

Making Life Healthy and Delicious!



Heritage Novandie Foods Private Limited

8th Annual Report 2024-25



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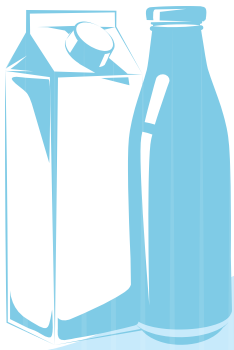
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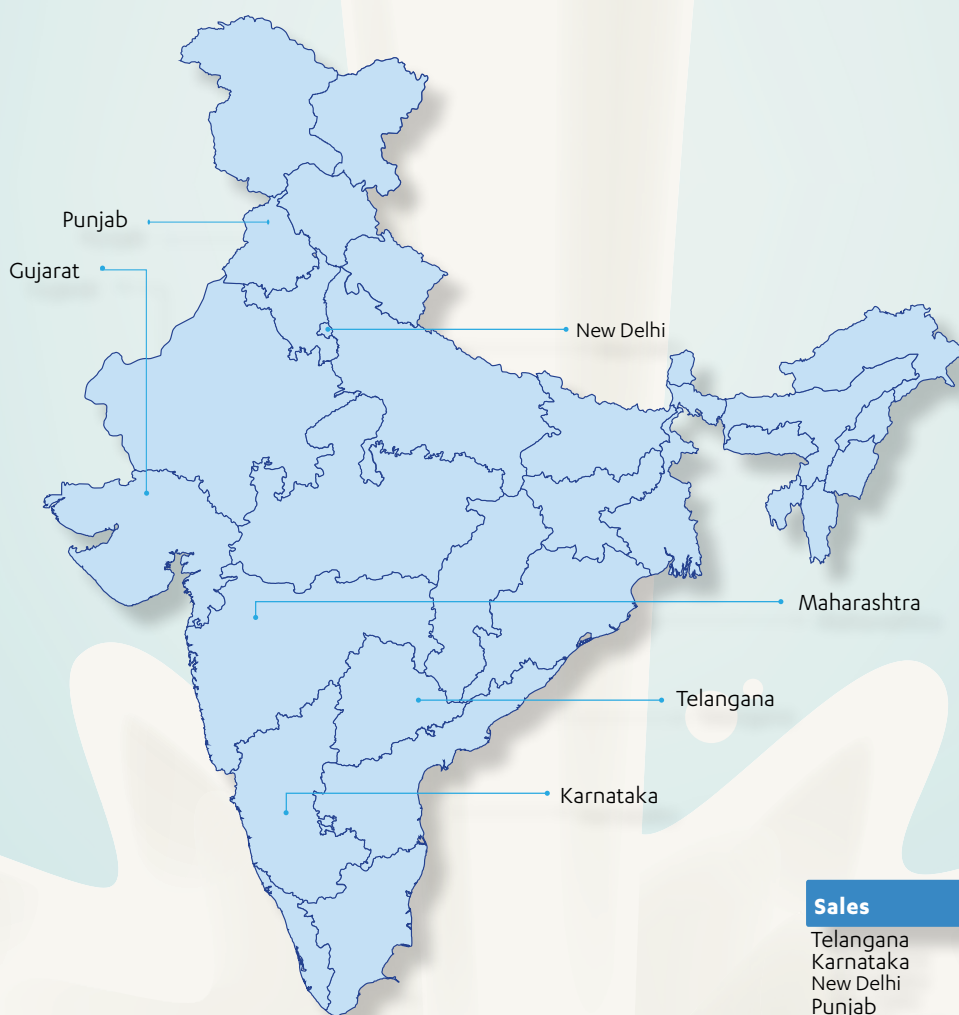
Making Life Healthy and Delicious!

Heritage Novandie Foods Private Limited aims at bringing the Deliciously French experience to India with its yogurt brand Mamie Yova. Through a strong product portfolio, the company is committed to making life healthy and delicious.



Company Profile

Heritage Novandie Foods Private Limited (HNFPL) is a 50:50 Joint Venture between Heritage Foods Limited, India and Novandie, France, started in 2017. With a combined legacy of close to nine decades from its parent companies, HNFPL aims at bringing the Deliciously French experience with the brand Mamie Yova to India. The brand Mamie Yova depicts Frenchness, guilt-free indulgence and pleasure, with surprises that are full of nourishment and fulfillment. Our presence is well established in both the modern trade and e-commerce retail. Our Company has created deeply entrenched distribution network with products sold across 6 states in India which includes 600+ retail outlets in the General Trade Outlets and a Strong presence in e-commerce retail.



Sales

Telangana
Karnataka
New Delhi
Punjab
Gujarat
Maharashtra

Our Products

Yogurt is derived from fermenting milk with specific bacteria strains. With a unique thick, smooth and creamy texture, yogurt is healthy and tasty. Our French recipes have evolved over decades to give it a wider application. This makes yogurt a perfect companion for a variety of meals and preparations.

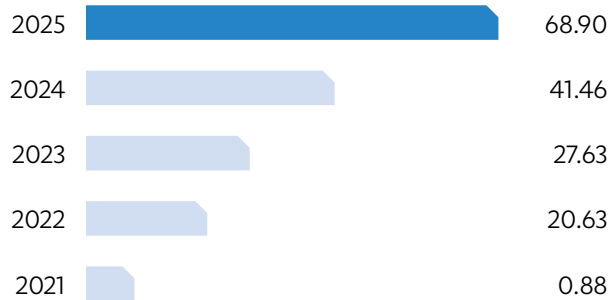


Growth Drivers



Financial Update

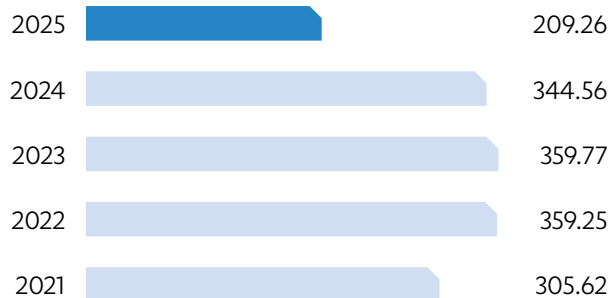
Turnover (₹ mn)



Networth (₹ mn)



Fixed Assets (₹ mn)



Expansion plans for the HoReCa industry

Our yogurt range's natural extended shelf life makes it an attractive proposition for the HoReCa industry.

We have a limited presence in the snack bars and yogurt stands of co-working spaces and hotels.

As hospitality makes a comeback, we will expand our footprint in the industry, starting from Mumbai and in other geographies, we are present.

We are also looking at airline services, hotel partners and catering service providers for the next phase of our growth.



Corporate Information

Board of Directors

Mrs. Nara Brahmani

Director

Mrs. Emilie Laure Lucie Moulard Anand

Director

Mr. Hays Jean Yves

Director

Mr. Angara Venkata Girijakumar

Director

Senior Management

Mr. Ahaenath Kumar

Chief Executive Officer

Mr. Rahul Singh

Company Secretary

Registered Office

Part-C of 3rd Floor, H.No.8-2-
293/82/A/1286, Plot No: 1286, Road
no. 1 & 65, Jubilee Hills, Hyderabad-
500033, Telangana, India

Factory Address

Survey No. 13/1, Durves Village, Palghar
Tahasil, Thane Zone - 10, Maharashtra
– 401401

Statutory Auditor

M/s. Walker Chandiok & Co LLP

Address: Unit No - 1, 10th Floor, My Home Twitza
APIIC, Hyderabad Knowledge City, Hyderabad - 500 081
Telangana, India

Secretarial Auditor

M/s. KLB & Associates

Vamsy Span Collective Homes
Mayuri Marg, Begumpet
Hyderabad - 500 016

Internal Auditor

M/s. GMJ & Co.

Address: 3rd floor, Vaastu Darshan, above Central Bank
Azad Lane, Andheri East, Mumbai - 400 069

Bankers

ICICI Bank

Begumpet Branch
Hyderabad, Telangana

Notice

NOTICE is hereby given that the Eighth (8th) Annual General Meeting (AGM) of the members of Heritage Novandie Foods Private Limited will be held on Tuesday, July 22, 2025 at 02:30 PM (IST) at the registered office of the Company at Part-C of 3rd Floor, H. No. 8-2-293/82/A/1286, Plot No. 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad, Telangana- 500033, India, to transact the following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt:

The Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, the Reports of the Board of Directors and Auditors' thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolutions**:

"RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors' thereon as circulated to the members be and are hereby considered and adopted."

2. Re-Appointment of M/s. Walker Chandiok & Co LLP as the Statutory Auditors of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolutions as a **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), and pursuant to the recommendation of the Board, M/s. Walker Chandiok & Co LLP, Chartered Accountants, (FRN: 001076N/N500013), be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a term of 5 (five) consecutive years, commencing from the conclusion of this Annual General Meeting till the conclusion of the 13th Annual General Meeting of the Company to be held in the financial year 2030-2031, at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended annually by the Board of Directors of the Company in consultation with the Auditors."

"RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above resolution.

SPECIAL BUSINESS

3. Appointment of Mr. Rajesh Thakur Ahuja (DIN: 00371406) as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years

To consider and if thought fit, to pass with or without modification(s), the following resolutions as a **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV of the said Act (including any statutory modifications and re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, Mr. Rajesh Thakur Ahuja (DIN: 00371406), who was appointed as the Additional Director of the Company in the Board Meeting held on June 27, 2025, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and based on the recommendation of the Board of Directors of the Company, the consent of the members be and is hereby accorded to appoint Mr. Rajesh Thakur Ahuja (DIN: 00371406) as a Non-Executive Independent Director of the Company, to hold office for a term of five consecutive years with effect from June 27, 2025 to June 26, 2030 (both days inclusive) or end of the term as Non-Executive Independent Director in the Holding Company whichever is earlier and not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to settle any queries, question, difficulty or doubt that may arise in giving effect to this resolution and to do all acts, deeds and things as may be necessary and expedient and desirable for the purpose of giving effect to the foregoing resolution and to issue the terms of appointment letter as per the Companies Act 2013 and to sign and file the necessary e-form with the Registrar of Companies."

4. Conversion of Company to Public Company:

To consider and if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

"RESOLVED THAT pursuant to the provision of section 14, and 18 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 33 of Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded for the conversion of the Company from

a “Private Limited Company” to a “Public Limited Company” and subsequently the name of the Company be and is here by changed from “Heritage Novandie Foods Private Limited” to “Heritage Novandie Foods Limited” by deletion of the word “Private” from the name of the Company.”

“RESOLVED FURTHER THAT any director or the Company Secretary of the Company be and are hereby severally authorized to make an application to the Registrar of Companies, Hyderabad, for change of status of the company and to do all such acts, deeds and things as may be required to give effect to this resolution.”

“RESOLVED FURTHER THAT any director or Company Secretary of the Company be and is hereby authorised on behalf of the Company, to take necessary steps to update statutory records and registers, and make corresponding changes in PAN, TAN, GST, licenses, bank accounts, and other regulatory documents post issuance of the new Certificate of Incorporation by the Registrar of Companies.”

5. Alteration of Memorandum of Association of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members of the Company be and is hereby accorded to amend Name Clause of the Memorandum of Association of the Company by changing the name of the company from “Heritage Novandie Foods Private Limited” to “Heritage Novandie Foods Limited”

“RESOLVED FURTHER THAT the existing Clause I of the Memorandum of Association of the Company be substituted with the following:

“I. The name of the Company is Heritage Novandie Foods Limited.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 15 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or

re-enactment thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded to approve and adopt the new set of Memorandum of Association, as enclosed in Annexure-A, to align with the provisions applicable to a Public Limited Company, in substitution for and to the exclusion of the existing Memorandum of Association of the Company.

“RESOLVED FURTHER THAT the altered Memorandum of Association be and is hereby submitted to the Registrar of Companies for approval and registration and shall be effective upon such approval.”

“RESOLVED FURTHER THAT any director or Company Secretary of the Company be and is hereby authorized to make application, file forms, etc. for change of status of the Company and consequently its name with the Registrar of Companies office and is hereby further authorized to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution.”

6. Alteration of Articles of Association of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14, 15 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the members of the Company be and is hereby accorded to approve and adopt the new set of Articles of Association, as enclosed in Annexure-A, to align with the provisions applicable to a Public Limited Company, in substitution for and to the exclusion of the existing Articles of Association of the Company.

“RESOLVED FURTHER THAT the altered Articles of Association be and is hereby submitted to the Registrar of Companies for approval and registration and shall be effective upon such approval.”

“RESOLVED FURTHER THAT any director or Company Secretary of the Company be and is hereby authorized to make application, file forms, etc. for change of status of the Company and consequently its name with the Registrar of Companies office and is hereby further authorized to do all such acts, deeds and things as may be required or deemed expedient to implement this resolution.”

Registered Office:

Part-C of 3rd floor, H. No. 8-2-293/82/A/1286,
Plot No. 1286, Road No. 1 & 65, Jubilee Hills,
Hyderabad, Telangana - 500033 India
CIN: U74999TG2017PTC120860

Place: Hyderabad
Date: June 27, 2025

By Order of the Board

Sd/-

Rahul Singh

Company Secretary
M. No.: ACS 72811

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL BE AVAILABLE FOR THE AGM AND HENCE, THE PROXY FORM AND ATTENDANCE SLIP ARE ANNEXED HERETO.**
2. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting either to the Company in advance or submit the same at the venue of the Meeting.
5. Members/ Proxies/ Authorized Representatives attending the Meeting should bring the Admission Slip, duly filled, for handing over at the venue of the meeting.
6. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is provided in the Notice.
7. Since, the AGM will be held at the Registered Office of the Company, the route map of the venue of the Meeting is annexed hereto.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. In cases where any member has not registered his/ her e-mail address with the company are requested to register as soon as possible.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act') will be available for inspection by the members at the AGM.

By Order of the Board

Sd/-

Rahul Singh

Company Secretary

M. No.: ACS 72811

Place: Hyderabad

Date: June 27, 2025

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item No. 2: Re-Appointment of M/s. Walker Chandiok & Co LLP as the Statutory Auditors of the Company

In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company, M/s. Walker Chandiok & Co LLP, Chartered Accountants, (FRN: 001076N/N500013), seek for re-appointment. Since the term of M/s. Walker Chandiok & Co LLP, Chartered Accountants, (FRN: 001076N/N500013), will be concluding at the 08th Annual General Meeting that is from 01st April, 2020 to 31st March, 2025.

The Board of Directors at its meeting held on June 27, 2025 had recommended re-appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants, (FRN: 001076N/N500013), as the Statutory Auditors of the Company for approval of the members. The proposed Auditors shall hold office for a period of five consecutive terms from the conclusion of the Eighth Annual General Meeting till the conclusion of Thirteen Annual General Meeting of the Company.

M/s. Walker Chandiok & Co LLP, Chartered Accountants, (FRN: 001076N/N500013), have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder. Pursuant to Section 139 of the Companies Act, 2013, approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants, (FRN: 001076N/N500013), as the Statutory Auditors of the Company and to fix their remuneration.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

The Board of Directors considers the proposed re-appointment of the Statutory Auditors to be in the best interest of the Company and its stakeholders and, therefore, recommends the resolution set forth in Item No. 2 of the Notice for approval of members as a Ordinary Resolution.

Item No. 3: Appointment of Mr. Rajesh Thakur Ahuja (DIN: 00371406) as a Non-Executive Independent Director of the Company for a term of 5 consecutive years

Mr. Rajesh Thakur Ahuja (DIN: 00371406) was appointed as an Additional Director (Category: Non-Executive Independent) of the Company by the Board at their Meeting held on June 27, 2025. He will hold office until the date of the ensuing Annual General

Meeting (AGM) to be held on July 22, 2025, in accordance with the provisions of Section 161(1) of the Companies Act, 2013.

The Board of Directors at its meeting held on June 27, 2025, proposed the appointment of Mr. Rajesh Thakur Ahuja (DIN: 00371406) as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from June 27, 2025 to June 26, 2030 (both days inclusive), not liable to retire by rotation, for the approval of the members by way of a Ordinary Resolution. He being a nominee representing the holding company viz. Heritage Foods Limited Board, the tenure of his appointment shall align with the tenure on the Board of the holding company or the Company, whichever ends earlier.

Mr. Rajesh Thakur Ahuja (DIN: 00371406) is Graduate in Production Engineering from Pune University Engineering College. Started Silver line Wire Products in 1993 as a manufacturer of plastic-coated wire products for household applications. In 1998, started marketing under the brand name of Sleek. He has completed Owner President Management Programme at Harvard University, USA. He also serves on the board of several other companies. He is an expert in the areas of Strategy Planning and Mergers & Acquisitions; Leadership; Sales & Marketing and Finance.

The Board after taking into consideration the skills, expertise and competencies required for in the context of the business and sectors of the Company and recommended the association of Mr. Rajesh Thakur Ahuja (DIN: 00371406) as a Non-Executive Independent Director would be in the best interest of the Company.

Mr. Rajesh Thakur Ahuja (DIN: 00371406) has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Rajesh Thakur Ahuja (DIN: 00371406) fulfils the conditions specified in the Act, rules made thereunder and the SEBI Listing Regulations for appointment as Non-Executive Independent Director and that he is independent of the Management.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except Mr. Rajesh Thakur Ahuja (DIN: 00371406) are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out in Item No. 3 of the accompanying Notice for approval of the members.

Item No. 4: Conversion of Company to Public Company

Heritage Novandie Foods Private Limited ("the Company") was incorporated on November 28, 2017 as a Private Limited

Company under the provisions of the Companies Act, 2013. The Company is a 50:50 Joint Venture between Heritage Foods Limited, Hyderabad, India, and Novandie, France. The Board of Directors, of the Company at their meeting held on June 16, 2025, approved the transfer of 71,00,000 Equity shares of the Company held by Novandie to Heritage Foods Limited for a consideration of Rs. 8,50,00,000/- (Rupees Eight Crore Fifty Lakhs) subject to the valuation norms and other statutory approvals, if any. As a result of Share transfer the Shareholding of the Company is, Heritage Foods Limited holds 94.40% and Novandie hold remaining 5.60% of the total paid-up share capital of the Company.

Following the change in the shareholding pattern, the Company become a deemed Public company and a subsidiary of Heritage Foods Limited as per the provision of section 2(71) of the Companies Act, 2013. The conversion of the Company from "Private Limited Company" to "Public Limited Company" will be carried out in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder subject to the approval of Shareholders through a Special Resolution at the Annual General Meeting and no-objection certificate, if any received from the creditors of the company.

Pursuant to the provisions of Section 14, and 18 of the Companies Act, 2013 ("the Act"), read with Companies (Incorporation) Rules, 2014, the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of Special resolution for the conversion of the Company from a "Private Limited Company" to a "Public Limited Company".

The Conversion into a Public Company shall not affect any debts, liabilities, obligations or contracts incurred or entered into, by or on behalf of the company prior to such conversion and all such debts, liabilities, obligations and contracts may be enforced in the manner as if such conversion had not occurred.

Since the proposed transaction involves the conversion of the Company to Public Company, it falls within the scope of Section 14 of the Companies Act, 2013, necessitating the approval of the members through a Special Resolution.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

The Board of Directors considers the proposed acquisition and subsequent conversion into a Public Limited Company to be in the best interest of the Company and its stakeholders and, therefore, recommends the resolution set forth in Item No. 4 of the Notice for approval of members as a Special Resolution.

Item No. 5: Alteration of Memorandum of Association of the Company

Pursuant to the provisions of Section 13 of the Companies Act, 2013 ("the Act"), read with Companies (Incorporation)

Rules, 2014, the Company is required to obtain the consent of the Board of Directors and prior approval of the members by way of Special resolution for alteration of Memorandum of Association of the Company for the purpose of converting the Company from a "Private Limited Company" to a "Public Limited Company".

Subsequent to the conversion, the Company will be required to amend its name in the Memorandum of Association and incorporate all necessary changes to ensure compliance with the statutory requirements applicable to a Public Limited Company under the Act.

The proposed draft of the altered Memorandum of Association of the Company, reflecting the changes required pursuant to the conversion from a Private Limited Company to a Public Limited Company, is annexed to this Notice as Annexure-A for the perusal of the members. The draft documents shall also be available for inspection by the members at the registered office of the Company during business hours on all working days up to and including the date of the Annual General Meeting.

Since the proposed transaction involves the alteration of Memorandum of Association of the Company, it falls within the scope of Section 13 of the Companies Act, 2013, necessitating the approval of the members through a Special Resolution.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

The Board of Directors considers this transaction to be in the best interest of the Company and, therefore, recommends the resolution set forth in Item No. 5 of the Notice for the approval of members as a Special Resolution.

Item No. 6: Alteration of Articles of Association of the Company

Pursuant to the provisions of Section 14 of the Companies Act, 2013 ("the Act"), read with Companies (Incorporation) Rules, 2014, the Company is required to obtain the consent of the Board of Directors and prior approval of the members by way of Special resolution for alteration of Articles of Association of the Company for the purpose of converting the Company from a "Private Limited Company" to a "Public Limited Company".

Subsequent to the conversion, the Company will be required to amend its name in the Articles of Association and incorporate all necessary changes to ensure compliance with the statutory requirements applicable to a Public Limited Company under the Act.

The proposed draft of the altered Articles of Association of the Company, reflecting the changes required pursuant to the conversion from a Private Limited Company to a Public Limited Company, is annexed to this Notice as Annexure-A for



the perusal of the members. The draft documents shall also be available for inspection by the members at the registered office of the Company during business hours on all working days up to and including the date of the Annual General Meeting.

Since the proposed transaction involves the alteration of Articles of Association of the Company, it falls within the scope of Section 14 of the Companies Act, 2013, necessitating the approval of the members through a Special Resolution.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the accompanying Notice.

The Board of Directors considers this transaction to be in the best interest of the Company and, therefore, recommends the resolution set forth in Item No. 6 of the Notice for the approval of members as a Special Resolution.

By Order of the Board

Sd/-

Rahul Singh

Company Secretary

M. No.: ACS 72811

Place: Hyderabad

Date: June 27, 2025

Annexure

Information of Director seeking appointment under the Companies Act, 2013, and Clause 1.2.5 of Secretarial Standard-2

Brief resume of the Directors, nature of their expertise in specific functional areas, names of Companies in which he/she hold directorships and chairmanships of Board/Committees and their shareholding in the Company are provided below:

Mr. Rajesh Thakur Ahuja

Name of the Director	Mr. Rajesh Thakur Ahuja		
Director Identification Number	00371406		
Date of Birth (age)	02 nd May 1971, aged 54		
Date of First Appointment	June 27, 2025 (Additional Director)		
Nationality	Indian		
Profile / Qualifications & Experience	Graduate in Production Engineering from Pune University Engineering College. Started Silver line Wire Products in 1993 as a manufacturer of plastic coated wire products for household applications. In 1998, started marketing under the brand name of Slek. He has completed Owner President Management Programme at Harvard University, USA. Is also on the board of several other companies. He is an expert in the areas of Strategy Planning and Mergers & Acquisitions; Leadership; Sales & Marketing and Finance.		
Terms and Conditions of Appointment/ Re-appointment	Appointment as Non-Executive Independent Director for a term of 5 consecutive years w.e.f. June 27, 2025 to June 26, 2030 (both days inclusive) this Annual General Meeting or end of the term as Non-Executive Independent Director in the Holding Company whichever is earlier		
Remuneration Proposed to be paid	No remuneration payable. He will be entitled to sitting fees and reimbursement of actual conveyance, travelling and other expenses for attending the Board and Committee Meetings of the Company.		
Remuneration Last drawn	NA		
Number of Meetings of the Board attended during the year	NA		
List of Directorships held in other companies	I. M/s. Heritage Foods Limited II. M/s. Heritage Nutrivet Limited III. M/s. Kitchen Creations Private Limited IV. M/s. Palmleaf Furnitech Private Limited V. M/s. MRJ Home Improvement Private Ltd VI. M/s. Raumplus India LLP VII. M/s. Maestro Kitchens and Wardrobes LLP		
Chairman/Member of the Committees of the Boards of other companies in which she/he is Director	Heritage Foods Limited	Name of the Company	Committee
			Member/ Chairman
			Audit Committee
			Member
			Nomination & Remuneration Committee
			Member
	Heritage Foods Limited		Stakeholders Relationship Committee
			Member
			CSR Committee
	Heritage Nutrivet Limited		Chairperson
			Risk Management Committee
			Chairperson
	Heritage Nutrivet Limited		Audit Committee
			Member
	Heritage Nutrivet Limited		Nomination & Remuneration Committee
			Chairperson
Shareholding in the Company	Nil		
Relationship with Other Directors, Manager and other Key Managerial Personnel of the Company.	None		

*As per disclosure received from the Director

Note: Details such as the number of Board meetings attended during the FY 2024-25 and the remuneration last drawn in the capacity of Director of the Company by Mr. Rajesh Thakur Ahuja are not applicable since his appointment became effective on June 27, 2025.

Board's Report

Dear Members,

The Board of Directors are pleased to present the eighth (8th) Annual Report of the business and operations of your Company ("Heritage Novandie Foods Private Limited") together with Audited Statements of Accounts for the year ended March 31, 2025.

Financial Results:

During the year under review, performance of your company is as under:

(₹ in millions)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Turnover	68.90	41.46
Profit/(Loss) before taxation	(254.63)	(130.84)
Less: Tax Expense	-	-
Profit/(Loss) after tax	(254.63)	(130.84)

Company's affairs and future outlook:

The Board hereby presents the operational highlights specifying growth in terms of volume of the key products of the Company. The Company had started its commercial production on February 16, 2021 and launched French Yoghurt brand 'Mamie Yova' in India. The Company also deals in stirred fruit yoghurts in Mango, Strawberry, Lychee and Blueberry flavours, "Yo Pop", drinkable yogurt, available in Banana, Vanilla, Pina Colada and Mango flavours.

During the year under review, the Company earned a total income of ₹ 74.46 Million and expenses incurred of ₹ 212.63 Million. The Net Profit/(Loss) after tax was ₹ (254.63) Million.

The Board of Directors at its meeting held on March 24, 2025, approved the repurposing of Company's business operations. Pursuant to this, on May 16, 2025, Heritage Foods Limited executed a Shareholder's Amendment Agreement with Novandie and the Company, effecting amendments in the original Joint Venture Agreement dated August 10, 2017. As part of these amendments, the Brand Licensing Agreement for the "Mamie Yova" brand was terminated with effect from June 10, 2025. Accordingly, the Company has ceased all manufacturing, marketing, distribution, and sales activities under the "Mamie Yova" brand.

Share Capital:

The Authorized Share capital of the Company as on March 31, 2025 was ₹ 16,00,00,000/- (Rupees sixteen Crores only)

divided into 1,60,00,000 equity shares @10/- each and Issued, Subscribed, Paid-up Equity Share Capital as on March 31, 2025 was 15,99,06,780/- (Rupees Fifteen Crore Ninety-Nine Lakh Six Thousand Seven Hundred and Eighty Only) divided into 1,59,90,678 equity shares of 10/- each.

Compliance with the provisions of Secretarial Standard-1 and Secretarial Standard-2:

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

Transfer to General Reserves:

Your directors do not propose to transfer any amount to General Reserves for the financial year ended March 31, 2025.

Particulars of Contract or Arrangements made with Related Parties:

The particulars of contracts or arrangements with related parties as per the Section 188 of the Companies Act, 2013 entered by the Company during the financial year ended March 31, 2025 in prescribed Form AOC-2, as required to be provided under section 134(3)(h) of the Companies Act, 2013, annexed to this Board's Report **(Annexure-I)**.

Further, there were no materially significant related party transactions held during the FY 2024-25 with Promoters, Directors and their relatives, or any other related parties which may have potential conflict with interest of the company at large. The details of the related party transactions during the year are part of the notes on Accounts forming part of the Annual Report.

Annual Return:

Pursuant to section 92(3) read with 134(3)(a) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Annual Return for FY 2024-25 will be hosted on the Company's website <https://www.heriatgefoods.in/jv/hnfpl-annualreturn> after the Annual Return is filed with the Jurisdictional ROC.

Dividend:

During the year under review the Company has not declared any interim dividend and not proposed any Final dividend.

Investor Education And Protection Fund (IEPF):

As per the provisions of Section 125 of the Companies Act, 2013 read with relevant rules made there under, no amount was required to be transferred by the Company in IEPF during the year under review.

Board Meetings and Annual General Meetings:

During the Financial Year 2024-25, Eight (8) Meetings of the Board of Directors of the Company were held on April 18, 2024, May 10, 2024, May 22, 2024, July 19, 2024, October 18, 2024, January 17, 2025, March 10, 2025 and March 24, 2025.

During the Financial Year the Annual General Meeting (AGM) of the Company was held on August 16, 2024.

Directors and KMP:

There has been no change in the Board of Directors or the KMPs of the Company during the financial year under review.

Subsidiary/Associate/Joint Venture Companies:

The Company does not have any Subsidiary or Joint Venture or Associate Company during the year. However, Your Company is a 50:50 Joint Venture of M/s. Heritage Foods Limited, Hyderabad, India and M/s. Novandie, France as on March 31, 2025.

However, in the Board meeting held on June 16, 2025 the board approved the transfer of 71,00,000 equity shares (FV @ Rs.10/- each) from Novandie to Heritage Foods Limited resulting in change in shareholding pattern of the company. Pursuant to which, Heritage Foods Limited holds 94.40% and Novandie holds 5.60% of the total paid-up share capital of the Company. As a result of share transfer the Company is classified as deemed public company and subsidiary of Heritage Foods Limited w.e.f June 16, 2025.

Details of Significant and Material Orders passed by the Regulators or Courts or Tribunals:

During the year under review, there were no material significant orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

Details in respect of adequacy of Internal Financial Controls with reference to the financial statements:

Your Company has adequate internal financial controls commensurate with the size of the business and nature of its operations, designed to provide reasonable assurance with regard to the accuracy and completeness of the accounting records and timely preparation and provision of reliable financial statements.

Risk Management:

The Board of Directors of the Company are overseeing the Risk assessment, Risk Identification & Risk Monitoring functions and taking the necessary actions wherever required.

Statutory Auditors:

They have submitted the Auditors' Report (UDIN: 25206931BMNRAB7772) dated May 12, 2025, for Financial Year 2024-25. The Auditor's Report is unmodified and it does not

contain any qualification, reservation or adverse remark or disclaimer.

Secretarial Auditor:

Mrs. Khusboo Laxmi Agrawal (M No: 9376, CP No: 14703), Practicing Company Secretary, was appointed to conduct the Secretarial Audit of the Company for the financial year 2024-25 under Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any amendment made thereafter. The secretarial audit report (UDIN: F009376G000265643) dated May 5, 2025 for financial year 2024-25 issued by Mrs. Khusboo Laxmi Agrawal (M No: 9376, CP No: 14703), Practicing Company Secretary in form MR-3 is provided in the Annexure-II of the Board's report.

The Secretarial Auditor's Report is self-explanatory and do not call for any further comments.

The Board has appointed Mrs. Khusboo Laxmi Bhagat, (M No: 9376, CP No: 14703), Practicing Company Secretary, as Secretarial Auditor of the Company for the financial year 2025-26 as per the provisions of the Companies Act, 2013.

Internal Auditor:

M/s. GMJ & Co, Chartered Accountant a Mumbai based firm was appointed to conduct the Internal audit of the Company for the financial year 2024-25 under provisions of section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014 and any amendment made thereafter.

Cost Auditors:

Your Company is not required to maintain and cause audit of the Cost records as the products manufactured by the Company are not notified for maintenance of cost records under the Companies (Cost Records and Audit) Rules, 2014 as amended.

Declaration as per Section 134(3)(ca) of the Companies Act, 2013:

During the year, the auditor has not reported any instances of frauds committed by or against the Company by its Directors/ Officers/ Employees to the Board under section 143(12) of the Companies Act, 2013 and rules made thereof. Therefore no detail is required to be disclosed under Section 134 (3)(ca) of the Act.

Particulars of Loans given, Investments made, Guarantees Given or security provided by the Company:

During the financial year the Company has neither given loans, guarantees or provided security in connection with a loan to any other body corporate or person or nor invested by way of subscription, purchase or otherwise, in the securities of any other body corporate under section 186 of the Companies Act, 2013.

Material changes & commitments affecting the financial position of the company between the end of financial year and the date of report:

There are no material changes and commitments affecting the financial position of the Company at the end of the financial year.

However, following a change in the Shareholding structure approved at the Board Meeting held on June 16, 2025, the Company has been reclassified as a deemed public company and a subsidiary of Heritage Foods Limited. This reclassification does not materially impact the Company's financial position as of the date of this report.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Your Company has in place an Anti-Sexual Harassment Policy as per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). During the year under review, no complaints with allegations of sexual harassment were filed. The details are as follows:

Sl no	Particulars	Status of the No. of complaints received and disposed of
1	Number of complaints on sexual harassment received	Nil
2	Number of complaints disposed off during the year	Nil
3	Number of cases pending for more than ninety days	Not Applicable
4	Nature of action taken by the employer or district officer	Not Applicable

Compliance with Maternity Benefit Act, 1961:

Your Company has complied with all applicable requirements of the Maternity Benefit Act, 1961, during the financial year 2024-25.

Particulars of Employees:

None of the employees have received the remuneration of 1.02 Crore in whole year or 8.50 Lakhs per month employed part of the year as per the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Statement of Particulars of Employees, pursuant to the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employees comes under these provisions during the year under review. However the top ten employees of the company in terms of remuneration drawn are as follows:

Sl. No	Employee Name	Designation	Annual Gross Remuneration Received for FY 24-25 (in Million)	Qualification	Year of Total Experience	Date of Joining	Age (Yrs)	Last Employment before Joining the Company	No of Equity Shares held
1	Ahaenath Kumar	CEO	3.59	PG Diploma In Business Management (Marketing)	14+ years	30.09.2023	40	Shopkirana Pvt. Ltd. / Direct Powered by Shopkirana	NIL
2	Amol V. Rinkey	Plant Head	1.94	Bachelor Of Dairy Technology	18+ Years	14.02.2024	44	Drytech Processes	NIL
3	Jayesh Jain	Manager-F&A	1.44	Chartered Accountant	6+ Years	01.07.2024	30	Citicrop Services India Pvt. Ltd	NIL
4	Hitesh Joshi	Manager-F&A	1.20	Chartered Accountant	24+ Yeras	12.09.2024	46	3 Idea Technology LLP	NIL
5	Aditya Raghwanishi	KAM	1.15	PG Diploma In marketing	6+ Years	19.06.2024	29	Beats 51 India	NIL
6	Kamlesh Jain	NSM	1.13	Bachelor Of Commerce	12+ years	11.05.2023	32	Intello Labs	NIL
7	Jahangeer Jogini	ASM	1.06	B.Com	10+ years	01.06.2021	42	Hindsiam Bevs Pvt Ltd	NIL
8	Vishal Pandule	Manager - QC	1.02	Master Of Technology	6+ Years	11-01.2025	29	Amul	NIL

Sl. No	Employee Name	Designation	Annual Gross Remuneration Received for FY 24-25 (in Million)	Qualification	Year of Total Experience	Date of Joining	Age (Yrs)	Last Employment before Joining the Company	No of Equity Shares held
9	Mahesh Thakre	Sr. Executive	0.54	T.Y. BA	12+ Years	20.10.2020	35	Royal Canin India Pvt Ltd.	NIL
10	Nitikesh Shashikant Bombatkar	Asst. Manager- Maintenace	0.61	Bachelor Of Engineering (Mechanical)	5+ years	05.05.2020	31	Sunfresh Agro Industries Pvt. Ltd.	NIL

*Ms. Neha Trivedi and Mr. Tarun Sharma have resigned from the Company w.e.f. 17th August, 2024, 31st October, 2024.

All the above employees are permanent employees of the Company, and they are not relatives of any Director of the company. None of the employees are working outside of India.

Details under Insolvency and Bankruptcy Code, 2016:

No application is made, or any proceeding is pending against the Company under Insolvency and Bankruptcy Code, 2016 during or as at the end of the year under review.

Details of One Time Settlement:

The Company did not avail any One Time Settlement (OTS) from banks or Financial Institutions and hence giving disclosures on valuation of assets/securities at the time of borrowing and at the time of OTS are not become applicable.

Conservation of Energy/Technology Absorption, Foreign Exchange Earnings and Outgo:

The information required to be given pursuant to Section 134 (3) (m) of the Companies Act, 2013, Particulars of Conservation of Energy/Technology absorption is attached in Annexure-III

Public Deposits:

The Company has not accepted any deposits including deemed deposits covered under Chapter V of the Companies Act, 2013, i.e. within the meaning of Section 2(31) of the Companies Act, 2013 read with Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014 and as such there are no such overdue deposits outstanding as on March 31, 2025.

Cash Flow Statement:

In conformity with the Companies Act, 2013 and Accounting Standard – III under Section 129 of the Companies Act, 2013, the Cash Flow Statement for the year ended on March 31, 2025 is attached as a part of the Financial Statement of the Company.

Corporate Social Responsibility (CSR):

As per the criteria laid down under the Companies Act, 2013 and the Rules made thereunder, for the Financial Year 2024-25 CSR provisions are not applicable on the Company.

Directors Responsibility Statement:

In conformity with the provisions under Section 134 (5) of the Companies Act, 2013 your directors confirm that:-

- In the preparation of the annual accounts for Financial Year ended March 31, 2025, the applicable accounting standards have been followed and there are no material departures.
- The Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit & loss of the Company for the year ended on that date;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a 'going concern' basis; and
- The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Acknowledgment:

The Board take this opportunity to thank all stakeholders and Statutory Authorities for their continued support during the year. The Board also wishes to place on record its sincere appreciation of the effort/contribution made by its employees.

By the order of Board

Sd/-

N. Brahmani

Director

DIN: 02338940

Place: Hyderabad

Date: June 27, 2025

Sd/-

Emilie Laure Lucie Moulard Anand

Director

DIN: 08005149

Place: Goa

Date: June 27, 2025

Form No. AOC.2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length: Nil

All the contracts or arrangements or transactions entered into during the year ended March 31, 2025 were at arm's length basis and in the ordinary course of business of the Company.

2. Details of contracts or arrangement or transactions at arm's length: Nil

The Company has not entered into any material contracts or arrangement or transactions with any of the related parties during the FY 2024-25. However the details of non-material contracts or arrangement or transactions entered at arm's length basis and in the ordinary course of business of the company for FY 2024-25 are given below:

(Amt. ₹ in Millions)

Sr. No.	Name(s) of the related party	Nature of Relationship	Nature of contracts/ arrangements/ transactions	Value of contracts/ arrangements/ transactions during the Year	Duration of contracts/ arrangements/ transactions
1.	Heritage Foods Limited	Shareholder Company	Lease Rental Expenses	1.39	On Yearly basis
			Financial Guarantee Expenses	2.20	During the Financial year 2024-25
			Expenditure incurred on behalf of HNFPL	9.03	During the Financial year 2024-25
			Purchase of Dairy Products	17.87	Purchase order/Invoice
			Equity Contribution (including financial guarantee)	75.50	Event basis
2.	Novandie	Shareholder Company	Equity Contribution	75.00	Event basis
3.	Andros Foods India Private Limited	Subsidiary of Joint Venturer - Novandie, France	Lease rental income	0.30	As per the agreement
			Consultancy Charges Expense	0.30	As per the agreement
4.	Nara Brahmani	Director of the Company	Rent for Registered office of the Company	0.07	Paid during the F.Y. 2024-25
5.	Master Devaansh Nara	Immediate relative of Director	Rent for Registered office of the Company	0.07	Paid during the F.Y. 2024-25

Note: Appropriate approvals has been taken from the Board for the above related party transactions by the Company and no amount paid in advance for the above related party transactions.

By Order of the Board

For **HERITAGE NOVANDIE FOODS PRIVATE LIMITED**

Sd/-

N. Brahmani

Director

DIN: 02338940

Place: Hyderabad

Date: June 16, 2025

Sd/-

Emilie Laure Lucie Moulard Anand

Director

DIN: 08005149

Place: Goa

Date: June 16, 2025

Annexure-II

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial year ended 31st March, 2025

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

To,
The Members,

Heritage Novandie Foods Private Limited

CIN: U74999TG2017PTC120860

Part-C of 3rd Floor, H.No.8-2-293/82/A/1286,

Plot No: 1286, Road no. 1 & 65, Jubilee Hills,

Hyderabad- 500033, Telangana, India

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Heritage Novandie Foods Private Limited (herein after called the "Company"). Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's, books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iii. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the company:-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Not Applicable
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; Not Applicable
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not Applicable
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable
- e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not Applicable
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not Applicable
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not Applicable.
- h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; Not Applicable.
- i) The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015; Not Applicable.
- v. The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company are:
 - a) Food Safety and Standards Act, 2006 and the Rules made thereunder as amended from time to time;
 - b) The Prevention of Food Adulteration Act, 1954 and the Rules made thereunder as amended from time to time.

I have also examined compliance with the applicable clauses of the following as amended from time to time:

- i. Secretarial Standards ("SS") as amended from time to time issued by The Institute of Company Secretaries of India ("ICSI").

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that, the Company has, in my opinion generally complied with the provisions of the Companies Act, 2013 and the Rules made thereunder that Act as notified by the Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

- a) Maintenance of various statutory registers and documents and making necessary entries therein.
- b) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government.
- c) The Annual General Meeting held on 16th August, 2024.
- d) Minutes of the proceedings of General meetings and of the Board Meetings.
- e) Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Non-Executive Directors. During the year under review there was no change in the Composition of the Board of Directors.
- f) During the year under review the Board of Directors met 8 times, i.e. 18th April, 2024, 10th May, 2024, 22nd May, 2024, 19th July, 2024, 18th October, 2024, 17th January, 2025, 10th March, 2025 and 24th March, 2025. The time gap between the two Board meetings is within 120 days as per the Secretarial Standard-1.
- g) During the year under review, no payment of remuneration was made to Directors.

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

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has generally complied with the applicable laws applicable specifically to the Company.

I further report that, based on the information received and records maintained there are adequate systems and process in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the audit period the company made rights issue of 30,61,224 equity shares at a price of Rs.49/- per share (Face value @ Rs.10/- and a premium of Rs.39/- per share) fully paid-up to the existing equity shareholders of the Company pursuant to the provisions of section 62(1)(a) and section 39 Companies Act, 2013.

For KLB & Associates

Khusboo Laxmi Bhagat
Practicing Company Secretary
M. No: 9376, CP No: 14703
UDIN: FO09376G000265643

Place: Hyderabad
Date: 05th May, 2025

ANNEXURE-A TO SECRETARIAL AUDIT REPORT

To,
The Members,
Heritage Novandie Foods Private Limited
CIN: U74999TG2017PTC120860
Part-C of 3rd Floor, H.No.8-2-293/82/A/1286,
Plot No: 1286, Road no. 1 & 65, Jubilee Hills,
Hyderabad- 500033, Telangana, India

Auditor's Responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 (CSAS) prescribed by the Institute of the Company Secretaries of India (ICSI). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there may be unavoidable risk that may some misstatements or non-compliance may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

- a) Maintenance of Secretarial record is the responsibility of management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- d) Wherever required, we have obtained Management representation about the compliance of laws, rules and regulations and happenings of events etc.
- e) The Compliance of the provisions of Corporate and other applicable laws, rules and regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management conducted the affairs of the Company.

For KLB & Associates

Khusboo Laxmi Bhagat
Practicing Company Secretary
M. No: 9376, CP No: 14703
UDIN: F009376G000265643

Place: Hyderabad
Date: 05th May, 2025

Annexure - III

Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014

A. Conservation of Energy

Your Company is committed to looking for innovative ways to optimize the energy mix towards cleaner, more efficient forms of energy increasing share of renewable energy sources, while continuing to reduce consumption.

- i. The steps taken or impact on conservation of energy
 - Keeping a tab on the daily water, electricity and coal utilization for future optimisation
 - Plan to use solar power for factory lighting in future
 - Production schedule planned with energy optimization.
- ii. The steps taken by the company for utilising alternate sources of energy – As above.
- iii. The capital investment on energy conservation equipment's - Nil

B. Technology Absorption:

- i. The efforts made by the Company towards technology absorption: the Company has not imported nor acquired any technology nor has any technical tie-ups with any person and therefore, the particulars required to be given for technology absorption are not applicable.
- ii. The benefits derived like product improvement, cost reduction, product development or import substitution – Nil
- iii. The Expenditure incurred on Research and Development: Nil

C. Foreign Exchange Earnings and Outgo: Nil

However, during the FY 2024-25 the Company has received an amount of INR 75 Million as equity share capital from one of its shareholder viz. Novandie, France.

By Order of the Board
For **HERITAGE NOVANDIE FOODS PRIVATE LIMITED**

Sd/-
N. Brahmani
Director
DIN: 02338940
Place: Hyderabad
Date: June 16, 2025

Sd/-
Emilie Laure Lucie Moulard Anand
Director
DIN: 08005149
Place: Goa
Date: June 16, 2025

Independent Auditor's Report

To the Members of Heritage Novandie Foods Private Limited

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of Heritage Novandie Foods Private Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2025, the Statement of Profit and Loss (including Other Comprehensive Loss), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its loss (including other comprehensive loss), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

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

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. The Director's Report is not made available to us at the date of this report. We have nothing to report in this regard.

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

5. The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under Section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
7. 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

8. 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 Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
9. As part of an audit in accordance with Standards on Auditing, specified under Section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place adequate internal financial controls with reference to financial statements and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and

- 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.

10. 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.

Report on Other Legal and Regulatory Requirements

11. Based on our audit, we report that the provisions of Section 197 read with Schedule V to the Act are not applicable to the Company since the Company is not a public company as defined under Section 2(71) of the Act. Accordingly, reporting under Section 197(16) is not applicable.
12. 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.
13. Further to our comments in Annexure A, as required by Section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements;
 - b) Except for the matters stated in paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act;
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act;
 - f) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 13(b) above on reporting under Section 143(3)(b) of the Act and paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

- g) In our opinion and to the best of our information and according to the explanations given to us, the provisions of section 143(3)(i) for reporting on the adequacy of internal financial controls with reference to financial statements and the operating effectiveness of such controls of the Company, are not applicable; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigation which would impact its financial position as at 31 March 2025;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2025.
 - iv.
 - a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 40(i) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The management has represented that, to the best of its knowledge and belief, as disclosed in note 40(ii) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year ended 31 March 2025.
 - vi. As stated in Note 42 to the financial statements and based on our examination which included test checks, the Company, in respect of financial year commencing on 1 April 2024, has used an accounting software operated by a third-party software service provider for maintaining its books of account which has a feature of recording audit trail facility and the same has been operated throughout the year for all relevant transactions recorded in the software at the application level. In absence of an 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), we are unable to comment on whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions or whether there were any instances of audit trail feature being tampered with at the database level. The audit trail has been preserved at the application level by the Company as per the statutory requirements for record retention. Further, due to absence of the Type 2 report, we are unable to comment on preservation of audit trail at the database level.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Sd/-

Sumesh E S

Partner

Place: Chennai

Date: 12 May 2025

Membership No.: 206931

UDIN: 25206931BMNRAB7772

Annexure A referred to in Paragraph 12 of the Independent Auditor's Report of even date to the members of Heritage Novandie Foods Private Limited on the financial statements for the year ended 31 March 2025

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

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The property, plant and equipment and relevant details of right-of-use assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification programme adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in Note 6 to the financial statements, are held in the name of the Company.
- (d) The Company has adopted cost model for its Property, Plant and Equipment (including right-of-use assets) and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records.
- (b) The Company has not been sanctioned working capital limits in excess of five crore rupees by banks or financial institutions on the basis of security of current assets

at any point of time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.

- (iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
- (iv) The Company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, we report that there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and there has been no utilisation during the current year of the term loans obtained by the Company during any previous years. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, the Company has not raised any funds on short term basis during the year. Accordingly, reporting under clause 3(ix)(d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us, we report that the Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under clause 3(ix)(e) and clause 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us 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, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, 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 Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company, with the related parties are in compliance with Section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements etc., as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under Section 133 of the Act. Further, according to the information and explanations given to us, the Company is not required to constitute an audit committee under Section 177 of the Act.
- (xiv) (a) According to the information and explanations given to us, the Company is not required to have an internal audit system as per the provisions of Section 138 of the Act. However, the Company has an internal audit system which, in our opinion, is commensurate with the size and nature of its business.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the 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, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
- (d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(xvii) The Company has incurred cash losses in the current financial year and in the immediately preceding financial years amounting to ₹ 116.03 million and ₹ 108.85 million respectively.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any

assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

(xx) According to the information and explanations given to us, the Company does not meet the criteria as specified under sub-section (1) of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Sd/-

Sumesh E S

Partner

Place: Chennai

Date: 12 May 2025

Membership No.: 206931

UDIN: 25206931BMNRAB7772

Balance Sheet as at 31st March 2025

(All amounts in ₹ millions, except share data and where otherwise stated)

	Notes	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
(a) Property, plant and equipment	6	199.37	334.37
(b) Right of use assets	6	9.89	10.19
(c) Intangible assets	7	0.27	0.31
(d) Financial assets			
(i) Other financial assets	8	0.52	0.74
(e) Other non-current assets	9	3.28	4.52
Total non-current assets		213.33	350.13
Current assets			
(a) Inventories	10	9.96	17.95
(b) Financial assets			
(i) Investments	13	28.35	-
(ii) Trade receivables	11	11.20	5.76
(iii) Cash and cash equivalents	12	4.85	30.74
(iv) Bank balances other than (ii) above	12	1.17	0.56
(v) Other financial assets	8	0.41	1.51
(c) Current tax assets (net)		0.39	0.40
(d) Other current assets	9	44.08	35.07
Total current assets		100.41	91.99
Total assets		313.74	442.12
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	14	159.91	129.29
(b) Other equity	15	79.78	215.52
Total equity		239.69	344.81
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	16	7.08	35.22
(ia) Lease liabilities	18	13.13	13.13
(b) Provisions	20	0.94	0.61
Total non-current liabilities		21.15	48.96
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	16	28.33	28.33
(ia) Lease liabilities	18	1.85	1.40
(ii) Trade payables	21		
- total outstanding dues of micro enterprises and small enterprises		0.91	0.05
- total outstanding dues of creditors other than micro and small enterprises		8.69	8.18
(iii) Other financial liabilities	17	10.92	9.10
(b) Other current liabilities	19	1.27	0.69
(c) Provisions	20	0.93	0.60
Total liabilities		52.90	48.35
Total equity and liabilities		313.74	442.12

The accompanying notes referred to above form an integral part of the financial statements.

This is the Balance sheet referred to in our report of even date.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No: 001076N/N500013

Sumesh E S

Partner

Membership No: 206931

Place: Chennai

Date: 12 May 2025

For and on behalf of Board of Directors of

Heritage Novandie Foods Private Limited

N Brahmani

Director

DIN: 02338940

Place: Hyderabad

Date: 12 May 2025

Ahaenath Kumar

Chief Executive Officer

Place: Mumbai

Date: 12 May 2025

Emilie Laure Lucie Moulard Anand

Director

DIN: 08005149

Place: Goa

Date: 12 May 2025

Rahul Singh

Company Secretary

M.No. ACS 72811

Place: Hyderabad

Date: 12 May 2025

Statement of Profit and Loss for the Year Ended 31st March 2025

(All amounts in ₹ millions, except share data and where otherwise stated)

	Notes	For the Year Ended 31 March 2025	For the Year Ended 31 March 2024
Income			
Revenue from operations	22	68.90	41.46
Other income	23	5.56	6.02
Total income		74.46	47.48
Expenses			
Cost of materials consumed	24	48.71	40.08
Changes in inventories of finished goods, semi finished goods, stock-in- trade and work-in-progress	25	0.91	(2.19)
Employee benefit expenses	26	46.28	36.13
Finance costs	27	9.32	11.88
Depreciation and amortisation expense	28	22.14	21.99
Other expenses	29	85.27	70.43
Total expenses		212.63	178.32
Loss before exceptional items and tax		(138.17)	(130.84)
Exceptional items	6	116.46	-
Loss before tax		(254.63)	(130.84)
Tax expense		-	-
Loss for the year		(254.63)	(130.84)
Other comprehensive income / (loss) ("OCI")			
(a) Items that will not be reclassified to profit or loss			
Re-measurement gain / (loss) on defined benefit plan, net of tax		(0.13)	1.47
(b) Items that will be reclassified to profit or loss		-	-
Total other comprehensive income / (loss) for the year		(0.13)	1.47
Total comprehensive loss for the year		(254.76)	(129.37)
Earnings per equity share (EPES)			
Face value per equity share (in absolute ₹ terms)		10.00	10.00
Weighted average number of equity shares		1,57,22,297	1,28,76,029
Basic and Diluted EPES (in absolute ₹ terms)		(16.20)	(10.16)

The accompanying notes referred to above form an integral part of the financial statements.

This is the Statement of Profit and Loss referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No: 001076N/N500013

For and on behalf of Board of Directors of
Heritage Novandie Foods Private Limited

Sumesh E S
Partner
Membership No: 206931

Place: Chennai
Date: 12 May 2025

N Brahmani
Director
DIN: 02338940

Place: Hyderabad
Date: 12 May 2025

Ahaenath Kumar
Chief Executive Officer

Place: Mumbai
Date: 12 May 2025

Emilie Laure Lucie Moulard Anand
Director
DIN: 08005149

Place: Goa
Date: 12 May 2025

Rahul Singh
Company Secretary
M.No. ACS 72811

Place: Hyderabad
Date: 12 May 2025

Statement of Cash Flow for the Year Ended 31st March 2025

(All amounts in ₹ millions, except share data and where otherwise stated)

	Notes	For the Year Ended 31 March 2025	31 March 2024 For the Year Ended
Cash flow from operating activities			
Loss before tax		(254.63)	(130.84)
Adjustments for:			
Depreciation and amortisation expense	28	22.14	21.99
Impairment loss on Property, plant and equipment ("PPE")	6	116.46	-
Interest income	23	(1.36)	(5.82)
Gain on investments	23	(3.35)	-
Lease rental income	23	(0.30)	(0.20)
Interest expense	27	7.08	9.68
Operating loss before working capital changes		(113.96)	(105.19)
Adjustments for:			
Changes in inventories		7.13	(8.43)
Changes in trade receivables		(5.14)	(1.32)
Changes in financial and other assets		(8.38)	(2.69)
Changes in financial and other liabilities		1.90	(0.49)
Changes in trade payables		1.49	(2.80)
Change in provisions		0.53	0.55
Cash used in operating activities		(116.43)	(120.37)
Income taxes (paid) / refund, net		0.01	(0.27)
Net cash used in operating activities (a)		(116.42)	(120.64)
Cash flow from investing activities			
Purchase of PPE and other intangible assets, including CWIP and intangible assets		(3.26)	(6.46)
Interest received		1.36	5.82
Purchase of investments		(115.00)	-
Proceed from sale of investments		90.00	-
Net cash used in investing activities (b)		(26.90)	(0.64)
Cash flow from financing activities			
Proceeds from issue of equity shares		150.00	195.00
Repayment of long term borrowings		(28.14)	(28.33)
Repayment of short term borrowings, net		-	(18.33)
Interest paid		(3.34)	(8.19)
Lease rentals paid		(1.09)	(1.08)
Net cash generated from financing activities (c)		117.43	139.07
Net change in cash and cash equivalents during the year (a+b+c)		(25.89)	17.79
Cash and cash equivalents at the beginning of the year		30.74	12.95
Cash and cash equivalents at the end of the year (Note 1)		4.85	30.74

		As at 31 March 2025	As at 31 March 2024
Note 1:			
Cash and cash equivalents includes	12		
Balances with banks		4.84	3.22
Cash on hand		0.01	0.02
Deposits with original maturity up to 3 months		-	27.50
		4.85	30.74

The accompanying notes referred to above form an integral part of the financial statements.
This is the Cash Flow Statement referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No: 001076N/NS00013

Sumesh E S
Partner
Membership No: 206931

Place: Chennai
Date: 12 May 2025

For and on behalf of Board of Directors of
Heritage Novandie Foods Private Limited

N Brahmani
Director
DIN: 02338940

Place: Hyderabad
Date: 12 May 2025

Ahaenath Kumar
Chief Executive Officer

Place: Mumbai
Date: 12 May 2025

Emilie Laure Lucie Moulard Anand
Director
DIN: 08005149

Place: Goa
Date: 12 May 2025

Rahul Singh
Company Secretary
M.No. ACS 72811

Place: Hyderabad
Date: 12 May 2025

Statement of Changes In Equity for the Year Ended 31st March 2025

(All amounts in ₹ millions, except share data and where otherwise stated)

A. Equity Share Capital

	Notes	Number of shares	Amount
As at 1 April 2023		1,09,79,454	109.79
Issue of equity share capital	14	19,50,000	19.50
As at 31 March 2024		1,29,29,454	129.29
Issue of equity share capital	14	30,61,224	30.62
As at 31 March 2025		1,59,90,678	159.91

B. Other Equity (refer note 15)

	Reserves and Surplus			Total
	Securities premium	Equity contribution from Joint Venturers	Retained Earnings / (Deficit)	
Balance as at 1 April 2023	514.10	13.40	(358.61)	168.89
Issue of equity shares	175.50	-	-	175.50
Loss for the year	-	-	(130.84)	(130.84)
Equity contribution from Joint Venturers	-	0.50	-	0.50
Other comprehensive income/ (loss), net of taxes	-	-	1.47	1.47
Balance as at 31 March 2024	689.60	13.90	(487.98)	215.52
Issue of equity shares	119.38	-	-	119.38
Loss for the year	-	-	(254.63)	(254.63)
Other adjustments	-	-	(0.86)	(0.86)
Equity contribution from Joint Venturers	-	0.50	-	0.50
Other comprehensive income/ (loss), net of taxes	-	-	(0.13)	(0.13)
Balance as at 31 March 2025	808.98	14.40	(743.60)	79.78

The accompanying notes referred to above form an integral part of the financial statements.
This is the Statement of Changes in Equity referred to in our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No: 001076N/N500013

Sumesh E S
Partner
Membership No: 206931

Place: Chennai
Date: 12 May 2025

For and on behalf of Board of Directors of
Heritage Novandie Foods Private Limited

N Brahmani
Director
DIN: 02338940

Place: Hyderabad
Date: 12 May 2025

Ahaenath Kumar
Chief Executive Officer

Place: Mumbai
Date: 12 May 2025

Emilie Laure Lucie Moulard Anand
Director
DIN: 08005149

Place: Goa
Date: 12 May 2025

Rahul Singh
Company Secretary
M.No. ACS 72811

Place: Hyderabad
Date: 12 May 2025

Summary of the material accounting policies and other explanatory information

1. Corporate information

Heritage Novandie Foods Private Limited (“HNFPL” or “the Company”) is a Private Limited Company incorporated in India having its registered office at #H.No. 8-2-293/82/A/1286, Plot No: 1286, Road No. 1 & 65, Jubilee Hills, Hyderabad – 500033, Telangana, India. The Company has been incorporated on 28 November 2017. The Company is a Joint Venture (JV) of Heritage Foods Limited, India and Novandie SNC, France with 50:50 shareholding and equal Board composition. The Company’s present principal activity is manufacturing and selling of fruit and flavoured yogurts and intends to restructure / repurpose its operations (refer Note 31). The Company’s principal location of operation is situated at Palghar, Maharashtra, India.

2. Basis of preparation of the financial statements

The financial statements of the Company have been prepared in accordance with accounting principles generally accepted in India, Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and presentation requirement of Division II of Schedule III to the Act, including the amendments to Schedule III notified by the Ministry of Corporate Affairs (“MCA”) vide its notification dated 24 March 2021. The Company has uniformly applied the accounting policies during the periods presented.

These financial statements have been prepared by the Company as a going concern on the basis of relevant Ind-AS that are effective or elected for early adoption at the Company’s annual reporting date, 31 March 2025. These financial statements were authorised for issuance by the Company’s Board of Directors on 12 May 2025.

These financial statements have been prepared on historical cost convention, except for the following material items:

- (a) Financial assets are measured at either at fair value or at amortised cost depending upon the classification.
- (b) Employee defined benefits assets / (liability) are recognised as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligations.
- (c) Long-term borrowings are measured at amortised cost using the effective interest rate method; and
- (d) Right-of-use assets are recognised at present value of lease payments, that are not paid at that date, adjusted for any lease payments made at or before the commencement date, lease incentives received and initial direct cost incurred, if any.

The financial statements are presented in Indian Rupees (₹) and all values are rounded to the nearest millions, except when otherwise indicated.

3. Summary of material accounting policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

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. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

Summary of the material accounting policies and other explanatory information

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement, and for non-recurring measurement.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

c. Revenue recognition

The Company derives revenues primarily from manufacturing and selling of fruit and flavoured yogurt.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

Revenue is measured on the basis of transaction price, after deduction of any discounts and any taxes or duties collected on behalf of the Government such as goods and services tax, etc. Discounts are recognised in accordance with the schemes implemented by the Company. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs; or
- The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- The Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from sale of products is recognised at the time when the Company transfers control of the products to the customer.

d. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used

Summary of the material accounting policies and other explanatory information

to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax is recognised in the Statement of profit and loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the Balance Sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

e. Property, plant and equipment (PPE)

Property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met and any attributable cost of bringing the asset to its working condition and location for the intended use.

Depreciation is provided on the basis of straight-line method at the useful life and in the manner prescribed in Schedule II of the Companies Act, 2013.

Asset class	Useful life (years)
Building	30
Plant and machinery	15
Office Equipment	3 to 5
Furniture and Fixtures	10
Vehicles	10

f. Impairment on Property, plant and equipment

The Company assesses at each reporting date whether there is any indication that any item of property, plant and equipment may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Impairment losses are recognized in the Statement of Profit and Loss. After the recognition of an impairment loss, the depreciation charge for the asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on a systematic basis over its remaining useful life.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is recognized in the Statement of Profit and Loss to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortization) had no impairment loss been recognized previously.

Summary of the material accounting policies and other explanatory information

g. Leases

The Company as a lessee

The Company's lease asset classes primarily consist of leases for factory land. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The 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. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, 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 the Statement of Profit and Loss.

h. Inventories

All inventories except for raw material and packing material, are valued at lower of cost and net realisable value. Raw material and packing material 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 realisable value.

Cost for raw material and packing material is ascertained on FIFO basis and for finished goods is ascertained on weighted average cost method.

Cost of inventories comprises following:

- Raw material and packaging material: Cost includes purchase price, import duties and other taxes excluding taxes those are subsequently recoverable from the concerned authorities, freight inwards and other expenditure incurred in bringing such inventories to their present location and condition.
- Finished goods: Cost comprises cost of direct material, direct labour and appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Summary of the material accounting policies and other explanatory information

i. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Company expects some or all of a provision to be reimbursed, reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the Statement of profit and 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 risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

j. Employee benefits

Short term benefits

Short term employee benefits are accounted for in the period during which the services have been rendered.

k. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets, excluding trade receivables are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified into four categories:

- Debt instruments at amortised cost
- Equity instruments measured at FVTOCI and FVTPL

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model, whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of profit and loss. The losses arising from impairment are recognised in the Statement of profit and loss.

Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVTOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

De-recognition

A financial asset is primarily derecognised when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated

Summary of the material accounting policies and other explanatory information

liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables and borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the Statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to the Statement of profit and loss. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the Statement of profit and loss. The company has not designated any financial liability as at fair value through profit and loss.

Borrowings

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of profit and loss.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per agreed terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

I. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

Summary of the material accounting policies and other explanatory information

m. Cash flow statement

The Cash flow statement is prepared as per the Indirect Method. Cash flow statement presents the cash flows by operating, financing and investing activities of the Company. Operating cash flows are arrived by adjusting profit or loss before tax 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.

For the purpose of the cash flow statement, cash and cash equivalents consist of cash at banks and on hand and deposits, as defined above, net of outstanding short-term borrowings from banks as they are considered an integral part of the Company's cash management.

n. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

4. Key accounting estimates, judgements and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

a. Useful lives of depreciable assets

Management reviews the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets to the Company.

b. Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating

the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives.

c. Impairment of assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

In case of non-financial assets, assessment of impairment indicators involves consideration of future risks. Further, the company estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

5. Standards and recent pronouncements issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. The Company applied following amendments for the first-time during the current year which are effective from 1 April 2024:

a) Introduction of Ind AS 117

MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. However, Ind AS 117 is not applicable to the entities which are insurance companies registered with IRDAI.

The Company has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have an impact on the Financial Statements.

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

6. Property, plant and equipment ("PPE") and Right of use assets

	Buildings	Plant and equipment	Office Equipment	Furniture and fixtures	Vehicles	Total	Right-of-use assets
Gross Block							
Balance as at 1 April 2023	172.82	206.50	9.01	7.61	0.09	396.03	12.36
Additions during the year	0.81	0.91	0.08	0.18	-	1.98	-
Balance as at 31 March 2024	173.63	207.41	9.09	7.79	0.09	398.01	12.36
Additions during the year	0.53	2.02	0.35	0.22	0.10	3.22	-
Balance as at 31 March 2025	174.16	209.43	9.44	8.01	0.19	401.23	12.36
Accumulated depreciation and impairment							
Up to 31 March 2023	11.10	27.73	2.42	1.45	0.02	42.72	1.65
Depreciation charge for the year	6.43	13.16	1.04	0.69	0.01	21.33	0.41
Adjustment for disposals	-	(0.41)	-	-	-	(0.41)	0.11
Up to 31 March 2024	17.53	40.48	3.46	2.14	0.03	63.64	2.17
Depreciation charge for the year	6.45	13.30	0.89	0.70	0.01	21.35	0.41
Impairment loss (refer note (iii) below)	74.21	42.25	-	-	-	116.46	-
Adjustments	-	0.41	-	-	-	0.41	(0.11)
Up to 31 March 2025	98.19	96.44	4.35	2.84	0.04	201.86	2.47
As at 31 March 2024	156.10	166.93	5.63	5.65	0.06	334.37	10.19
As at 31 March 2025	75.97	112.99	5.09	5.17	0.15	199.37	9.89

Notes:

- For details of assets pledged as security, refer Note 16.
- The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), are held in the name of the Company.
- During the year ended 31 March 2025, owing to certain developments highlighted in Note 31, the Company has tested its PPE for impairment and recognised an impairment loss of INR 74.21 and INR 42.25 with respect to buildings & plant and equipment, respectively. In view of the materiality of the amount and non-recurring nature of the impairment loss, it has been presented as an exceptional item in the statement of profit or loss.

7. Intangible assets

	Software
Gross Block	
Balance as at 1 April 2023	1.32
Additions during the year	0.01
Balance as at 31 March 2024	1.33
Additions during the year	0.34
Balance as at 31 March 2025	1.67
Accumulated depreciation	
Up to 31 March 2023	0.77
Charge for the year	0.25
Up to 31 March 2024	1.02
Charge for the year	0.38
Up to 31 March 2025	1.40
Net book value as at 31 March 2024	0.31
Net book value as at 31 March 2025	0.27

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

8. Other financial assets

	As at	
	31 March 2025	31 March 2024
Non-current		
Security deposits	0.52	0.74
Margin money deposits with banks	-	-
	0.52	0.74
Current		
Security deposits	0.41	0.23
Interest accrued on bank deposits	-	1.28
	0.41	1.51

9. Other assets

	As at	
	31 March 2025	31 March 2024
Non-current		
Unsecured, considered good		
Capital advances	0.53	0.85
Prepaid expenses	2.75	3.67
	3.28	4.52
Current		
Unsecured, considered good		
Balances with statutory authorities	40.33	30.37
Prepaid expenses	3.19	2.47
Others	0.56	2.23
	44.08	35.07

10. Inventories

	As at	
	31 March 2025	31 March 2024
Raw materials	3.41	3.34
Packing materials	3.79	3.32
Finished goods	1.16	2.78
Work-in-progress	0.71	-
Stores and spares	0.89	8.51
	9.96	17.95

11. Trade Receivables

	As at	
	31 March 2025	31 March 2024
Unsecured		
- Considered good	11.20	5.76
- Credit impaired	-	1.10
	11.20	6.86
Less: Allowance for credit loss	-	(1.10)
	11.20	5.76

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

Trade receivables ageing schedule

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2025						
Undisputed						
Considered good	8.37	2.65	0.18	-	-	11.20
Significant increase in credit risk	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-
As at 31 March 2024						
Undisputed						
Considered good	4.56	1.20	-	-	-	5.76
Credit impaired	-	-	0.91	0.19	-	-

There are no disputed receivables as at 31 March 2025 and 31 March 2024.

12. Cash and Bank balances

	As at	
	31 March 2025	31 March 2024
(a) Cash and cash equivalents		
Balances with banks	4.84	3.22
Cash on hand	0.01	0.02
Deposits with original maturity up to 3 months	-	27.50
	4.85	30.74
(b) Other Bank Balances		
Deposits with original maturity more than three months but less than 12 months		
Margin Money Deposit	1.17	0.56
	1.17	0.56

13. Investments

Current		
Investment in Mutual Funds, Quoted (measured at FVTPL)		
7,83,057 (31 March 2024: Nil) units held in ICICI PrudentialEquity Arbitrage Fund - Direct Plan Growth	28.31	-
1,386 (31 March 2024: Nil) units held in ICICI Prudential Ultra Short Term Fund - Direct Plan Growth	0.04	-
Aggregate amount of quoted investments	28.35	-

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

14. Equity share capital

	As at			
	31 March 2025		31 March 2024	
	Number	Amount	Number	Amount
i. Authorised share capital				
Equity shares of ₹ 10 each	1,60,00,000	160.00	1,60,00,000	160.00

	As at			
	31 March 2025		31 March 2024	
	Number	Amount	Number	Amount
ii. Issued, subscribed and fully paid up				
Equity shares of ₹ 10 each	1,59,90,678	159.91	1,29,29,454	129.29
	1,59,90,678	159.91	1,29,29,454	129.29

	As at			
	31 March 2025		31 March 2024	
	Number	Amount	Number	Amount
iii. Reconciliation of number of equity shares outstanding at the beginning and at the end of the year				
Equity shares				
Balance at the beginning of the year	1,29,29,454	129.29	1,09,79,454	109.79
Add: Issued during the year	30,61,224	30.62	19,50,000	19.50
Balance at the end of the year	1,59,90,678	159.91	1,29,29,454	129.29

iv. Rights, preferences and restrictions attached to equity shares

The Company has only one class of issued, subscribed and paid up equity shares having a par value of ₹ 10 each per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the Annual General Meeting. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion of number of equity shares held by the shareholders.

v. Details of shareholders holding more than 5% equity shares in the Company

	As at			
	31 March 2025		31 March 2024	
	Number	% holding	Number	% holding
Name of the equity shareholders				
Heritage Foods Limited, India	79,95,339	50.00%	64,64,727	50.00%
Novandie, France	79,95,339	50.00%	64,64,727	50.00%

	As at			
	31 March 2025		31 March 2024	
	Number	% holding	Number	% holding
vi. Shareholding of promoters				
Name of the equity shareholders				
Heritage Foods Limited, India	79,95,339	50.00%	64,64,727	50.00%
Novandie, France	79,95,339	50.00%	64,64,727	50.00%
	1,59,90,678	100%	1,29,29,454	100%

Note: No change in the shareholding of promoters during the current and previous year

- vii.** The Company has not issued any equity shares pursuant to contract without payment being received in cash or by way of bonus shares or bought back any equity shares during the last five years preceding the balance sheet date.

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

15. Other equity

	As at	
	31 March 2025	31 March 2024
Reserve and surplus		
Securities premium	808.98	689.60
Equity contribution from Joint Venturers	14.40	13.90
Retained earnings / (deficit)	(743.60)	(487.98)
	79.78	215.52
Items of Other comprehensive income ("OCI")	-	-
	79.78	215.52

Nature and purpose of reserves

Securities premium

The amount received in excess of face value of the equity shares is recognised in securities premium. This reserve will be utilised in accordance with provisions of Section 52 of the Act.

Retained earnings

Retained earnings are the profits / losses that the Company has earned till date, less dividends or other distribution to shareholders.

Equity contribution from Joint Venturers

Represents implicit cost of financial guarantees given by the Joint Venturers to the Company's bankers against the borrowings facilities availed by the Company.

16. Borrowings

	As at	
	31 March 2025	31 March 2024
Non-current		
Secured		
Term loan from a bank (refer note (a) below)	7.08	35.22
	7.08	35.22
Current		
Cash credit facility from a bank (refer note (b) below)	-	-
Current maturities of term loan from a bank (refer note (a) below)	28.33	28.33
	28.33	28.33

(a) Term loan from Bank is secured by first charge on all fixed assets and by second charge on all current assets of the Company. The interest rate is equivalent to one year MCLR + 1.4% per annum. The loan is repayable in 24 equal quarterly instalments commenced from August 2020 and ending in May 2026. The loan is guaranteed by Heritage Foods Limited.

(b) Cash credit facility from a bank is secured by first charge on the current assets of the Company, both present and future. The interest rate is equivalent to six month MCLR + 1% spread per annum, as agreed from time to time. The loan is repayable on demand. The loan is guaranteed by Heritage Foods Limited.

(c) Reconciliation of liabilities arising from financial activities*

	As at	
	31 March 2025	31 March 2024
Balance at beginning of the year	63.55	91.88
Repayment of long term borrowings	(28.14)	(28.33)
Balance at end of the year	35.41	63.55

*Include current and non-current portions of a term loan from a bank.

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

17. Other financial liabilities

	As at	
	31 March 2025	31 March 2024
Capital creditors	4.80	4.79
Employee related payables	2.11	0.91
Other payables	3.95	3.40
Interest accrued but not due	0.03	-
Security deposit	0.03	-
	10.92	9.10

18. Lease liabilities (refer note 38)

	As at	
	31 March 2025	31 March 2024
Non-Current	13.13	13.13
Current	1.85	1.40
	14.98	14.53

19. Other current liabilities

	As at	
	31 March 2025	31 March 2024
Advances from customers *	0.61	0.12
Statutory dues payable	0.66	0.57
	1.27	0.69

(*) represents contract liabilities against which the Company has recognized a revenue of ₹ 0.12 (31 March 2024: ₹ 0.24) from the amounts included under advances from customers at the beginning of the year.

20. Provisions

	As at	
	31 March 2025	31 March 2024
Non-current		
Compensated absences	0.94	0.61
	0.94	0.61
Current		
Gratuity	0.90	0.45
Compensated absences	0.03	0.15
	0.93	0.60

21. Trade Payables

	As at	
	31 March 2025	31 March 2024
Total outstanding dues of micro and small enterprises ("MSME")	0.91	0.05
Total outstanding dues of creditors other than micro and small enterprises	8.69	8.18
	9.60	8.23

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

(a) Trade payables ageing schedule

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2025					
Undisputed					
(i) MSME	0.91	-	-	-	0.91
(i) Others	8.30	0.30	0.02	0.07	8.69
As at 31 March 2024					
Undisputed					
(i) MSME	0.05	-	-	-	0.05
(i) Others	8.03	0.08	-	0.07	8.18

There are no outstanding disputed payables as at 31 March 2025 and 31 March 2024.

(b) Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

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 ("the MSMED Act"). As at 31 March 2025 and 31 March 2024, there are amounts to ₹ 0.91 (31 March 2024: ₹ 0.05) payable to such enterprises, based on information received and available within the Company. The Company has not received any claim for interest from any supplier under the MSMED Act.

22. Revenue from operations

	For the year ended	
	31 March 2025	31 March 2024
Sales of products	68.85	41.19
Other operating income	0.05	0.27
	68.90	41.46

(a) Reconciliation of revenue from sale of products with the contracted price

	For the year ended	
	31 March 2025	31 March 2024
Revenue as per contracted price	99.13	78.66
Adjusted for:		
Sales returns	(10.11)	(10.23)
Discounts	(20.13)	(26.97)
Total revenue from contracts with customers	68.90	41.46

23. Other income

	For the year ended	
	31 March 2025	31 March 2024
Interest income	1.36	5.82
Gain on investments (net)	3.35	-
Lease rental income	0.30	0.20
Other non-operating income	0.55	-
	5.56	6.02

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

24. Cost of materials consumed*

	For the year ended	
	31 March 2025	31 March 2024
Raw Material		
Opening stock	3.34	2.36
Add: Purchases during the year	33.71	31.40
Less: Closing stock	3.41	3.34
	33.64	30.42
Packing Material		
Opening stock	3.32	3.80
Add: Purchases during the year	15.54	9.18
Less: Closing stock	3.79	3.32
	15.07	9.66
	48.71	40.08

*Disclosed based on derived figures, rather than actual records of issue.

25. Changes in inventories of finished goods and work-in-progress

	For the year ended	
	31 March 2025	31 March 2024
Opening balance		
- Finished goods	2.78	0.59
- Work-in-progress	-	-
	2.78	0.59
Closing balance		
- Finished goods	1.16	2.78
- Work-in-progress	0.71	-
	1.87	2.78
	0.91	(2.19)

26. Employee benefit expenses

	For the year ended	
	31 March 2025	31 March 2024
Salaries, wages, Bonus and allowances	40.36	32.35
Contribution to provident fund	1.73	1.27
Gratuity expense (refer note 20(a)(iv))	0.37	0.40
Compensated absences expense	0.59	0.78
Staff welfare expenses	3.23	1.33
	46.28	36.13

27. Finance costs

	For the year ended	
	31 March 2025	31 March 2024
Interest on borrowings calculated using effective interest method	5.54	8.19
Interest on lease liabilities	1.54	1.49
Interest on income tax	0.04	-
Other borrowing costs	2.20	2.20
	9.32	11.88

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

28. Depreciation and amortization

	For the year ended	
	31 March 2025	31 March 2024
Depreciation on PPE and Right of use assets	21.76	21.74
Amortization of intangible assets	0.38	0.25
	22.14	21.99

29. Other expenses

	For the year ended	
	31 March 2025	31 March 2024
Power and fuel	12.54	9.11
Rent	2.42	2.16
Consumption of stores and spares	9.54	1.67
Repairs and maintenance	2.81	1.55
Insurance	0.46	0.58
Rates and taxes, excluding taxes on income	2.11	2.05
Freight outwards	18.36	16.68
Communication, travelling and conveyance expense	1.64	2.36
Legal and professional fees	4.19	5.47
Bad Debts written off	0.54	-
Payment to auditors towards statutory audit fee	0.90	0.69
Provision towards doubtful debts	-	1.10
Selling and distribution expenses	25.48	21.55
Lab testing charges	0.46	0.70
Printing and stationery	0.25	0.70
Housekeeping & Security Expenses	2.31	2.85
Bank charges	0.15	0.10
Miscellaneous expenses	1.11	1.11
	85.27	70.43

30. Deferred tax assets (net)

The Company has unrecognised net deferred tax assets of ₹ 192.59 as on 31 March 2025 (31 March 2024: ₹ 126.93) on account of brought forward business losses and unabsorbed depreciation, which have not been recognised on the grounds of prudence.

31. Impairment testing for PPE

In view of the limited market potential and continuous losses from operations of the Company, the Board in its meeting held during March 2025 after evaluating various options, has approved a proposal, subject to execution of necessary agreements and required approvals, allowing Heritage Foods Limited, one of the Joint Venturer, to obtain controlling stake by acquiring equity shares from the other Joint Venturer and restructure / repurpose the business operations of the Company. Subsequently, the Company intends to cease the manufacture and sale of yogurts and repurpose the existing PPE to undertake job work for Heritage Foods Limited and other companies within the Dairy sector.

Due to the above developments, the Company tested the CGU, that included the factory building and plant and machinery used for manufacture of Yogurt, for impairment. The recoverable amount of the CGU was estimated based on the valuation report obtained from an independent external valuer. The recoverable amount of the CGU was estimated to be lower than its carrying amount, requiring recognition of impairment loss.

The recoverable value of building constructed on a leased land was determined using market approach using sales comparison method, while the recoverable value of plant and machinery was determined using depreciated replacement cost method. This is a level 2 measurement as per the fair value hierarchy set out in fair value measurement disclosures. The key inputs under this approach are price per square meter of comparable lots and indexation method for arriving gross replacement cost of plant and machinery.

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

32. Financial instruments – Fair values and risk management

Accounting classification and fair values:

The carrying amount of all financial assets and financial liabilities appearing in the financial statements are reasonable approximation of their fair values.

Categories of financial instruments

Particulars	As at	
	31 March 2025	31 March 2024
Financial assets		
- Measured at FVTPL		
Investments	28.35	-
- Measured at amortized cost		
Trade receivables	11.20	5.76
Cash and cash equivalents	4.85	30.74
Other bank balances	1.17	0.56
Other financial assets	0.93	2.25
	46.50	39.31
Liabilities (at amortised cost)		
Borrowings	35.41	63.55
Lease liabilities	14.98	14.53
Trade payables	9.60	8.23
Other financial liabilities	10.92	9.10
	70.91	95.41

The fair value of the financial assets and financial liabilities are included at an amount at which the instruments could be exchanged in a current transaction between the willing parties, other than in a forced or liquidation sale.

33. Financial risk management objectives and policies:

Financial Risk Management Framework

The Board of Directors is responsible for developing and monitoring the Company's risk management policies.

The Company's principal financial liabilities comprises of borrowings, trade payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade receivables, cash and cash equivalents and other financial assets that the Company derives directly from its operations. The Company is exposed primarily to Credit Risk, Liquidity Risk and Market risk (fluctuations in interest rates), which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

A. Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risks from financial assets.

Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit. Financial instruments that are subject to concentrations of credit risk principally consist of trade receivables, cash and cash equivalents and loans. None of the financial instruments of the Company result in material concentration of credit risk.

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was ₹ 46.50 and ₹ 39.31 as of 31 March 2025 and 31 March 2024 respectively, being the total of the carrying amount of financial assets.

Financial assets that are neither past due nor impaired

None of the Company's cash equivalents were impaired as at 31 March 2025 and 31 March 2024.

Financial assets that are past due but not impaired

The maximum exposure to the credit risk as at the reporting date is primarily from trade receivables. Trade receivables are typically unsecured and are derived from revenue earned from customers. Credit risk is managed by the company through continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. The Company measures the expected credit loss of trade receivables using a simplified approach. Refer Note:12 for ageing of trade receivables.

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 and cash equivalents 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.

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.

	On demand	Up to 1 year	More than 1 year	Total
As at 31 March 2025				
Borrowings	-	28.33	7.08	35.41
Lease liabilities	-	1.20	50.03	51.23
Trade payables	-	9.60	-	9.60
Other financial liabilities	-	10.92	-	10.92
	-	50.05	57.11	107.16
	On demand	Up to 1 year	More than 1 year	Total
As at 31 March 2024				
Borrowings	-	28.33	35.22	63.55
Lease liabilities	-	1.09	51.23	52.32
Trade payables	-	8.23	-	8.23
Other financial liabilities	-	9.10	-	9.10
	-	46.75	86.45	133.20

C. Market risk:

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from adverse changes in market rates and prices. Market risk is attributable to all market risk-sensitive financial instruments and all short-term and long-term borrowings. Market risk comprises three types of risk: interest rate risk, currency risk and other price risks.

i. Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term obligations with floating interest rates. The impact on account of change in interest rate on the Company's long-term obligations is not considered as significant.

ii. The Company is not exposed to any other type of market risk as on 31 March 2025 and 31 March 2024.

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

34. Capital risk management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder's value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payments to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total equity plus net debt. The Company includes within net debt, borrowings from banks less cash and cash equivalents.

Particulars	31 March 2025	31 March 2024
Borrowings	35.41	63.55
Less: Cash and cash equivalents	(4.85)	(30.74)
Net debt (A)	30.56	32.81
Total equity (B)	239.69	344.81
Net debt and total equity (A) + (B)	270.25	377.62
Gearing ratio	11.31%	8.69%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings. Breaches in meeting the financial covenants would permit the lenders to immediately call back the borrowings. There was no breach in the financial covenants of any borrowings during the year ended 31 March 2025 and 31 March 2024.

35. Contingent liabilities and commitments

	31 March 2025	31 March 2024
i. Contingent liabilities	-	-
ii. Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for	0.15	1.35

36. Segment reporting

Based on the "management approach" as defined in Ind AS 108, Operating segments are to be reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM evaluates the Company's performance and allocates resources on an overall basis. The Company is in the business of manufacturing and selling of fruit and flavoured yogurts. This is the sole activity performed and thus the main source of risks and returns. The Company operates only in India and doesn't have operations in economic environments with different risks and returns. Accordingly, there are no additional disclosures to be provided under Ind AS 108, in the financial statements.

(a) Revenue from customers

The Company has one customer who have individually contributed more than 10% to the Company's revenue from operations during the current and previous year. The revenue from such major customer during the year amounted to ₹ 11.38 (31 March 2024: ₹ 8.37).

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

37. Related party disclosures

(a) Names of the related parties and nature of relationship

Name of the related party	Nature of relationship
Heritage Foods Limited, India ("HFL") Novandie, France	Joint Venturer
Andros Foods India Private Limited	Subsidiary of Joint Venturer - Novandie, France
Nara Brahmani Emilie Laure Lucie Moulard Anand Hays Jean Yves Angara Venkata Girijakumar	Director
Nara Devaansh	Relative of Director
Ahaenath Kumar	Chief Executive Officer

(b) Transactions with the related parties

	For the year ended	
	31 March 2025	31 March 2024
(i) HFL		
Equity contribution (including financial guarantee)	75.50	98.00
Purchase of dairy products	17.87	10.87
Financial guarantee expense	2.20	2.20
Lease rental expense	1.39	1.25
Expenditure incurred on behalf of the Company	9.03	8.08
(ii) Novandie		
Equity contribution	75.00	97.50
(iii) Andros Foods India Private Limited		
Sale of Property, plant and equipment	-	7.54
Lease rental income	0.30	0.20
Consultancy expense	0.30	0.90
(iv) Brahmani Nara		
Lease rental expenses	0.07	0.07
(v) N Devaansh		
Lease rental expenses	0.07	0.07
Lease rental deposit	-	-
(vi) Ahaenath Kumar		
Short-term employee benefits	4.63	1.79
Post-employment benefits	0.09	0.01
(vii) Anmol Choubey		
Short-term employee benefits	-	2.21
Post-employment benefits	-	0.10

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

(c) Balances receivable/(payable)

	As at	
	31 March 2025	31 March 2024
(i) Heritage Foods Limited		
Trade payable	(0.84)	(0.26)
Security deposits	0.45	0.45
Other financial liabilities	(0.95)	(0.92)
(ii) Andros Foods India Private Limited		
Lease rental receivable	0.03	0.12
Consultancy charges payable	-	(0.11)
(iii) Brahmani Nara		
Lease rental payable	(0.01)	-
Lease rental deposit	0.03	0.03
(iv) Devansh Nara		
Lease rental payable	(0.01)	-
Lease rental deposit	0.03	0.03
(v) Vivek Mani		
Employee payables	(0.24)	(0.24)

Notes:

- (a) The purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. Details of guarantees received is included in Note 16. For the year ended 31 March 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2024: Nil). This assessment is undertaken each financial year through examining the financial position of the related parties and the market in which such parties operates.
- (b) Post-employment benefits, disclosed above, does not include those benefits which are computed for the Company as a whole.

38. Leases

The Company has leased a parcel of land from HFL for a period of 30 years. The lease arrangement provides for multi-year renewal option with necessary provision towards escalation up to 10% for every 2 years. There are no residual value guarantees provided to the lessor. The carrying amount for such right-of-use assets as at 31 March 2025 amounts to ₹ 9.89 (31 March 2024: ₹ 10.19).

The movement in lease liabilities is as follows:

	Amount
Balance at as at 1 April 2023	14.12
Finance cost accrued during the year	1.49
Payment of lease liabilities	(1.08)
Balance at as at 31 March 2024	14.53
Finance cost accrued during the year	1.54
Payment of lease liabilities	(1.09)
Balance at as at 31 March 2025	14.98

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

(a) The details of the contractual maturities of lease liabilities on an undiscounted basis is as follows:

	As at	
	31 March 2025	31 March 2024
Less than one year	1.20	1.09
One to five years	6.73	6.48
More than five years	43.30	44.75
Total	51.23	52.32

Depreciation expenses and Lease rentals paid for the year ended 31 March 2025 are ₹ 0.41 and ₹ 1.09 (31 March 2024: ₹ 0.41 and ₹ 1.08) respectively.

■ 39. Disclosure on Corporate Social Responsibility

The Provisions of the Act in so far as it relates to corporate social responsibilities, is not applicable to the Company for the year ended 31 March 2025 and 2024.

■ 40. Disclosure pursuant to requirements of Rule 11(e) (i) & (ii) of the Companies (Audit and Auditors) Rules

- (i) 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 lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
- (ii) The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

■ 41. Key Ratios

	Notes	31 March 2025	31 March 2024	Change in %
a) Current ratio = current assets / current liabilities		1.90	1.90	(0.24)%
b) Debt equity ratio = (Long-term borrowings + short-term borrowings + Lease liabilities)/ Equity		0.21	0.23	7.16%
c) Debt Service coverage ratio = (Net profit / loss + depreciation + impairment + finance cost) / (finance cost + lease payments + principal repayments of long-term borrowings)		(2.77)	(2.35)	17.87%
d) Return on equity ratio / return on investment ratio = net profit / loss after tax divided by average equity	(i)	(0.87)	(0.42)	(107.59)%
e) Inventory turnover ratio = cost of goods sold divided by average inventory @	(ii)	3.56	2.76	28.89%
f) Trade receivables turnover ratio = sales divided by average trade receivables		8.12	8.24	(1.45)%
g) Trade payables turnover ratio = cost of goods sold divided by average trade payables	(iii)	5.57	3.93	41.46%
h) Net capital turnover ratio = sales divided by (current assets less current liabilities)	(iv)	1.45	0.94	(53.52)%
i) Net profit ratio = Net profit / loss after tax divided by sales		(3.70)	(3.18)	(16.44)%
j) Return on capital employed = (earnings before finance cost, exceptional items, other income and taxes) divided by average capital employed #		(0.41)	(0.33)	(23.13)%

@ cost of goods sold includes cost of materials consumed and changes in inventories of finished goods

capital employed = total assets - current liabilities

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

Note: Reasons for change in % by more than 25% is as under

- (i) Principal reason for change in return on equity ratio / return on investment ratio, is primarily attributed to increases in losses reported during the year ended 31 March 2025 owing to the impairment loss recorded in the carrying value of PPE
- (ii) Principal reason for change in inventory turnover ratio, is primarily attributed to decrease in the closing balance of inventory as of 31 March 2025 compared to balances as of 31 March 2024.
- (iii) Principal reason for change in trade payables turnover ratio, is primarily attributed to increase in the consumption expense owing to higher sale volume during the year ended 31 March 2025 as compared to year ended 31 March 2024.
- (iv) Principal reason for change in net capital turnover ratio, is attributed to increase in revenue from operations during the year ended 31 March 2025 compared to the year ended 31 March 2024.

■ 42.

In the previous year, the Ministry of Corporate Affairs (MCA) has prescribed a new requirement under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

The Company has used an accounting software operated by a third-party software service provider for maintaining its books of account which has a feature of recording audit trail facility and the same has been operated throughout the year for all relevant transactions recorded in the software at the application level. The 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with SAE 3402, Assurance Reports on Controls at a Service Organization), is not available for the year ending 31 March 2025 and 31 March 2024. Furthermore, the audit trail at application level has been preserved by the Company as per the statutory requirements for record retention.

Summary of the material accounting policies and other explanatory information

(All amounts in ₹ Millions, except share data and where otherwise stated)

43. Additional disclosures

- (a) No proceeding have been initiated on or is pending against the Company for holding benami property under the Benami Transactions Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- (b) The Company has not been declared wilful defaulter by any bank or financial Institution or other lender.
- (c) No transactions are carried out with companies struck off under section 248 of the Act or section 560 of Companies Act, 1956.
- (d) No charges or satisfaction yet to be registered with ROC beyond the statutory period.
- (e) The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- (f) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Act.
- (g) There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- (h) There was no revaluation of Property, plant and equipment (including right-of-use assets) and Intangible assets carried out by the Company during the respective reporting periods.
- (i) The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No: 001076N/NS00013

Sumesh E S
Partner
Membership No: 206931

Place: Chennai
Date: 12 May 2025

For and on behalf of Board of Directors of
Heritage Novandie Foods Private Limited

N Brahmani
Director
DIN: 02338940

Place: Hyderabad
Date: 12 May 2025

Ahaenath Kumar
Chief Executive Officer

Place: Mumbai
Date: 12 May 2025

Emilie Laure Lucie Moulard Anand
Director
DIN: 08005149

Place: Goa
Date: 12 May 2025

Rahul Singh
Company Secretary
M.No. ACS 72811

Place: Hyderabad
Date: 12 May 2025

PROXY FORM



HERITAGE NOVANDIE FOODS PRIVATE LIMITED

CIN: U74999TG2017PTC120860

Part-C of 3rd floor, H. No. 8-2-293/82/A/1286, Plot No 1286,
Road No. 1 & 65, Jubilee, Hills, Hyderabad, Telangana, India, 500033

[Pursuant Section 105(6) of the Companies Act 2013 and Rule 19(3) of Companies
(Management and Administration) Rules, 2014

FORM NO: MGT-11

Name of the Member(s):	
Registered address:	
Folio No./Client Id:	DP ID:
E-mail Id:	

I/We, being the member(s) having..... Shares of the above named Company, hereby appoint:

1.	Name :	Address :
	E-mail Id :	Signature :
or failing him/her		
2.	Name :	Address:
	E-mail Id :	Signature :
or failing him/her		
3.	Name :	Address:
	E-mail Id :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual General Meeting of the Company to be held on Tuesday, July 22, 2025 at 02:30 p.m. at Part-C of 3rd floor, H. No. 8-2-293/82/A/1286, Plot No. 1286, Road No. 1 & 65, Jubilee, Hills, Hyderabad, Telangana, India, 500033 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolutions	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary Business:				
1.	Adoption of Audited Financial Statements for the financial year 2024-25			
2.	Re-Appointment of M/s. Walker Chandiok & Co LLP as the Statutory Auditors of the Company.			
Special Business:				
3.	Conversion of Company to Public Company.			
4.	Alteration of Memorandum of Association of the Company.			
5.	Alteration of Articles of Association of the Company.			
6.	Regularization from Additional Director to Independent Director of the Company			

Affix
Revenue
Stamp

Signed this _____ day of _____ 2025

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- 2. A Proxy need not be a member of the Company.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy Form is attached herewith. Proxies submitted on behalf of the corporate, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. This is only optional. Please put a 'b' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Corporate Member(s) intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders.

PROXY FORM



HERITAGE NOVANDIE FOODS PRIVATE LIMITED

CIN: U74999TG2017PTC120860

Part-C of 3rd floor, H. No. 8-2-293/82/A/1286, Plot No 1286,
Road No. 1 & 65, Jubilee, Hills, Hyderabad, Telangana, India, 500033

(Please fill this attendance slip and hand it over at the entrance of the Meeting Hall)

DP ID*	
Client ID*	

Folio Number	
No. of Shares	

Name & Address (in BLOCK letters):

I/we certify that I/we am/are a registered shareholder(s)/proxy(s) for the registered shareholder of the Company. I/we hereby record my/our presence at the 8th Annual General Meeting of the Company to be held at Part-C of 3rd floor, H. No. 8-2-293/82/A/1286, Plot No. 1286, Road No. 1 & 65, Jubilee, Hills, Hyderabad, Telangana, India, 500033 on Tuesday, the 22nd July, 2025 at 02:30 p.m.

.....
Signature of the Shareholder /Authorized Representative/Proxy **

* Applicable for investors holding shares in electronic form

** **Strike out whichever is not applicable**

Road Map

