows".

The notes 1 to 49 form an integral part of the financial statements.

As per our report of even date attached

for and on behalf of the Board of Directors of  
**Creamline Dairy Products Limited**  
 CIN: U15201TG1986PLC006912

for **B S R & Co. LLP**  
 Chartered Accountants  
 ICAI Firm Registration Number: 101248W/W-100022

**Rahul Choudhary**  
 Partner  
 Membership No.: 408408  
 Place: Mumbai

**K Bhasker Reddy**  
 Managing Director  
 DIN: 00014291  
 Place: Hyderabad

**D.Chandra Shekher Reddy**  
 Executive Director  
 DIN: 00063691  
 Place: Hyderabad

**Bhupendra Suri**  
 Whole-time director and  
 Chief Executive Officer  
 DIN: 09035926  
 Place: Hyderabad

**P.P. Manoj**  
 Chief Financial Officer  
 Place: Hyderabad

**Neha Poojary**  
 Company Secretary  
 ACS No: 37115  
 Place: Mumbai

Date: 22 April 2025



**Statement of changes in equity for the year ended 31 March 2025**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**(a) Equity share capital**

Particulars	Balance at the beginning of the reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
As at 31 March 2025 *	1,132.47	-	1,132.47	-	1,132.47
As at 31 March 2024 *	1,132.47	-	1,132.47	-	1,132.47

\* Refer Note 17

**(b) Other equity**

As at 31 March 2025	Reserves and Surplus					Total other equity
	Capital reserves	Securities premium	General reserve	Debenture Redemption Reserve	Retained earnings	
Balance at 01 April 2024	(186.98)	5,720.20	1,443.72	990.00	2,611.06	10,578.00
Profit for the year	-	-	-	-	1,493.68	1,493.68
Other comprehensive income - Remeasurement of post-employment benefit obligations, net of tax	-	-	-	-	(32.69)	(32.69)
<b>Total comprehensive income for the year</b>	-	-	-	-	1,460.99	1,460.99
<b>Balance at 31 March 2025</b>	<b>(186.98)</b>	<b>5,720.20</b>	<b>1,443.72</b>	<b>990.00</b>	<b>4,072.05</b>	<b>12,038.99</b>

As at 31 March 2024	Reserves and Surplus					Total other equity
	Capital reserves	Securities premium	General reserve	Debenture Redemption Reserve	Retained earnings	
Balance at 1 April 2023	(186.98)	5,720.20	1,443.72	-	2,844.66	9,821.60
Profit for the year	-	-	-	-	779.19	779.19
Other comprehensive income - Remeasurement of post-employment benefit obligations, net of tax	-	-	-	-	(22.79)	(22.79)
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-
<b>Others</b>						
Transfer to Debenture Redemption Reserve	-	-	-	990.00	(990.00)	-
<b>Balance at 31 March 2024</b>	<b>(186.98)</b>	<b>5,720.20</b>	<b>1,443.72</b>	<b>990.00</b>	<b>2,611.06</b>	<b>10,578.00</b>

**General reserve**

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. There is no policy of regular transfer. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.

**Securities premium**

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

**Retained earnings**

Retained earnings mainly represent all current and prior year profits as disclosed in the statement of profit and loss less dividend distribution and transfers to general reserve.

**Capital reserve**

Capital reserve represents the difference between the value of consideration transferred and the value of net assets taken over pursuant to amalgamations/mergers under Court approved schemes

**Debenture Redemption Reserve (DRR)**

The Company has issued redeemable non-convertible debentures. Accordingly, the Companies (Share capital and Debentures) Rules, 2014 (as amended), require the Company to create DRR out of profits of the Company available for payment of dividend. DRR is required to be created for an amount which is equal to 10% of the value of debentures issued as per Section 71(4) of the Companies Act, 2013, read with Rule 18(7) of the Companies (Share Capital And Debentures) Rules, 2014.

**Other comprehensive income**

Remeasurements of the net defined benefit liability/(asset) comprising of actuarial gains and losses, the return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset) and any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset).

The notes 1 to 49 form an integral part of the financial statements.

As per our report of even date attached

**for and on behalf of the Board of Directors of**

**Creamline Dairy Products Limited**

CIN: U15201TG1986PLC006912

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

Chartered Accountants

ICAI Firm Registration Number: 101248W/W-100022

**Rahul Choudhary**  
Partner  
Membership No.: 408408  
Place: Mumbai

**K Bhasker Reddy**  
Managing Director  
DIN: 00014291  
Place: Hyderabad

**D.Chandra Shekher Reddy**  
Executive Director  
DIN: 00063691  
Place: Hyderabad

**Bhupendra Suri**  
Whole-time director and  
Chief Executive Officer  
DIN: 09035926  
Place: Hyderabad

**P.P. Manoj**  
Chief Financial Officer  
Place: Hyderabad

**Neha Poojary**  
Company Secretary  
ACS No: 37115  
Place: Mumbai

Date: 22 April 2025

## Notes to the financial statements

### 1. Reporting Entity:

Creamline Dairy Products Limited (the Company) is a public Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is located at # 6-3-1238/B/21, Asif Avenue, Raj Bhavan Road, Hyderabad. The Company is a public Company limited by shares and the commercial paper and Non-convertible debentures of the Company are listed on the National Stock Exchange (NSE).

The Company is principally engaged in milk procurement, processing of milk and manufacturing and selling of milk and milk products. The Company is also engaged in generation of power through renewable energy sources.

### Material Accounting Policies

### 2. Basis of preparation:

#### a) Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III). The accounting policies are applied consistently to all the years presented in the financial statements. The financial statements are approved for issue by the Company's Board of Directors on 22 April 2025.

#### b) Basis of preparation

These financial statements have been prepared on going concern, accrual and historical cost basis, except for certain financial instruments and defined benefit plans which are measured at fair value or amortised cost 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. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle.

The statement of cash flows has been prepared under indirect method, whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expense associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value to be cash equivalents.

#### c) Functional and presentation currency

These financial statements are presented in Indian rupees, which is also the Company's functional currency. All amounts have been rounded off to the nearest lakh, unless otherwise indicated. Foreign currency denominated monetary assets and liabilities are retranslated at the exchange rate prevailing on the balance sheet dates and exchange gains and losses arising on settlement and restatement are recognised in the statement of profit and loss.

#### d) Use of estimates and judgements

While preparing the financial statements in conformity with the recognition and measurement principles as required by Ind AS, the management has made certain estimates and assumptions that require subjective and complex judgments. These judgments affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses, disclosure of contingent liabilities at the restated statement of assets and liabilities and the reported amount of income and expenses for the reporting period.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

**I. Assumptions and estimates uncertainties:**

- **Determination of the estimated useful lives**

Useful lives of property, plant and equipment are based on the life prescribed in Schedule II of the Companies Act, 2013. In cases where useful lives are different from that prescribed in Schedule II and in case of intangible assets, they are estimated by management based on technical advice, considering the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

- **Recognition and measurement of defined benefit obligations**

The obligation arising from defined benefit plan is determined based on actuarial assumptions. Key actuarial assumptions include discount rates, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long-term nature, defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting period.

- **Provision for income tax and deferred tax assets**

The Company uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which are exercised while determining the provision for income tax.

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

**II. Judgements:**

- **Determining whether an arrangement contains a lease and determining lease term.**

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics.

- **Impairment**

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite lives may be impaired. If any such impairment exists

the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Intangible assets not yet available for use, are tested for impairment annually at each balance sheet date, or earlier, if there is an indication that the asset may be impaired.

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The value in use calculation is based on a DCF model. The estimated cash flows are developed based on internal forecasts and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-in flows and the growth rate used for extrapolation purposes. These estimates are most relevant to Property, Plant and Equipment and other intangible assets with useful lives recognized by the Company.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of Profit and Loss (if any).

**e) Fair value measurement:**

The Company's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs). If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

**f) Current and non-current classification**

Based on the time involved between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the balance sheet.

**g) Revenue from contracts with customers**

- **Sale of products**

The Company is engaged in sale of milk & milk products and animal feed. Revenue from operations comprises of sales of goods after the deduction of returns (if any), discounts, rebates, taxes collected other pricing allowances to trade/consumer. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.

Revenue from the sale of goods is recognised when control of the goods has transferred to the buyer which coincides with the time when the goods are delivered to the customers and there is no unfulfilled obligation that could affect the customer's acceptance of goods. Depending on the contractual terms with the customers, this can be either at the time of dispatch or delivery of goods. This is considered the appropriate point where the performance obligations in our contracts are satisfied as the Company no longer has control over the inventory. Our customers have the contractual right to return goods only when authorized by the Company.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract

**h) Other Operating Revenue**

- **Sale of power**

Revenue from the sale of power is recognised monthly based on number of units supplied to the customer for the period and invoice is raised accordingly. Revenue from sale of power is based on the price specified in the sales contracts.

**i) Other Income**

- **Interest income**

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). The EIR is the rate that exactly discounts the estimated future cash payments or receipts through the expected life of the financial instrument to:

- The gross carrying amount of the financial asset or
- The amortised cost of the financial liability.

In calculating interest income and expense, the EIR is applied to the gross carrying amount of the asset (when the asset is not credit impaired) or to the amortised cost of the liability. However, for financial assets that have become credit impaired after initial recognition, interest income is calculated by applying the EIR to the amortised cost of the financial asset. If the asset is no longer credit impaired, then the calculation of interest income levels to the gross basis. Interest income is included in other income in the statement of profit and loss.

- **Dividend income**

Dividend income is accounted for when the right to receive the same is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of dividend can be measured reliably.

**j) Foreign currency**

Transactions in foreign currencies are translated to functional currencies of Company at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the

functional currency at the exchange rate at that date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on translation are recognised in the statement of profit and loss.

**k) Employee benefits**

- **Short-term employee benefits**

All employee benefits payable wholly within twelve months of rendering services are classified as short-term employee benefits. Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Short-term employee benefits such as salaries, wages, bonus, special awards and medical benefits, etc. are recognized on an un-discounted basis and charged to the statement of profit and loss.

- **Defined contribution plan**

A defined contribution plan is a post-employment benefit under which an entity pays a specific contribution to a separate entity and has no obligation to pay any further amounts. Retirement benefit in the form of provident fund is a defined contribution scheme and the contributions are charged to the statement of profit and loss during the period in which the employee renders the related service. The Company has no obligation, other than the contribution payable to these funds.

- **Defined benefit plan**

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method debited to the statement of profit and loss Statement and Actuarial gains or losses net of deferred taxes are accounted for in Other Comprehensive Income (OCI). The Company has an arrangement with Life Insurance Corporation of India (LIC) to administer its gratuity scheme.

The present value of the defined benefit obligation denominated in Indian Rupees is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

**Other long-term employee benefits**

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using

the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in the statement of profit and loss.

**I) Taxes on income:**

Income tax expense comprises current and deferred tax. It is recognized in the statement of profit and loss except to the extent that it relates to a business combination, or items recognized directly in equity or in the OCI.

- **Current tax**

Current tax is the amount of tax payable (recoverable) in respect of the taxable profit / (tax loss) for the year determined in accordance with the provisions of the Income-Tax Act, 1961. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company:

- a. has a legally enforceable right to set off the recognised amounts; and
- b. intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss. Management periodically evaluates the positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where applicable.

- **Deferred tax**

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

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves. Unrecognized deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Taxes relating to items recognized directly in equity or OCI is recognized in equity or OCI.

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



Deferred tax assets and liabilities are offset only if:

- a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

**m) Inventories**

Inventories which comprise of raw material, packing material, work-in-progress, finished goods and stores and spares are valued at lower of cost and net realizable value. Cost of inventories comprise of all costs of purchase, costs of conversion and other costs incurred in bringing the inventory to their present location and condition. The inventories of raw materials, packing materials, work-in-progress, finished goods and stores are valued at moving weighted average cost of the respective batches.

Cost of work-in-progress and finished goods include direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. 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.

The net realizable value of work-in-progress is determined with reference to the selling prices of related finished products. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value. The comparison of cost and net realizable value is made on an item-by-item basis.

**n) Dividend**

Final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors

**o) Property, plant and equipment**

**Recognition and measurement**

Property, Plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment (including Capital Work in Progress) comprises:

- a) its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- b) any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- c) the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognised in the statement of profit and loss.



If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in the statement of profit and loss.

Freehold land is carried at historical cost. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

#### **Subsequent expenditure**

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

#### **Depreciation/ Amortizations**

Depreciation on tangible fixed assets is provided in accordance with the provisions of Schedule II of the Companies Act 2013, on Straight Line Method. The estimated useful lives, residual values 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. In the following category of property, plant and equipment, the depreciation has been provided based on the technical specifications, external & internal assessment, the requirement of refurbishments and past experience of the remaining useful life which is different from the useful life as specified in Schedule II to the Act:

Asset category	Estimated useful life in years
Crates, cans and milk-o-testers	4

#### **p) Non-current assets held for sale**

Non-current assets are classified as held for sale, if it carrying amount will be recovered principally through a sale transaction rather than through continuing use. For this to be the case, the asset must be available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets and its sale must be highly probable, and sale is expected to be completed within one year from the date of classification. Non-current assets held for sale are presented separately in the current section of the balance sheet.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell, unless these items presented in the disposal group are deferred tax assets, assets arising from employee benefits and financial assets that are specifically exempt from the requirements. Non-current assets are not depreciated or amortised while they are classified as held for sale.

#### **q) Intangible assets**

##### **• Recognition and measurement**

Intangible assets other than Goodwill are recognized when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of the asset can be measured reliably.

Intangible assets that are acquired are recognized at cost initially and carried at cost less accumulated amortization and accumulated impairment loss, if any.

Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

- **Amortisation**

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in the statement of profit and loss.

The intangible assets are amortised over the estimated useful lives as given below:

- Computer Software : 5 years

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

**r) Borrowing Cost**

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of that asset till the date it is ready for its intended use or sale. Other borrowing costs are recognised as an expense in the period in which they are incurred.

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. 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 effective interest method.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange difference to the extent regarded as an adjustment to the borrowing costs.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

**s) Impairment of non-financial assets**

The carrying values of assets/cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. If the carrying amounts of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount.

The recoverable amount is the greater of the fair value less costs to sell and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor that reflects current market assessments of the time value of money and the risk specific to the asset.

When there is indication that an impairment loss recognised for an asset (other than goodwill) in earlier accounting periods which no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss.

**t) Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**u) Trade receivables**

Trade receivables are initially recognised when they are originated. A trade receivable without a significant financing component is initially measured at the transaction price. The Company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables:

The Company measures loss allowances at an amount equal to lifetime Expected Credit Loss (ECLs). Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment, that includes forward-looking information.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 180 days past due

The Company considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is more than 180 days past due.

#### **v) Measurement of ECLs**

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset

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

ECL impairment loss allowance (or reversal) recognized during the period is recognized as (income) / expense in the statement of profit and loss (P&L). Financial assets measured as at amortised cost, contractual revenue receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

#### **w) Government grants**

Government Grants are recognised where there is a reasonable assurance that the grant will be received and the attached conditions will be complied with.

Government grants relating to income are deferred and recognised in the statement of profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to statement of profit and loss on a straight-line basis over the expected lives of the related assets and presented within other income.

**x) Leases**

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. If the Company reasonably expects that the effects on the financial statements of the portfolio approach would not differ materially from applying it to the individual leases within that portfolio. The lease payments shall include fixed payments, variable lease payments (variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date), residual value guarantees (amounts expected to be payable under a residual value guarantee), exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of twelve months or less and leases of low value assets. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

- **Company as a lessee:**

The Company has elected not to recognise right-of- use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. The Company applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

The Company has lease contracts for buildings used in its operations. The Leases generally have lease terms between 1 and 10 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. There are several lease contracts that include extension and termination options and variable lease payments.

**y) Financial instruments**

- **Recognition and initial measurement**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument except for trade receivables which are initially recognized when they are originated. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

- **Classification and subsequent measurement**

**Financial assets**

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

***Amortised Cost:***

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

***Fair Value through OCI:***

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- ***Fair Value through Profit or Loss:***

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

## Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

- **Financial Liabilities at FVTPL:**

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss

- **Other Financial Liabilities:**

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

- **Derecognition of financial instruments**

### **Financial assets**

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

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

### **Financial liabilities**

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

The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this cases, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in the statement of profit and loss.

- **Impairment of financial assets**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for trade receivables that do not constitute a financing transaction. In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted

for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and allowance rates used in the provision matrix. For all other financial assets, expected credit losses are measured at an amount equal to the 12-months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

- **Interest rate benchmark reform**

When the basis for determining the contractual cash flows of a financial asset or financial liability measured at amortised cost changed as a result of interest rate benchmark reform, the Company updated the effective interest rate of the financial asset or financial liability to reflect the change that is required by the reform. A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if the following conditions are met:

- the change is necessary as a direct consequence of the reform; and
- the new basis for determining the contractual cash flows is economically equivalent to the previous basis – i.e. the basis immediately before the change.

When changes were made to a financial asset or financial liability in addition to changes to the basis for determining the contractual cash flows required by interest rate benchmark reform, the Company first updated the effective interest rate of the financial asset or financial liability to reflect the change that is required by interest rate benchmark reform. After that, the Company applied the policies on accounting for modifications to the additional changes.

- **Offsetting**

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

**z) Earnings per share**

The basic earnings per share ('EPS') is computed by dividing the net profit after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit after tax for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. As at balance sheet, the Company did not have any dilutive potential equity shares.

**aa) Provisions and Contingencies**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit & loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risk specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. A provision for onerous contracts is measured at the present value of the lower of expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract.

Contingent liability is disclosed in the case of:

- a present obligation arising from the past events, when it is not probable that an outflow or resources will be required to settle the obligation;
- a present obligation arising from past events, when the amount of the obligation cannot be measured with sufficient reliability;
- a possible obligation arising from past events unless the probability of outflow or resources is remote.

A contingent asset is not recognized but disclosed in the financial statements where an inflow of economic benefit is probable. Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

**ab) Recent Pronouncements**

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



(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

### Notes to the financial statements

#### Note 3 Property, Plant and Equipment

Particulars	Free hold Land	Buildings	Plant and Machinery	Electrical Installations	Furniture and Fixtures	Vehicles	Office equipment	Crates, Cans & Milk-o-Testers	Wind and Solar Equipment	Computers	Total
<b>Gross Block</b>											
As at 1 April 2024	3,111.03	10,666.87	28,509.62	1,865.13	344.78	732.55	345.65	269.23	2,867.03	699.08	49,410.97
Additions	-	343.47	3,408.45	120.39	42.61	50.12	60.17	49.65	-	126.68	4,201.54
Disposals	-	(0.27)	(722.86)	(17.48)	(1.25)	(131.34)	(5.24)	(11.78)	-	(302.34)	(1,192.56)
Assets held for sale (refer note (i) below)	(81.43)	(129.68)	-	-	-	-	-	-	-	-	(211.11)
<b>As at 31 March 2025</b>	<b>3,029.60</b>	<b>10,880.39</b>	<b>31,195.21</b>	<b>1,968.04</b>	<b>386.14</b>	<b>651.33</b>	<b>400.58</b>	<b>307.10</b>	<b>2,867.03</b>	<b>523.42</b>	<b>52,208.84</b>
<b>Accumulated Depreciation</b>											
As at 1 April 2024	-	3,099.16	17,069.44	1,000.69	184.00	400.17	247.77	240.68	1,444.17	496.58	24,182.66
For the year	-	370.94	2,665.62	150.18	25.58	67.33	28.34	11.74	117.58	107.70	3,545.01
Disposals	-	(0.25)	(589.78)	(15.17)	(1.05)	(49.14)	(4.73)	(11.63)	-	(284.00)	(955.75)
Assets held for sale (refer note (i) below)	-	(55.73)	-	-	-	-	-	-	-	-	(55.73)
<b>As at 31 March 2025</b>	<b>-</b>	<b>3,414.12</b>	<b>19,145.28</b>	<b>1,135.70</b>	<b>208.53</b>	<b>418.36</b>	<b>271.38</b>	<b>240.79</b>	<b>1,561.75</b>	<b>320.28</b>	<b>26,716.19</b>
<b>Net Block as at 31 March 2025</b>	<b>3,029.60</b>	<b>7,466.27</b>	<b>12,049.93</b>	<b>832.34</b>	<b>177.61</b>	<b>232.97</b>	<b>129.20</b>	<b>66.31</b>	<b>1,305.28</b>	<b>203.14</b>	<b>25,492.65</b>
<b>Gross Block</b>											
As at 1 April 2023	3,111.03	10,460.36	26,469.54	1,827.80	336.22	574.86	329.34	271.56	2,867.03	634.56	46,882.30
Additions	-	206.51	2,509.80	61.95	22.52	214.51	32.73	9.32	-	132.22	3,189.56
Disposals	-	-	(469.72)	(24.62)	(13.96)	(56.82)	(16.42)	(11.65)	-	(67.70)	(660.89)
<b>As at 31 March 2024</b>	<b>3,111.03</b>	<b>10,666.87</b>	<b>28,509.62</b>	<b>1,865.13</b>	<b>344.78</b>	<b>732.55</b>	<b>345.65</b>	<b>269.23</b>	<b>2,867.03</b>	<b>699.08</b>	<b>49,410.97</b>
<b>Accumulated Depreciation</b>											
As at 1 April 2023	-	2,724.10	14,942.56	879.78	173.31	354.71	231.48	242.56	1,325.63	436.99	21,311.12
For the year	-	375.06	2,543.51	144.02	23.44	73.53	31.70	9.19	118.54	123.80	3,442.79
Disposals	-	-	(416.63)	(23.11)	(12.75)	(28.07)	(15.41)	(11.07)	-	(64.21)	(571.25)
<b>As at 31 March 2024</b>	<b>-</b>	<b>3,099.16</b>	<b>17,069.44</b>	<b>1,000.69</b>	<b>184.00</b>	<b>400.17</b>	<b>247.77</b>	<b>240.68</b>	<b>1,444.17</b>	<b>496.58</b>	<b>24,182.66</b>
<b>Net Block as at 31 March 2024</b>	<b>3,111.03</b>	<b>7,567.71</b>	<b>11,440.18</b>	<b>864.44</b>	<b>160.78</b>	<b>332.38</b>	<b>97.88</b>	<b>28.55</b>	<b>1,422.86</b>	<b>202.50</b>	<b>25,228.31</b>

#### Title deeds of the immovable properties not held in the name of the Company

The title deeds of all the immovable properties are held in the name of the Company except as disclosed below

Relevant line item in the Balance Sheet	Description of item of property	Gross carrying value	Title deed held in the name of	Whether title deed holder is a promoter, director or relative of promoter, director or employee of promoter, director	Property held since which date	Reasons for not being held in the name of company
Property Plant and Equipment	Freehold Land	6.57	K. Bhasker Reddy	Promoter director	30/06/2006	in the process of being transferred in the name of the Company.

#### Notes:

- The Company has initiated the process to monetize the land and buildings at four locations (Tadepalligudem, Addaraod, Keshampet and Jagadvepur). These are expected to be completed in financial year 2025-26. Accordingly, the same has been classified as "Assets held for sale" as at 31 March 2025.
- Lien created on Plant and Machinery purchased by utilizing respective term loans . Refer note 19
- Refer to note 36(a)(i) for disclosure of contractual commitments for the acquisition of Property, Plant and Equipment.

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Note 4 Capital work-in-progress**

Particulars	As at 31 March 2025	As at 31 March 2024
Opening balance	318.61	186.11
Additions during the year	4,270.83	3,338.30
Capitalised during the year	(4,201.54)	(3,205.80)
<b>Closing balance</b>	<b>387.90</b>	<b>318.61</b>

**i) Ageing for Capital work-in-progress as at 31 March 2025 is as follows :**

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	> 3 years	
Project in progress	387.90	-	-	-	<b>387.90</b>
Projects temporarily suspended	-	-	-	-	-

**Ageing for Capital work-in-progress as at 31 March 2024 is as follows :**

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	> 3 years	
Project in progress	318.61	-	-	-	<b>318.61</b>
Projects temporarily suspended	-	-	-	-	-

- ii) Project execution plans are modulated basis capacity requirement assessment and all the projects are executed as per the rolling annual plan.

**Note 5 Other Intangible Assets**

Particulars	Computer Software	Total
<b>Gross Block</b>		
As at 1 April 2024	683.86	683.86
Additions	-	-
Disposals	(229.15)	(229.15)
<b>As at 31 March 2025</b>	<b>454.71</b>	<b>454.71</b>
<b>Accumulated amortisation</b>		
As at 1 April 2024	610.13	610.13
For the year	11.21	11.21
Disposals	(210.87)	(210.87)
<b>As at 31 March 2025</b>	<b>410.47</b>	<b>410.47</b>
<b>Net Block at 31 March 2025</b>	<b>44.24</b>	<b>44.24</b>
Particulars	Computer Software	Total
<b>Gross Block</b>		
As at 1 April 2023	667.62	667.62
Additions	16.24	16.24
Disposals	-	-
<b>As at 31 March 2024</b>	<b>683.86</b>	<b>683.86</b>
<b>Accumulated amortisation</b>		
As at 1 April 2023	599.80	599.80
For the year	10.33	10.33
Disposals	-	-
<b>As at 31 March 2024</b>	<b>610.13</b>	<b>610.13</b>
<b>Net Block at 31 March 2024</b>	<b>73.73</b>	<b>73.73</b>

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Note 6 Other non-current financial assets**

	As at 31 March 2025	As at 31 March 2024
Security deposits (unsecured)		
- Considered good	439.75	425.38
- Considered doubtful	9.21	1.79
- Less: Allowance for doubtful assets	(9.21)	(1.79)
	<b>439.75</b>	<b>425.38</b>
Fixed deposits with maturity of more than 12 months	72.59	-
<b>Total</b>	<b>512.34</b>	<b>425.38</b>

**Note 7 Deferred tax assets**

	As at 31 March 2025	As at 31 March 2024
Deferred tax assets (net) (refer note 43)	771.21	2,051.69
<b>Total</b>	<b>771.21</b>	<b>2,051.69</b>

**Note 8 Other non-current assets**

	As at 31 March 2025	As at 31 March 2024
Capital advances (unsecured)		
- Considered good	76.41	142.93
- Considered doubtful	10.01	10.04
- Less: Allowance for doubtful advances	(10.01)	(10.04)
	<b>76.41</b>	<b>142.93</b>
Prepaid expenses	102.63	102.10
Balances with Government authorities	250.59	250.37
<b>Total</b>	<b>429.63</b>	<b>495.40</b>

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Note 9 Inventories**

	As at 31 March 2025	As at 31 March 2024
<b>(Valued at lower of cost and net realisable value)</b>		
Raw materials*	3,467.75	5,088.01
Packing materials	1,012.59	1,059.31
Finished goods**	2,680.58	8,044.61
Work-in-progress	706.48	711.65
Stock-in-trade	89.59	197.35
Consumables, stores and spares	1,200.73	1,051.48
<b>Total</b>	<b>9,157.72</b>	<b>16,152.41</b>

\*Includes skim milk powder purchased and produced by the Company.

\*\* Includes inventory of butter which are for sale and for the purpose of reconstitution into milk and milk products.

The write-down of inventories to net realisable value and losses during the year amounted to INR 132.46 Lakhs (31 March 2024: INR 407.74 Lakhs). The write-downs/ losses are included in cost of materials consumed and changes in inventories of finished goods, stock-in-trade and work-in-progress.

**Note 10 Trade receivables**

	As at 31 March 2025	As at 31 March 2024
<b>Secured</b>		
Considered good	843.51	611.06
<b>Unsecured</b>		
Considered good	1,799.06	1,062.87
Credit impaired	284.88	254.62
Significant increase in credit risk	-	-
<b>Total Trade Receivables</b>	<b>2,927.45</b>	<b>1,928.55</b>
Less: Loss allowance	(364.85)	(320.25)
<b>Net Trade Receivables</b>	<b>2,562.60</b>	<b>1,608.30</b>

- (i) Trade receivables are generally on terms of 0 to 45 days.
- (ii) No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.
- (iii) The Company's exposure to credit and currency risk and loss allowances related to trade receivables are disclosed in note 41.2.
- (iv) Trade receivables includes receivables from related parties INR 2.16 lakhs (31 March 2024 INR 0.28 lakhs ). Refer note 44.
- (v) There are no unbilled dues as at 31 March 2025 and 31 March 2024.

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

Particulars	Outstanding for following periods from due date of payment					Total
	< 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b><u>As at 31 March 2025</u></b>						
(i) Undisputed Trade receivables – considered good	2,584.70	44.53	1.01	-	12.33	2,642.57
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	52.84	64.37	48.27	10.81	176.29
(iv) Disputed Trade receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables – credit impaired	-	-	3.05	60.44	45.10	108.59
<b>Total</b>	<b>2,584.70</b>	<b>97.37</b>	<b>68.43</b>	<b>108.71</b>	<b>68.24</b>	<b>2,927.45</b>

Particulars	Outstanding for following periods from due date of payment					Total
	< 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b><u>As at 31 March 2024</u></b>						
(i) Undisputed Trade receivables – considered good	1,468.84	108.01	60.94	10.25	25.89	1,673.93
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	0.66	64.71	55.14	18.34	7.18	146.03
(iv) Disputed Trade receivables – considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables – credit impaired	-	-	55.93	25.08	27.58	108.59
<b>Total</b>	<b>1,469.50</b>	<b>172.72</b>	<b>172.01</b>	<b>53.67</b>	<b>60.65</b>	<b>1,928.55</b>

**Note 11 Cash and cash equivalents**

	As at 31 March 2025	As at 31 March 2024
- Balances with Banks - in current accounts	732.37	185.74
<b>Cash and cash equivalents</b>		
Cash on hand	187.50	187.69
<b>Total</b>	<b>919.87</b>	<b>373.43</b>

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Note 12 Bank balances other than cash and cash equivalents**

	As at 31 March 2025	As at 31 March 2024
Deposits with banks with original maturity more than 3 months but less than twelve months *	3.50	70.23
Unpaid dividend accounts	4.65	6.00
<b>Total</b>	<b>8.15</b>	<b>76.23</b>

\*Fixed deposits with scheduled banks held as margin money towards bank guarantees/ sales tax registration/ overdraft limit

**Note 13 Loans**

	As at 31 March 2025	As at 31 March 2024
<b>Unsecured, considered good</b>		
Loan to related parties (refer note 44)	1,000.23	-
<b>Total</b>	<b>1,000.23</b>	<b>-</b>

Loans given to employees as per the Company policy are not considered for the purposes of disclosure under Section 186(4) of the Companies Act, 2013.

There are no loans to promoters, directors or KMPs (as defined under Companies Act, 2013) either severally or jointly with any other person, that are without specifying any terms or period of repayment.

**Note 14 Current Investments**

	As at 31 March 2025	As at 31 March 2024
Quoted		
Investments carried at fair value through profit or loss		
Investments in Mutual Funds	-	800.74
<b>Total</b>	<b>-</b>	<b>800.74</b>

**Note 15 Other current financial assets**

	As at 31 March 2025	As at 31 March 2024
Security deposits - unsecured		
- Considered good	81.37	65.53
- Considered doubtful	4.35	1.94
- Less: Allowance for doubtful assets	(4.35)	(1.94)
	<b>81.37</b>	<b>65.53</b>
Advances to employees	16.19	6.02
<b>Total</b>	<b>97.56</b>	<b>71.55</b>

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Note 16 Other current assets**

	As at 31 March 2025	As at 31 March 2024
<b>(Unsecured)</b>		
<b>Considered good:</b>		
Advances to suppliers	186.07	133.17
Advances to milk suppliers	16.24	38.02
Prepaid expenses	496.13	450.90
GST receivables	107.89	110.72
Others	8.21	23.50
	<b>814.54</b>	<b>756.31</b>
<b>Considered doubtful:</b>		
Advances to suppliers	-	13.85
Advances to milk suppliers	3.74	3.35
Less: Allowance for doubtful advances	(3.74)	(17.20)
	-	-
<b>Total</b>	<b>814.54</b>	<b>756.31</b>

**Note 17 Equity share capital**

	As at 31 March 2025	As at 31 March 2024
<b>Authorised:</b>		
17,150,000 (31 March 2024: 17,150,000 ) equity shares of INR 10/- each	1,715.00	1,715.00
	<b>1,715.00</b>	<b>1,715.00</b>
<b>Issued, Subscribed and Paid-up:</b>		
11,324,700 (31 March 2024 : 11,324,700) equity shares of INR 10/- each fully paid up	1,132.47	1,132.47
	<b>1,132.47</b>	<b>1,132.47</b>

**Reconciliation of number of shares outstanding at the beginning and end of the year :**

	As at 31 March 2025		As at 31 March 2024	
	No. of shares	Amount	No. of shares	Amount
<b>Equity shares :</b>				
At the commencement of the year	<b>1,13,24,700</b>	<b>1,132.47</b>	<b>1,13,24,700</b>	<b>1,132.47</b>
Issued during the year	-	-	-	-
<b>At the end of the year</b>	<b>1,13,24,700</b>	<b>1,132.47</b>	<b>1,13,24,700</b>	<b>1,132.47</b>

**Terms and rights attached to equity shares:**

Equity shares of the Company have a par value of INR 10 per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Number of Shares held by holding Company:**

	As at 31 March 2025	As at 31 March 2024
<b>Equity shares:</b>		
Godrej Agrovat Limited	70,81,508	58,79,008
(The ultimate parent Company is Godrej Industries Limited)		

**Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

	As at 31 March 2025		As at 31 March 2024	
	No. of shares	%	No. of shares	%
<b>Equity shares:</b>				
Godrej Agrovat Limited	70,81,508	62.53%	58,79,008	51.91%
K.Bhasker Reddy	4,68,500	4.14%	8,68,500	7.67%
D.Chandra Shekhar Reddy	4,35,292	3.84%	8,35,292	7.38%
C.Mangaraj	6,89,100	6.08%	10,89,100	9.62%
M Rama Kumari	8,19,716	7.24%	8,19,716	7.24%
		<b>83.84%</b>		<b>83.81%</b>

**Disclosure of shareholding of promoters as at 31 March 2025 is as follows:**

Promoter Name	No. of shares	% of total shares	% change during the year
Godrej Agrovat Limited	70,81,508	62.53%	10.62%
K. Bhasker Reddy	4,68,500	4.14%	-3.53%
D. Chandra Shekher Reddy	4,35,292	3.84%	-3.53%
Mangaraj Chinthala	6,89,100	6.08%	-3.53%
M Rama Kumari	8,19,716	7.24%	-
Shrinath Shetkhar	20,000	0.18%	-

**Disclosure of shareholding of promoters as at 31 March 2024 is as follows:**

Promoter Name	No. of shares	% of total shares	% change during the year
Godrej Agrovat Limited	58,79,008	51.91%	-
K. Bhasker Reddy	8,68,500	7.67%	-
D. Chandra Shekher Reddy	8,35,292	7.38%	-
Mangaraj Chinthala	10,89,100	9.62%	-
M Rama Kumari	8,19,716	7.24%	-
Shrinath Shetkhar	20,000	0.18%	-



**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Note 18 Other equity**

	As at 31 March 2025	As at 31 March 2024
<b>Retained earnings</b>		
Opening balance	2,611.06	2,844.66
Add: Net Profit for the year	1,493.68	779.19
Less: Total comprehensive loss for the year	(32.69)	(22.79)
Less: Transfer to Debenture redemption reserve	-	(990.00)
<b>Closing balance</b>	<b>4,072.05</b>	<b>2,611.06</b>
<b>General reserve:</b>		
Opening balance	1,443.72	1,443.72
<b>Closing balance</b>	<b>1,443.72</b>	<b>1,443.72</b>
<b>Securities premium</b>		
Opening balance	5,720.20	5,720.20
<b>Closing balance</b>	<b>5,720.20</b>	<b>5,720.20</b>
<b>Debenture Redemption Reserve</b>		
Opening balance	990.00	-
Add : Reserve created during the year	-	990.00
<b>Closing balance</b>	<b>990.00</b>	<b>990.00</b>
<b>Capital reserve</b>		
Opening balance	(186.98)	(186.98)
<b>Closing balance</b>	<b>(186.98)</b>	<b>(186.98)</b>
	<b>12,038.99</b>	<b>10,578.00</b>

**Note 19 Long-term borrowings**

	Non-Current	
	As at 31 March 2025	As at 31 March 2024
<b>From banks,</b>		
<b>Secured Term loans</b>		
Federal Bank	495.85	996.28
	<b>495.85</b>	<b>996.28</b>
<b>Unsecured Term Loans</b>		
ICICI Bank	500.00	1,000.00
South Indian Bank	2,850.00	-
	<b>3,350.00</b>	<b>1,000.00</b>
<b>Others, unsecured</b>		
From related parties	-	5,000.00
- Inter Corporate Deposit - Godrej Agrovet Limited (Holding Company)		
Others	9,900.00	9,900.00
- Non-Convertible Debentures		
	<b>9,900.00</b>	<b>14,900.00</b>
<b>Total</b>	<b>13,745.85</b>	<b>16,896.28</b>

## Notes to the financial statements

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

### Term loans are secured and other terms are given below:

#### Federal Bank

##### Term loan

The Loan is repayable in 16 equal quarterly instalments commencing from 29 June 2023. Interest rate of the loan during the year was ranging from 7.75% to 7.95% per annum.

Negative Lien created on the plant and machinery purchased by availing the term loan.

#### HDFC Bank

##### Term loan

Repayable in 12 equal quarterly instalments commencing from 30 June 2022. Interest rate of the loan during the year was ranging from 7.49% to 8.08% per annum.

Negative Lien created on the plant and machinery purchased by availing the term loan.

#### ICICI Bank

The Loan is repayable in 12 structured quarterly instalments commencing from 26 June 2024 . Interest rate of the loan during the year was ranging from 8.50% to 8.60% per annum.

#### South Indian Bank

The Loan is repayable in 16 structured quarterly instalments commencing from 10 June 2025. Current interest rate of the loan is 7.79% per annum.

### Inter Corporate Deposit (ICDs)

#### 2<sup>nd</sup> Tranche

Inter Corporate Deposit from Godrej Agrovet Limited is repayable in single instalment in February 2026. Current Interest rate of loan is 8.50% per annum and the Inter Corporate Deposit has been fully repaid during the year.

#### 3<sup>rd</sup> Tranche

Inter Corporate Deposit from Godrej Agrovet Limited is repayable in single instalment in March 2026. Current Interest rate of loan is 8.50% per annum and the Inter Corporate Deposit has been fully repaid during the year.

### Non-Convertible Debentures (NCDs)

#### 1<sup>st</sup> Tranche

Company on 21 August 2023 has issued 4,900 unsecured, rated, listed, redeemable, Non-convertible Debentures (NCDs) of face value ₹1,00,000 each for a total amount of INR 4,900 Lakhs on a private placement basis at 8.65% per annum . The NCDs are repayable in single instalment at the end of 36 months from date of issue i.e., on 21 August 2026.

#### 2<sup>nd</sup> Tranche

Company on 23 October 2023 has issued 5,000 unsecured, rated, listed, redeemable, Non-convertible Debentures (NCDs) of face value ₹1,00,000 each for a total amount of INR 5,000 Lakhs on a private placement basis at 8.65% per annum . The NCDs are repayable in single instalment at the end of 36 months from date of issue i.e., on 23 October 2026.

### Note 20 Non-current provisions

	As at 31 March 2025	As at 31 March 2024
<b>Provision for employee benefits:</b>		
- Provision for compensated absences	93.30	96.09
- Provision for gratuity (refer note 40)	325.74	186.23
<b>Total</b>	<b>419.04</b>	<b>282.32</b>

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Note 21 Other non-current liabilities**

	As at 31 March 2025	As at 31 March 2024
Deferred grant (Refer Note below)	115.04	124.39
	<b>115.04</b>	<b>124.39</b>

**Note:** Represents government grants towards cold storages under cold chain project scheme. These subsidies are received towards acquisition of depreciable assets and the amount in proportion to the depreciation is transferred to the statement of Profit and Loss. There are no unfulfilled conditions or other contingencies attached to these grants. The Company did not benefit directly from any other forms of government assistance.

**Note 22 Current borrowings**

	As at 31 March 2025	As at 31 March 2024
Current portion of secured bank term loan	500.00	1,119.50
<b>Unsecured</b>		
Current portion of unsecured bank term loan	1,451.45	500.71
Commercial Paper	-	5,000.00
Accrued Interest on ICDs	-	191.77
Accrued interest on NCDs	454.23	452.30
<b>Total</b>	<b>2,405.68</b>	<b>7,264.28</b>

**Terms of short term Loan/ Working capital loans:**

Interest on unsecured working capital demand loan availed by the Company during the year was ranging 7.00% to 9.30%.

**Commercial Papers**

Commercial Paper carries interest rate of 8.00% to 8.30% in the previous year and has been fully repaid during the year.

**Note 23 Trade payables**

	As at 31 March 2025	As at 31 March 2024
<b>Trade Payables</b>		
dues to micro and small enterprises (refer note 46)	884.97	632.63
dues to other than micro and small enterprises	6,900.99	6,793.27
<b>Total</b>	<b>7,785.96</b>	<b>7,425.90</b>

Trade payables includes payables to related parties INR 461.15 lakhs (31 March 2024 INR 401.13 lakhs ). Refer note 44.

Note No. 23.1: Micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified by the Company on the basis of the information available with the Company and the auditors have relied on the same. Accordingly, there are disputed amount overdue as on March 31, 2025 and March 31, 2024 to Micro, Small and Medium Enterprises on account of principal or interest.

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 year	2-3 year	> 3 years	Total
<b>As at 31 March 2025</b>						
(i) MSME	746.85	-	-	-	-	746.85
(ii) Others	6,180.52	456.02	74.78	65.42	26.11	6,802.85
(iii) Disputed dues - MSME	-	128.30	2.37	5.53	1.92	138.12
(iv) Disputed dues - Others	-	10.19	54.59	8.21	25.15	98.14
<b>Total</b>	<b>6,927.37</b>	<b>594.51</b>	<b>131.74</b>	<b>79.16</b>	<b>53.18</b>	<b>7,785.96</b>

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1-2 year	2-3 year	> 3 years	Total
<b>As at 31 March 2024</b>						
(i) MSME	610.69	-	-	-	-	610.69
(ii) Others	6,031.10	520.35	72.30	34.56	2.04	6,660.35
(iii) Disputed dues - MSME	-	18.32	0.93	1.13	1.56	21.94
(iv) Disputed dues - Others	-	19.36	3.67	12.44	97.45	132.92
<b>Total</b>	<b>6,641.79</b>	<b>558.03</b>	<b>76.90</b>	<b>48.13</b>	<b>101.05</b>	<b>7,425.90</b>

**Note 24 Other financial liabilities**

	As at 31 March 2025	As at 31 March 2024
<b>Non- Current</b>		
Employee related payables	100.00	175.00
<b>Total</b>	<b>100.00</b>	<b>175.00</b>
<b>Current</b>		
Security deposits	3,337.76	2,834.82
Capital creditors	390.57	364.78
Employee related payables	595.74	826.68
Unclaimed dividend	4.65	6.00
<b>Total</b>	<b>4,328.72</b>	<b>4,032.28</b>

There are no amounts due to be credited to Investor Education and Protection Fund in accordance with Section 125 (2) (c) of the Companies Act, 2013 as at 31 March 2025 and 31 March 2024.

**Note 25 Other current liabilities**

	As at 31 March 2025	As at 31 March 2024
Contract Liabilities (Advances from customers)	291.55	254.71
Advance against assets held for sale (Refer Note 3)	92.00	-
Statutory liabilities	311.94	567.29
Deferred income	9.34	9.34
<b>Total</b>	<b>704.83</b>	<b>831.34</b>

**Note 26 Provisions**

	As at 31 March 2025	As at 31 March 2024
<b>Current</b>		
Provision for employee benefits:		
- Provision for compensated absences (refer note 40)	71.33	83.50
- Provision for gratuity (refer note 40)	192.23	231.33
<b>Total</b>	<b>263.56</b>	<b>314.83</b>

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Note 27 Revenue from operations**

	For the year ended 31 March 2025	For the year ended 31 March 2024
Sale of products	1,55,638.66	1,54,050.18
<b>Other operating revenue:</b>		
Sale of power	201.53	149.17
Processing charges	103.30	48.15
Scrap sales	128.60	103.28
Sale of stock-in-trade (animal feed)	2,451.16	2,935.38
<b>Total</b>	<b>1,58,523.25</b>	<b>1,57,286.16</b>

**27A Reconciliation of revenue recognised with the contracted price is as follows:**

Contract price	1,62,145.49	1,59,698.41
<b>Adjustments for:</b>		
Discounts and incentives	(6,506.83)	(5,648.23)
<b>Total</b>	<b>1,55,638.66</b>	<b>1,54,050.18</b>

**27B Sales by Geography**

Sales in India	1,55,520.93	1,54,050.18
Sales outside India	117.73	-
<b>Total</b>	<b>1,55,638.66</b>	<b>1,54,050.18</b>

**27C Contract Balances**

Receivables, which are included in 'trade receivables' (refer note 10)	2,927.45	1,928.55
Contract Liabilities (Advances from customers) (refer note 25)	291.55	254.71

The Company receives payment from customers based on a billing schedule, as established in the contracts with customers. Trade receivable are recognized when the right to consideration becomes unconditional. Contract liability relates to payments received in advance of performance under the contract. Contract liabilities are recognised as revenue as (or when) the Company perform under the contract.

**Note 28 Other income**

	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest income under the effective interest method	40.41	33.30
Amortisation of government grants (refer note 21)	9.34	9.34
Net gain on sale of investments	20.04	7.43
Liabilities/Provisions no longer required written back	357.73	29.07
Miscellaneous income	50.12	303.81
<b>Total</b>	<b>477.64</b>	<b>382.95</b>

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Note 29 Cost of materials consumed**

	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>Raw materials:</b>		
Material at the commencement of the year	5,088.01	3,898.37
Add : Purchases*	1,00,106.90	1,13,672.81
Less: Raw material at the end of the year	3,467.75	5,088.01
	<b>1,01,727.16</b>	<b>1,12,483.17</b>
<b>Packing materials:</b>		
Material at the commencement of the year	1,059.31	1,321.77
Add : Purchases	6,469.28	6,335.27
Less: Packing material at the end of the year	1,012.59	1,059.31
	<b>6,516.00</b>	<b>6,597.73</b>
<b>Total</b>	<b>1,08,243.16</b>	<b>1,19,080.90</b>

\* Represents the balancing figure and includes certain production/ procurement overheads.

**Note 30 Changes in inventories of finished goods, stock-in-trade and work-in-progress**

	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>At the commencement of the year</b>		
Stock-in-trade	197.35	186.13
Work-in-progress	711.65	795.22
Finished goods	8,044.61	4,640.32
	<b>8,953.61</b>	<b>5,621.67</b>
<b>At the end of the year</b>		
Stock-in-trade	89.59	197.35
Work-in-progress	706.48	711.65
Finished goods	2,680.58	8,044.61
	<b>3,476.65</b>	<b>8,953.61</b>
	<b>5,476.96</b>	<b>(3,331.94)</b>

**Note 31 Employee benefits expense**

	For the year ended 31 March 2025	For the year ended 31 March 2024
Salaries, wages and bonus	9,276.25	8,930.67
Contribution to provident and other funds	535.25	531.82
Gratuity (refer note 40)	138.41	128.74
Staff welfare expenses	520.94	455.86
<b>Total</b>	<b>10,470.85</b>	<b>10,047.09</b>

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Note 32 Finance costs**

	For the year ended 31 March 2025	For the year ended 31 March 2024
Interest expense on financial liabilities measured at amortised cost	1,478.60	2,038.76
Interest expense on lease liabilities (refer note 39)	12.11	16.12
<b>Total</b>	<b>1,490.71</b>	<b>2,054.88</b>

**Note 33 Depreciation and amortisation expense**

	For the year ended 31 March 2025	For the year ended 31 March 2024
Depreciation of property, plant and equipment (refer note 3)	3,545.01	3,442.79
Amortization of intangible assets (refer note 5)	11.21	10.33
Amortization of right-of-use asset (refer note 39)	85.15	120.00
<b>Total</b>	<b>3,641.37</b>	<b>3,573.12</b>

**Note 34 Other expenses**

	For the year ended 31 March 2025	For the year ended 31 March 2024
Consumption of stores and spares	663.92	823.43
Power and fuel	3,463.34	3,590.93
Rent (refer note 39)	163.28	281.80
Rates and taxes	180.23	160.09
Repairs and maintenance:		
- Machinery	1,003.56	868.11
- Buildings	10.34	12.91
- Others	301.13	322.17
Other manufacturing expenses	4,398.69	3,425.95
Travelling and conveyance	772.07	783.06
Professional and consultancy charges	889.18	1,614.57
Insurance	96.28	83.56
Office maintenance	49.31	39.61
Auditor's remuneration (refer note (i) below)	38.90	36.37
Bad debts written off	28.11	19.55
Less : Utilised from loss allowance (refer note 41.2)	(28.11)	(19.55)
Sundry balances written off	3.66	23.20
Less : Utilised from loss allowance (refer note 41.2)	(3.66)	(4.59)
Allowances for doubtful debts and advances	72.71	84.00
Loss on sale/scraping of property, plant and equipment, net	91.55	3.67
Selling, distribution and advertisement expenses	10,506.80	8,897.50
Miscellaneous expenses	1,987.06	1,351.39
<b>Total</b>	<b>24,688.35</b>	<b>22,397.73</b>

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

<b>Note (i) : Payment to auditors</b>	<b>For the year ended 31 March 2025</b>	<b>For the year ended 31 March 2024</b>
<b>Statutory audit fee</b>	24.91	24.91
Limited review	9.16	9.16
Certification Fees	1.60	-
Reimbursement of expenses	3.23	2.30
<b>Total</b>	<b>38.90</b>	<b>36.37</b>

**Note 35: Earnings per share**

**Computation of earnings per share**

<b>Particulars</b>	<b>For the year ended 31 March 2025</b>	<b>For the year ended 31 March 2024</b>
<b>Calculation of weighted average number of equity shares:</b>		
<b>Basic and diluted:</b>		
Number of equity shares outstanding at the beginning of the year	1,13,24,700	1,13,24,700
Number of shares issued during the year	-	-
Weighted average number of equity shares outstanding at the end of the year	<b>1,13,24,700</b>	<b>1,13,24,700</b>
Profit attributable to equity shareholders	1,493.68	779.19
Earnings per equity share (face value of share INR 10 each):		
- Basic earnings per share	13.19	6.88
- Diluted earnings per share	13.19	6.88

**Note 36: Contingent liabilities and commitments**

<b>Particulars</b>	<b>For the Year ended 31 March 2025</b>	<b>For the Year ended 31 March 2024</b>
<b>a. Commitments</b>		
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	447.01	397.46
(ii) Export obligation under EPCG The total customs duty saved against EPCG licenses was INR 8.14 lakhs.	48.87	48.87
(iii) Guarantees issued by the Banks	28.01	169.58
<b>b. Contingent Liabilities- Claims against the Company not acknowledged as debt in respect of (to the extent not provided for)</b>		
(i) Income tax*	885.63	2,361.05
(ii) Indirect tax cases*	86.77	85.89
(iii) Other matters	7.43	55.02

\* Tax paid under protest as at 31 March 2025: INR 238.03 lakhs (31 March 2024: INR 244.73 lakhs).

- Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timings of cash outflows, if any in respect of the above as it is determinable only on receipt of judgements/decisions pending with various forums/authorities.
- The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial position. The Company does not expect any reimbursements in respect of the above contingent liabilities.



**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Note 37: Segment reporting**

The Company is in the business of processing and selling milk and milk products. The Chief Operating Decision Maker (CODM) of the Company who is the Chief Executive Officer of the Company makes the decisions relating to allocating and utilisation of the resources of the Company. The CODM reviews the results of all milk and milk products together and therefore the Company has identified that it has only one reportable segment. The revenue, results, assets and liabilities of the power business of the Company are not material in the context of the financial statements and hence is not a reportable segment.

**Note 38: Provision for expected credit losses of trade receivables and contract assets**

The Company uses a provision matrix to calculate expected credit loss for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customers that have similar loss patterns (i.e., by geography, customer type, rating etc.) The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered external credit information for its customers to estimate the probability of default in future.

**Note 39: Right to use asset and Lease liabilities**

The following are the changes in the carrying value of right-of-use assets for the year ended:

Particulars	Buildings
<b>Cost</b>	
As at 1 April 2024	747.71
Additions	66.20
Disposals	(23.66)
<b>Balance at 31 March 2025</b>	<b>790.25</b>
As at 1 April 2023	721.88
Additions	85.29
Disposals	(59.46)
<b>Balance at 31 March 2024</b>	<b>747.71</b>
<b>Accumulated amortisation</b>	
As at 1 April 2024	596.97
Amortisation	85.15
Eliminated on disposals of assets	(10.77)
<b>Balance at 31 March 2025</b>	<b>671.35</b>
As at 1 April 2023	508.06
Amortisation	120.00
Eliminated on disposals of assets	(31.09)
<b>Balance at 31 March 2024</b>	<b>596.97</b>
<b>Carrying amounts</b>	
<b>Balance at 31 March 2025</b>	<b>118.90</b>
<b>Balance at 31 March 2024</b>	<b>150.74</b>

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

The following is the rental expense recorded for short-term leases and low value leases for the year ended 31 March 2025

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Short-term lease expense	163.28	281.80
<b>Total lease expense</b>	<b>163.28</b>	<b>281.80</b>

Following are the changes in the lease liabilities for the year ended 31 March 2025 and 31 March 2024:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Opening Balance	183.43	241.55
Additions	66.20	85.29
Finance cost	12.11	16.12
Deletions	(12.89)	(28.37)
Lease payments	(90.53)	(131.16)
<b>Closing Balance</b>	<b>158.32</b>	<b>183.43</b>
Non - Current	94.18	109.27
Current	64.14	74.16

The following is the cash outflow on leases during the year ended 31 March 2025:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Payment of lease liabilities	78.42	131.16
Interest on lease liabilities	12.11	16.12
Short-term lease expense	163.28	281.80
<b>Total cash outflow on leases</b>	<b>253.81</b>	<b>429.08</b>

The table below provides details regarding the contractual maturities of lease liabilities as at 31 March 2025 on an undiscounted basis:

Particulars	Less than 1 year	Between 1 and 2 years	2 and 5 years	Over 5 years	Weighted average effective interest rate %
<b>As at 31 March 2025</b>					
Lease liabilities	73.06	45.20	47.95	13.54	7%
<b>As at 31 March 2024</b>					
Lease liabilities	84.46	59.82	48.36	13.88	7%

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Note. 40 Assets and liabilities related to employee benefits**

**A) Defined Contribution Plans**

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund which is a defined contribution plan. The Company has no obligations other than to make the specified contributions. The contribution to provident fund charged to the statement of profit and loss is INR 474.58 lakhs (31 March 2024 : INR 457.05 lakhs).

**B) Defined benefit plan**

The Company provides gratuity for its employees as per the Payment of Gratuity Act, 1972. Effective 1<sup>st</sup> October 2019, all employees are eligible for gratuity after completion of continuous service for a period of 5 years. Effective from November 2021, the vesting criteria was changed from 5 years to 4 years and 240 days. The amount of gratuity payable on retirement/ termination is the employees' last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. Effective March 2025, company has revised the retirement age from 58 to 60 years. The gratuity payable to employees beyond 4 years and 240 days years of employment is a funded plan and the Company makes contributions to Life Insurance Corporation of India.

**Funding**

The Company has purchased an insurance policy to provide for payment of gratuity to the employees. Every year, the insurance Company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the Company.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the respective plans:

**Net defined benefit obligation as at balance sheet date:**

	<b>As at 31 March 2025</b>	<b>As at 31 March 2024</b>
Defined benefit obligation	891.97	829.97
Fair value of plan assets	(374.00)	(412.41)
<b>Net defined benefit assets</b>	<b>517.97</b>	<b>417.56</b>

**Movement in net defined benefit obligation and plan assets:**

The following table shows a reconciliation from the opening balances to the closing balances:

	<b>Defined benefit obligation</b>		<b>Fair value of plan assets</b>	
	<b>As at 31 March 2025</b>	<b>As at 31 March 2024</b>	<b>As at 31 March 2025</b>	<b>As at 31 March 2024</b>
<b>Opening balance</b>	<b>829.97</b>	<b>797.82</b>	<b>412.41</b>	<b>451.00</b>
Current service cost	108.58	103.37	-	-
Past service cost	-	-	-	-
Interest cost/ Interest income on plan assets	59.30	58.36	29.47	32.99
Benefits paid	(146.69)	(151.92)	(146.69)	(151.92)
Contributions paid by the employer	-	-	83.15	88.45

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

	Defined benefit obligation		Fair value of plan assets	
	As at 31 March 2025	As at 31 March 2024	As at 31 March 2025	As at 31 March 2024
<b>Actuarial loss (gain) arising from:</b>	-			
Demographic assumptions	1.65	-	-	-
Financial assumptions	22.05	4.55	-	-
Experience adjustment	15.64	17.79	-	-
Acquisition adjustment	1.47	-	-	-
Return on plan assets excluding interest	-	-	(4.34)	(8.11)
<b>Closing balance</b>	<b>891.97</b>	<b>829.97</b>	<b>374.00</b>	<b>412.41</b>

**Effect of any Amendments, Curtailments and Settlements:**

**Expense recognized in the statement of profit and loss:**

	For the year ended 31 March 2025	For the year ended 31 March 2024
Current service cost	108.58	103.37
Net interest cost	29.83	25.37
	<b>138.41</b>	<b>128.74</b>

**Re-measurements recognised in other comprehensive income:**

	For the year ended 31 March 2025	For the year ended 31 March 2024
Actuarial loss/(gain) arising from Defined Benefit Obligation	(39.34)	(22.34)
Return on plan assets excluding interest income	(4.34)	(8.11)
	<b>(43.68)</b>	<b>(30.45)</b>

**Plan assets:**

Plan assets comprise of the following:

	For the year ended 31 March 2025	For the year ended 31 March 2024
Group Gratuity cum Life Assurance with Life Insurance Corporation	374.00	412.41
Coverage of plan asset	100%	100%

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Summary of actuarial assumptions:**

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages).

	For the year ended 31 March 2025	For the year ended 31 March 2024
Discount rate	6.50%	7.15%
Future salary growth	5.00%	5.00%
Rate of employee turnover	20.00%	20.00%
Average past service (years)	6.02	5.91
Mortality rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

Assumptions regarding future mortality have been based on published statistics and mortality tables.

**Sensitivity analysis:**

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

	For the year ended 31 March 2025		For the year ended 31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(35.38)	38.23	(29.47)	31.72
Future salary growth (1% movement)	38.41	(36.20)	32.08	(30.33)
Rate of employee turnover (50% of attrition rate)	(1.94)	(12.72)	4.54	(21.34)
Future Mortality (10% movement)	0.09	(0.09)	0.09	(0.09)

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

**Expected contribution**

The expected contributions for defined benefit plan for the next financial year will be in line with the contribution for the period and is expected by the Management to be INR100 lakhs (31 March 2025: INR 83.15 lakhs).

**Expected future cash flows:**

The expected future cash flows in respect of gratuity as at Balance sheet dates were as follows (undiscounted):

Expected future benefit payments	As at 31 March 2025	As at 31 March 2024
1 <sup>st</sup> Following year	192.23	231.33
2 <sup>nd</sup> Following year	161.80	164.09
3 <sup>rd</sup> Following year	164.79	133.29
4 <sup>th</sup> Following year	131.26	112.58
5 <sup>th</sup> Following year	104.59	96.78
Thereafter	454.86	384.78
	<b>1,209.53</b>	<b>1,122.85</b>

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**C) Other long-term employee benefits:**

The accrual for unutilised leave is determined for the entire available leave balance standing to the credit of the employees at the year-end. The value of such leave balances that are eligible for carry forward, is determined by an actuarial valuation as at the end of the year and the amount charged to the statement of profit and loss is INR 47.05 lakhs (31 March 2024 INR 64 lakhs)

**Note 41: Financial instruments – Fair values and risk management**

**Note 41.1: Accounting classification and fair values**

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

As at 31 March 2025:	Carrying amount			Fair value			
	FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets:</b>							
Trade receivables	-	2,562.60	2,562.60	-	-	-	-
Cash and cash equivalents	-	919.87	919.87	-	-	-	-
Bank balances other than cash and cash equivalents	-	8.15	8.15	-	-	-	-
Loans	-	1,000.23	1,000.23	-	-	-	-
Other financial assets	-	609.90	609.90	-	-	-	-
	-	<b>5,100.75</b>	<b>5,100.75</b>	-	-	-	-
<b>Financial liabilities:</b>							
Borrowings	-	16,151.53	16,151.53	-	-	-	-
Trade payables	-	7,785.96	7,785.96	-	-	-	-
Other financial liabilities and lease liabilities	-	4,587.04	4,587.04	-	-	-	-
	-	<b>28,524.53</b>	<b>28,524.53</b>	-	-	-	-
As at 31 March 2024:	Carrying amount			Fair value			
	FVTPL	Amortised cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets:</b>							
Trade receivables	-	1,608.30	1,608.30	-	-	-	-
Cash and cash equivalents	-	373.43	373.43	-	-	-	-
Bank balances other than cash and cash equivalents	-	76.23	76.23	-	-	-	-
Current investments	800.74	-	800.74	800.74	-	-	800.74
Other financial assets	-	496.93	496.93	-	-	-	-
	<b>800.74</b>	<b>2,554.89</b>	<b>3,355.63</b>	<b>800.74</b>	-	-	<b>800.74</b>

## Notes to the financial statements

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

### Financial liabilities:

Borrowings	-	24,160.56	24,160.56	-	-	-	-
Trade payables	-	7,425.90	7,425.90	-	-	-	-
Other financial liabilities and lease liabilities	-	4,390.71	4,390.71	-	-	-	-
	-	<b>35,977.17</b>	<b>35,977.17</b>	-	-	-	-

### Note

The Company has not disclosed the fair values of financial instruments such as trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, other financial assets, borrowings, trade payables, other financial liabilities because their carrying amounts are a reasonable approximation of fair value.

### Note 41.2: Financial risk management objectives and policies

The Company has exposure to the following risks arising from financial instruments:

- A) Credit risk
- B) Liquidity risk
- C) Market risk
  - (i) Currency risk
  - (ii) Interest rate risks

### Risk management framework:

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad-hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

#### A) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and other financial assets.

The carrying amount of following financial assets represents the maximum credit exposure:

#### Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer and the geography in which it operates. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

The Company has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Further the Company segments the customers into Distributors, Agents, Modern trade, E-Commerce and others for credit monitoring.

The Company maintains security deposits for sales made to its customers. The Company individually monitors the sanctioned credit limits as against the outstanding balances. Accordingly, the Company makes specific provisions against such trade receivables wherever required and monitors the same at periodic intervals.

The Company also establishes an allowance for impairment that represents its estimate of expected losses in respect of trade receivables.

The carrying amounts of trade receivables as disclosed in Note no 10 represent the maximum credit risk exposure.

**Impairment**

**Expected credit loss assessment for customers :** Few customers are PSU and as per past experience, there has been no credit loss on account of customer's inability to pay i.e. there has been no material bad debts in past and therefore, no provision is generally made on this account. Provision is made for expected delay in realisation of trade receivables beyond contractual terms. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables on a provision matrix. The expected credit loss on the ageing of the days the receivables are due and the rates as given in the provision matrix.

The ageing of trade receivables that are past due and expected credit loss are given below:

Year	1 to 30 days	31 to 90 days	91 to 180 days	Above 180 days	Gross receivables	Loss Allowance	Net trade receivables
<b>As at 31 March 2025 :</b>							
Gross carrying amount	2,195.99	314.42	74.29	342.75	<b>2,927.45</b>	(364.85)	<b>2,562.60</b>
Weighted average loss rate	1%	9%	33%	87%	<b>12%</b>		
Loss allowance	14.63	27.49	24.33	298.40	<b>364.85</b>		
<b>As at 31 March 2024 :</b>							
Gross carrying amount	1,106.83	265.61	97.06	459.05	<b>1,928.55</b>	(320.25)	<b>1,608.30</b>
Weighted average loss rate	1%	6%	23%	60%	<b>17%</b>		
Loss allowance	7.81	15.01	22.17	275.26	<b>320.25</b>		

The movement in loss allowance in respect of trade receivables is as follows:

	As at 31 March 2025	As at 31 March 2024
Opening balance	320.25	255.80
Loss allowance (reversed) /recognised	72.71	84.00
Amounts utilized for write-off of debts	(28.11)	(19.55)
<b>Closing balance</b>	<b>364.85</b>	<b>320.25</b>

**Other financial assets**

This comprises mainly of balances with banks, deposits with Government authorities and other receivables. Credit risk arising from these financial assets is limited and there is no collateral held against these because the counterparties are banks and government organizations. The Company considers that its balances with banks have low credit risk based on the external credit ratings of the counterparties.



**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

The movement in respect of loss allowance is as follows:

	As at 31 March 2025	As at 31 March 2024
Opening balance	30.97	35.56
Loss allowance recognised/ (reversed)	(3.66)	(4.59)
Amounts written off	-	-
<b>Closing balance</b>	<b>27.31</b>	<b>30.97</b>

**B) Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has sufficient current assets to manage the liquidity risk, if any in relation to current financial liabilities.

**Exposure to liquidity risk**

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted and exclude the impact of netting agreements.

As at 31 March 2025	Carrying values	Contractual cash flows				
		0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities:</b>						
Non Current Borrowings (including current maturities)	16,151.53	2,082.62	1,584.78	12,502.02	2,058.20	-
Trade payables	7,785.96	7,785.96	-	-	-	-
Other financial liabilities	4,428.72	4,278.72	50.00	100.00	-	-
Lease liabilities	158.32	38.97	34.09	45.20	47.95	13.54
	<b>28,524.53</b>	<b>14,186.27</b>	<b>1,668.87</b>	<b>12,647.22</b>	<b>2,106.15</b>	<b>13.54</b>

As at 31 March 2024	Carrying values	Contractual cash flows				
		0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
<b>Non-derivative financial liabilities:</b>						
Non Current Borrowings (including current maturities)	19,160.56	1,591.92	1,577.21	7,438.51	11,845.08	-
Current borrowings	5,000.00	5,000.00	-	-	-	-
Trade payables	7,425.90	7,425.90	-	-	-	-
Other financial liabilities	4,207.28	4,032.28	-	87.50	87.50	-
Lease liabilities	183.43	46.56	37.91	59.82	48.36	13.88
<b>Total</b>	<b>35,977.17</b>	<b>18,096.66</b>	<b>1,615.12</b>	<b>7,585.83</b>	<b>11,980.94</b>	<b>13.88</b>

## Notes to the financial statements

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

### C) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Our Board of Directors and Audit Committee are responsible for overseeing our risk assessment and management policies. Our major market risks of foreign exchange and interest rate risk are managed by our treasury department, which evaluates and exercises independent control over the entire process of market risk management.

#### Currency risk:

The functional currency of group is primarily the local currency in which it operates. The currencies in which these transactions are primarily denominated are Indian Rupees. The Company is exposed to currency risk in respect of transactions in foreign currency. Foreign currency revenues and expenses are in the nature of export sales and import of purchases.

#### Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows.

	As at 31 March 2025	As at 31 March 2024
<b>EURO</b>		
Financial Assets - Trade receivables	-	-
Financial Liabilities - Trade payables	50.17	-

#### Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against all other currencies at March 31, 2025 would have affected the measurement of financial instruments denominated in a foreign currency and effected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	As at 31 March 2025		As at 31 March 2024	
	Strengthening by 1%	Weakening by 1%	Strengthening by 1%	Weakening by 1%
<b>EURO</b>				
Financial Assets - Trade receivables	-	-	-	-
Financial Liabilities - Trade payables	(0.50)	(0.50)	-	-

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Interest rate risk:**

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates, if such assets/borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

**Exposure to interest rate risk**

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows:

	As at 31 March 2025	As at 31 March 2024
<b>Fixed-rate instruments</b>		
Long-term borrowings	10,354.23	15,544.07
Short-term borrowings	-	5,000.00
<b>Variable -rate instruments</b>		
Long-term borrowings	5,797.30	3,616.49
Short-term borrowings	-	-
	<b>16,151.53</b>	<b>24,160.56</b>

**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.

	31 March 2025 Profit/ (loss)		31 March 2024 Profit or (loss)	
	Strengthening	Weakening	Strengthening	Weakening
Variable-rate instruments (Movements - 100 basis points)	(57.97)	57.97	(36.16)	36.16
<b>Cash flow sensitivity (net)</b>	<b>(57.97)</b>	<b>57.97</b>	<b>(36.16)</b>	<b>36.16</b>

**Fair value sensitivity analysis for fixed-rate instruments:**

The Company does not have any fixed-rate instruments measured at FVTPL and therefore a change in interest rates would not affect the fair value of the instrument

**Note 42 Capital management**

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the Company's Capital Management is to maximise shareholder value. The Company manages its capital structure and makes adjustments in the light of changes in the economic environment and the requirements of the financial covenants, if any.

The Company monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt as defined as interest-bearing loans and borrowings less cash and cash equivalents. Adjusted Equity comprises all components of equity.

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

Particulars	As at 31 March 2025	As at 31 March 2024
Interest bearing loans and borrowings	16,151.53	24,160.56
Less: cash and cash equivalents	(919.87)	(373.43)
<b>Adjusted net debt</b>	<b>15,231.66</b>	<b>23,787.13</b>
Total equity	13,171.46	11,710.47
<b>Adjusted net debt to total equity ratio</b>	<b>1.16</b>	<b>2.03</b>

**Note 43. Tax expense**

The major component of income tax expense for the years ended 31 March 2025 and 31 March 2024 are:

**(a) Amounts recognised in the statement of profit and loss:**

	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>Tax expense</b>		
<b>Current tax:</b>		
- For current year	-	-
- Adjustment for tax of previous years (net)	-	-
	-	-
<b>Deferred income tax liability / (asset), net</b>		
In respect of current year		
- Origination and reversal of temporary differences	1,305.59	204.09
Adjustment in respect of earlier years		
- Origination and reversal of temporary differences	(14.12)	89.55
<b>Deferred tax</b>	<b>1,291.47</b>	<b>293.64</b>
<b>Tax expense for the year</b>	<b>1,291.47</b>	<b>293.64</b>

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate are as follows:

**A) Current tax**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Profit before tax	2,785.15	1,072.83
Income tax rate of Company's domestic tax rate	25.17%	25.17%
Tax using Company's domestic tax rate	700.97	270.01
<b>Tax effects of :</b>		
Non-deductible expenses (net)	3.84	1.68
Indexation reversal/(benefit) on freehold land	600.78	(67.60)
<b>Total</b>	<b>1,305.59</b>	<b>204.09</b>
Adjustment of tax expense relating to earlier periods	(14.12)	89.55
	<b>1,291.47</b>	<b>293.64</b>

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**B) Deferred tax**

Particulars	Balance as at 1 April 2023	Accounted through statement of profit and loss	Tax adjustments for earlier years	Accounted through OCI	Balance as at 31 March 2024	Accounted through statement of profit and loss	Tax adjustments for earlier years	Accounted through OCI	Balance as at 31 March 2025
<b>Deferred tax liabilities:</b>									
Accelerated depreciation for tax purposes	931.50	(119.40)	-	-	812.10	(145.41)	-	-	666.69
<b>Deferred tax assets:</b>									
Indexation reversal/(benefit) on freehold land	(533.18)	(67.60)	-	-	(600.78)	600.78	-	-	-
Provision for employee benefits	(134.99)	0.18	-	(7.66)	(142.47)	(3.38)	-	(10.99)	(156.84)
Impact on account of of IndAS 116 (refer note 39)	(6.98)	(1.25)	-	-	(8.23)	(1.69)	-	-	(9.92)
Expenditure allowable on payment basis	-	(6.14)	-	-	(6.14)	(12.67)	-	-	(18.81)
Loss allowance for trade receivables and advances	(74.59)	(15.07)	-	-	(89.66)	(10.30)	-	-	(99.96)
Utilization/(Recognition) of deferred tax asset on tax losses and unabsorbed depreciation	(2,519.43)	413.37	89.55	-	(2,016.51)	878.26	(14.12)	-	(1,152.37)
<b>Deferred tax liabilities/(assets) net</b>	<b>(2,337.67)</b>	<b>204.09</b>	<b>89.55</b>	<b>(7.66)</b>	<b>(2,051.69)</b>	<b>1,305.59</b>	<b>(14.12)</b>	<b>(10.99)</b>	<b>(771.21)</b>

**Notes:**

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

Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income and the period over which deferred income tax assets will be recovered.

The Company in the previous years has recognised Deferred Tax Assets based on unabsorbed depreciation and carry forward losses incurred in the previous years based on the probability of sufficient taxable profit in future periods against which such unabsorbed depreciation and carry forward losses will be set off. Management expects to absorb the balance deferred tax assets created on unabsorbed depreciation and carry forward losses by March 2026.

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Note 44: Related party disclosures**

As per the Indian Accounting Standard on “Related Party Disclosures” (Ind AS 24), the related parties of the Company are as follows:

**I. Name of related parties and nature of relationships:**

**(i) Ultimate Holding Company:**

Godrej Industries Limited

**(ii) Holding Company:**

Godrej Agrovet Limited (GAVL)

**(iii) Key Management Personnel and relatives of such Personnel**

1	K. Bhasker Reddy	(Managing Director)
2	D. Chandra Shekher Reddy	(Executive Director)
3	Bhupendra Suri	(Whole-time Director & CEO)
4	Mangaraj Chinthala	(Executive Director)
5	Pulamanthole Pisharath Manoj	(Chief Financial Officer)
6	Neha Poojary	(Company Secretary)
7	Sandhya Kondapalli	(Wife of K. Bhasker Reddy)
8	Rama Kumari Mandava	(Executive Director from 2 <sup>nd</sup> November 2022)
9	Deepika Devireddy	(Wife of D. Chandra Shekher Reddy)
10	D. Ravitej Reddy	(Son of Mr. D. Chandra Shekhar Reddy)
11	D. Uthej	(Son of Mr. D. Chandra Shekhar Reddy)
12	K. Prateek	(Son of Mr. K. Bhasker Reddy)
13	K. Rinny	(Daughter of Mr. K. Bhasker Reddy)
14	M. K. Chaitanya	(Son of Mr. Gangadhar Mandava)
15	M. V. Aditya	(Son of Mr. Gangadhar Mandava)
16	C. Mounika	(Daughter of Mrs. C. Manga Raj)
17	C. Nithin	(Son of Mrs. C. Manga Raj)

**(iv) Directors**

1	N.B. Godrej - Chairman (Non-Executive & Non-Independent)
2	B.S. Yadav - Non-Executive & Non-Independent Director
3	S. Varadaraj - Non-Executive & Non-Independent Director
4	Kannan Sitaram - Independent Director
5	Jude Fernandes - Independent Director

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**(v) Other entities controlled by Key management personnel and their relatives**

- 1 Khammam Milkline Private Limited
- 2 Dhulipalla Milkline Private Limited
- 3 Mohan Milkline Private Limited
- 4 Vidya Milkline Private Limited
- 5 Ongole Milkline Private Limited
- 6 Pamuru Milkline Private Limited
- 7 Kavali Milkline Private Limited
- 8 Pragathi Milkline Private Limited
- 9 Prima Food tech Private Limited
- 10 Wereco Foods Private Limited
- 11 Orga Farms Private Limited
- 12 Asha Holdings Private Limited

**(vi) Fellow subsidiary companies**

- 1 Astec LifeSciences Limited
- 2 Godrej Tyson Foods Limited
- 3 Godrej Maxximilk Private Limited
- 4 Godrej & Boyce Manufacturing Company Limited
- 5 Godrej Consumer Products Limited

**II. Related party transactions during the year:**

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>A Holding Company - Godrej Agrovet Limited</b>		
Reimbursement of expenses (net)	107.14	123.12
Purchase of traded goods	2,160.56	2,759.17
Inter corporate deposit received	-	1,000.00
Inter corporate deposit repaid	5,000.00	1,000.00
Interest on inter corporate deposit	208.42	557.05
Sale of fixed assets	-	1.15
Sale of products	4.03	3.61
<b>B Fellow subsidiaries &amp; other related parties</b>		
<b>Godrej &amp; Boyce Manufacturing Company Limited</b>		
Availment of services	1.86	5.64
<b>Godrej Consumer Products Limited</b>		
Reimbursement of expenses	0.42	1.67

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>Godrej Tyson Foods Limited</b>		
Sale of power	-	97.74
Sale of products	-	1.81
<b>Godrej Maximilk Private Limited</b>		
Purchase of milk	734.25	549.51
<b>Astec Lifesceinces Limited</b>		
Inter corporate deposit given	1,000.00	-
Interest income on inter corporate deposit	4.42	-
<b>C Key Management Personnel ('KMP') and relatives</b>		
Short Term Employee Benefits	796.09	627.00
Post Employee Benefits	23.82	13.57
<b>Note:</b> Key Managerial Personnel who are under the employment of the Company are entitled to post employment benefits and other long term employee benefits recognised as per Ind AS 19 - Employee Benefits in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.		
<b>Professional Consultancy Fees:</b>		
D. Ravitej Reddy	19.80	19.80
K. Prateek	12.00	12.00
K. Rinny	12.00	12.00
M. K. Chaitanya	19.80	19.80
M. V. Aditya	19.80	19.80
C. Mounika	19.80	19.80
C. Nithin	19.80	19.80
Deepika Devireddy	19.80	19.80
Sandhya Kondapalli	19.80	19.80
<b>D Enterprise over which KMP exercise significant influence with relatives</b>		
<b>Purchases of milk and services</b>		
Ongole Milkline Private Limited	4.63	393.85
Mohan Milkline Private Limited	1,210.62	4,494.68
Vidya Milkline Private Limited	782.60	1,191.62
Khammam Milkline Private Limited	1,622.66	1,563.93
Pamuru Milkline Private Limited	1,279.34	1,538.43
Kavali Milkline Private Limited	1,344.28	2,114.04
Pragathi Milkline Private Limited	-	49.69



**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
<b>Asha Holding Private Limited</b>		
Availment of services	10.40	10.40
<b>Orga Farms Private Limited</b>		
Availment of services	16.60	16.60
<b>Wereco Foods Private Limited</b>		
Availment of services	10.40	10.40
<b>Sale of products</b>		
Khammam Milkline Private Limited	-	5.82
<b>E Director Sitting Fees</b>	17.00	14.50

**III. Related party balances at the end of the year:**

Particulars	As at 31 March 2025	As at 31 March 2024
<b>A Holding Company - Godrej Agrovet Limited</b>		
Trade payables, net	203.01	233.07
Inter Corporate Deposits (Including interest payable)	-	5,191.77
<b>B Fellow subsidiaries &amp; other related parties</b>		
<b>Godrej Tyson Foods Limited</b>		
Trade receivable	1.60	3.28
<b>Godrej Maximilk P Ltd</b>		
Trade payables	99.19	15.06
<b>Astec Lifesceinces Limited</b>		
Inter corporate deposit - Receivable	1,000.00	-
Interest receivable	0.23	
<b>Godrej Consumer Product Limited</b>		
Trade receivable	0.56	0.28
<b>C Enterprise over which KMP exercise significant influence with relatives:</b>		
<b>Trade payables:</b>		
Kavali Milkline Private Limited	35.03	6.40
Khammam Milkline Private Limited	57.17	47.58
Mohan Milkline Private Limited	-	60.04
Pamuru Milkline Private Limited	39.30	22.58
Pragathi Milkline	1.39	1.39
Vidya MilkLine Private Limited	27.98	11.69
Ongole MilkLine Private Limited.	-	3.33
<b>Trade Receivables:</b>		
Ongole MilkLine Private Limited.	0.11	-

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

Particulars	As at 31 March 2025	As at 31 March 2024
<b>D Payable to key management personnel and their relatives</b>		
Kannan Sitaram	0.90	-
Jude Fernandes	0.90	-

All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis. Outstanding balances at the year-end are unsecured and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables other than those disclosed.

**Note 45 : Corporate Social Responsibility (CSR) expenditure**

As per Section 135 of the Companies Act 2013, the Company has formed a CSR Committee. The CSR Committee approved CSR Policy where certain focus areas out of list of activities covered in Schedule VII of the Companies Act 2013, have been identified to incur CSR expenditure. The average net profits of three immediately preceding financial years arrives to net loss and accordingly the Company has not spent any amount under CSR for the current and previous financial year.

**Note 46 : Dues to micro and small enterprises**

The Management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises, as defined under Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 March 2025 and 31 March 2024 has been made in the financial statements based on information received and available with the Company. Further in the view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
the amounts remaining unpaid to micro and small suppliers as at the end of the year		
- Principal	876.03	623.76
- Interest	8.94	8.87
the amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006);	-	-
the amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year;	-	-
the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006;	-	-
the amount of interest accrued and remaining unpaid at the end of each accounting year;	-	-
the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purposes of disallowances as a deductible expenditure under the MSMED Act, 2006;	-	-

This information is required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 and has been determined to the extent such parties have been identified on the basis of information available with the Company.

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Note 47 : Borrowings movement**

Reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities for movement in the statement of cash flow are given below:

Reconciliation of movements of liabilities to cash flows arising from financing activities

Particulars	Bank Overdrafts	Other Loans and borrowings	Non - Convertible Debentures	Lease Liabilities	Total
<b>Balance as at 31 March 2024</b>	-	<b>13,808.26</b>	<b>10,352.30</b>	<b>183.43</b>	<b>24,343.99</b>
<b>Changes from financing cash flows</b>					
Proceeds from loans and borrowings	-	3,800.00	-	-	3,800.00
Repayment of borrowings	-	(11,614.10)	-	-	(11,614.10)
Payment of lease liabilities	-	-	-	(90.53)	(90.53)
New leases	-	-	-	66.20	66.20
Deletion of leases	-	-	-	(12.89)	(12.89)
Interest expense	78.10	534.15	866.35	12.11	1,490.71
Interest paid	(78.10)	(731.01)	(864.42)	-	(1,673.53)
<b>Balance as at 31 March 2025</b>	-	<b>5,797.30</b>	<b>10,354.23</b>	<b>158.32</b>	<b>16,309.85</b>
Particulars	Bank Overdrafts	Other Loans and borrowings	Non - Convertible Debentures	Lease Liabilities	Total
<b>Balance as at 1 April 2023</b>	-	<b>22,877.87</b>	-	<b>241.55</b>	<b>23,119.42</b>
<b>Changes from financing cash flows</b>					
Proceeds from issue of Non convertible debentures	-	-	9,900.00	-	9,900.00
Proceeds from loans and borrowings	-	2,500.00	-	-	2,500.00
Repayment of borrowings	-	(11,748.50)	-	-	(11,748.50)
Payment of lease liabilities	-	-	-	(131.16)	(131.16)
New leases	-	-	-	85.29	85.29
Deletion of leases	-	-	-	(28.37)	(28.37)
Interest expense	53.46	1,533.00	452.30	16.12	2,054.88
Interest paid	(53.46)	(1,354.11)	-	-	(1,407.57)
<b>Balance as at 31 March 2024</b>	-	<b>13,808.26</b>	<b>10,352.30</b>	<b>183.43</b>	<b>24,343.99</b>

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Note 48: Other Statutory Information**

- i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- ii) The Company has transactions with companies struck off during the current year 31 March 2025 (previous year : NIL).

Name of the party	Nature of transactions (pertaining to balance outstanding)	Transactions during the year ended March 31, 2025	Balance Outstanding as on March 31, 2025	Relationship with Struck off Company
Aditya Inkjet Private Limited	Payable	0.79	0.79	Non-Related Party

- iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v) The Company has no transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- vi) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year
- vii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- viii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
  - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- ix) The Company has not been declared as wilful defaulter by any bank or financial institution or government or any government authority.

**Notes to the financial statements**

(All amounts are in Indian Rupees in lakhs except for share data or otherwise stated)

**Note 49 Ratios Analysis and its elements**

S. No	Ratios	As at 31 March 2025	As at 31 March 2024	% change	Remarks
1	Current ratio	0.94	0.99	-5%	Not Applicable
2	Debt-equity ratio	1.23	2.06	-41%	Movement is on account of repayment of borrowings in the year.
3	Debt service coverage ratio	2.10	0.81	159%	Movement is on account of repayment of borrowings in the year.
4	Return on Equity (%)	12.01%	6.88%	75%	Increase is on account of better operating margins during the year.
5	Inventory turnover	12.53	11.21	12%	Not Applicable
6	Trade receivables turnover ratio	76.01	93.54	-19%	Not Applicable
7	Trade payables turnover ratio	15.24	17.22	-11%	Not Applicable
8	Net capital turnover ratio	(176.09)	(1,514.99)	-88%	Movement is on account of dilution of inventory and repayment of borrowings during the year.
9	Net profit margin	1.76%	0.68%	158%	Increase is on account of better operating margins during the year.
10	Return on capital employed (%)	14.66%	8.77%	67%	Increase is on account of better operating margins during the year.
11	Return on investment (%)	5.64%	5.97%	-6%	Not Applicable

Reasons for variance is given for ratios having % change more than 25%

- Current Ratio:  $\text{Current Assets} \div \text{Current Liabilities}$
- Debt equity ratio:  $\text{Total Debt} \div \text{Total equity}$  (Total Debt: Long term borrowings+ Short term borrowings)
- Debt Service coverage ratio:  $\text{Earnings available for debt service} \div \text{Debt Service}$  (Debt Service = Interest & Lease Payments + Principal Repayments)  
Earning for Debt Service = Net Profit after taxes + Depreciation + Interest + Loss on sale of plant, property and equipment.
- Return on Equity (%):  $\text{Net Profit after taxes} \div \text{Average Shareholder's Equity}$
- Inventory turnover :  $\text{Revenue from operations} \div \text{Average Inventory (annualised)}$
- Trade receivables turnover ratio:  $\text{Revenue from operations} \div \text{Average Trade receivables (annualised)}$
- Trade payables turnover ratio:  $\text{Purchases} \div \text{Average Trade payables (annualised)}$
- Net capital turnover ratio:  $\text{Revenue from operations} \div \text{Net working capital}$
- Net Profit margin:  $\text{Net profit before tax for the year} \div \text{Revenue from operations}$
- Return on capital employed (%):  $\text{EBIT} \div \text{Capital Employed}$   
Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability
- Return on investment (%):  $\text{Income generated from investments/closing value of investments}$

For computation of ratios, assets held for sale and advance received has been excluded from current assets and current liabilities respectively.

As per our report of even date attached

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

Chartered Accountants

ICAI Firm Registration Number: 101248W/W-100022

for and on behalf of the Board of Directors of

**Creamline Dairy Products Limited**

CIN: U15201TG1986PLC006912

**Rahul Choudhary**

Partner

Membership No.: 408408

Place: Mumbai

**K Bhasker Reddy**

Managing Director

DIN: 00014291

Place: Hyderabad

**D.Chandra Shekher Reddy**

Executive Director

DIN: 00063691

Place: Hyderabad

**Bhupendra Suri**

Whole-time director and

Chief Executive Officer

DIN: 09035926

Place: Hyderabad

**P.P. Manoj**

Chief Financial Officer

Place: Hyderabad

**Neha Poojary**

Company Secretary

ACS No: 37115

Place: Mumbai

Date: 22 April 2025





**Contact us:**

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