HAP

Hatsun Agro Product Limited

# 2025
# Annual Report

# Contents

# 02 | Our Profile

# Progress with intention. Growth with care.

At HAP, every milestone is more than just a number—it's a marker of our promise. To nourish, to innovate, and to lead with responsibility.

As we expand our reach, strengthen our brands, and embrace new technologies, we continue to be grounded by a purpose that puts people first.

This year's story isn't just about what we've achieved, but how we've done it—with care, consistency, and commitment.

# Board of Directors

## R.G. CHANDRAMOGAN
**Chairman**

R.G. Chandramogan, aged 76 years, is the Chairman of the Company. He has been in the dairy business for more than five decades.
In February 2018, the Indian Dairy Association awarded Patronship to R.G. Chandramogan in recognition of the valuable services rendered by him in furthering the cause of the Indian Dairy Association and the dairy industry, through planning and development. He was honoured with the prestigious Lifetime Award for his outstanding contributions to the dairy sector by the Indian Dairy Association at its 50th Dairy Industry Conference.

## C. SATHYAN
**Vice-Chairman**

C. Sathyan, aged 46 years, is the Vice-Chairman. He has held various executive positions during his career, spanning over 20 years. He is vested with the responsibility of supporting the Chairman, setting up goals, formulating strategies, business plans and monitoring their implementation besides acting as a bridge between the Board and Management.

## J. SHANMUGA PRIYAN
**Managing Director**

J. Shanmuga Priyan, aged 47 years, is the Managing Director of the company. He holds a Post Graduate Degree in Commerce and possesses rich experience in the dairy industry and has served in various positions in Hatsun Agro Product Limited, up to the level of Chief Operating Officer, handling Commercials, Procurement, Logistics, Operations, Finance & Accounts, Auditing etc.
His Service/Experience in Hatsun Agro Product Limited spans over a period of more than two decades.

## K.S THANARAJAN
**Non-Executive**
**Non-Independent Director**

K.S. Thanarajan, aged 76 years, is a Non-Independent, Non-Executive Director of the Company. He holds a Master's Degree in Economics from the University of Madras. He was in-charge of day-to-day operations of the dairy division of the company. He has been in the dairy business for more than 20 years and brings with him a deep functional experience of the dairy industry.

## V.R. MUTHU
**Independent Director**

V.R. Muthu, aged 71 years, is a Graduate in Commerce and has rich experience in the Business/Commercial spheres for over a period of 20 years. He is the Managing Director of V.V.V. & Sons Edible Oils Limited which owns the fastest growing oil brands in India namely “Idhayam Gingelly Oil” and “Mantra Ground Nut Oil”. He holds a Directorship in Idhayam-G Finance and Investment Services Ltd., Idhayam-G Jagath Nidhi Ltd., Virudhunagar Chamber of Commerce and Industry, Virudhunagar Kamaraj Memorial Software Pvt.Ltd., and Idhayam Parikshan Labs Ltd.

## BHARATHI BASKAR
**Independent Woman Director**

Bharathi Baskar, aged 57 years, is a Banker with more than three decades of experience in the areas of Operations, Regulatory Compliance and Customer Service. She is a famous television personality and an ace debater. Besides this, she is also a motivational speaker and a writer who has authored five books on various women empowerment topics. She is also the recipient of the Tamil Nadu Government’s Literary Award “Kambar Vizidhu 2022”

## S. SUBRAMANIAN
**Independent Director**

S. Subramanian, aged 66 years, is an Independent Director. He holds a Postgraduate Degree in Commerce and Management and is a finance professional with more than 30 years of experience in the Manufacturing Industry. He has expertise and knowledge in the areas of Corporate Finance, Accounting, Capital Structuring, Governance and Compliance Matters.

## Dr. ARCHANA NARAYANSWAMY
**Independent Woman Director**

Dr. Archana Narayanswamy, aged 62 years, is a highly accomplished dental professional with a stellar academic background and extensive expertise in the field. She obtained her B.Sc in Home Science from S.I.E.T. Women’s College, Chennai, in 1982, followed by a BDS from Ragas Dental College, Chennai, in 1997. Driven by a passion for innovation, she further honed her skills through specialised training, including the Progressive Orthodontic Seminars in Singapore in 2001 and a Fellowship in Laser Dentistry from The Tamil Nadu Dr. MGR Medical University, Chennai, in 2014. With a commitment to excellence and patient-centric care, she continues to lead the way in advancing dental healthcare, leveraging cutting-edge technologies and techniques to deliver superior outcomes and enhance patient satisfaction. She is a Director in Pravisha Bow Factory Private Limited.

# FROM
# THE CHAIRMAN'S DESK

Dear Stakeholders,

Over the past year, our company has experienced several pivotal moments—both in performance and in the launch of new products. These milestones are a direct result of your dedication and collective effort. I want to extend my heartfelt thanks to each of you for transforming these milestones into meaningful achievements.
The financial results presented in this report reflect not just numbers, but the consistent hard work you bring to the table every single day. Looking ahead, I’m confident the coming year will open up exciting opportunities for us to innovate, grow, and continue pushing boundaries. I deeply value your commitment and am optimistic that the road ahead holds success for us all.

Yours sincerely,
R.G. Chandramogan

# Milk Sourcing and Cattle Care

# Milk Sourcing & Cattle Care

## Milk Sourcing Process

- The farmers are a part of the process from the very beginning. Over 5 lakh farmers deposit milk for initial quality testing.
- 13,100+ Milk Collection Centre Points from Hatsun Milk Banks, Active Bulk Coolers, Bulk Vendors, Collection Points.

## Active Bulk Cooler (ABC)

- These are advanced systems installed in each village to help source and chill the milk.
- Present in over 1,450+ locations, the ABCs help in improving quality and freshness.

## Advantages of ABC

- Farmers gain more flexibility in milking their cows.
- Milk gets chilled within two hours.
- Increase in milk quantity.
- No milk spoilage or spillage.
- Improved shelf life.

## Quality Parameters

- The price is determined based on tests conducted against two parameters – Fat and SNF.
- Based on these test results, farmer payments are made every 10 days.
- A state-of-the-art database makes sure that farmer payments are made on time.

## Cattle Care

- The milch animals are taken care of by a team of highly specialised cattle care specialists.
- These cattle care specialists also educate farmers on the best ways to prevent cattle ailments.

## Artificial Insemination

- A highly trained team visits each village to provide artificial insemination services from quality bulls.
- This process ensures that milch cows produce a calf every year with better genetic qualities.

## Feed and Fodder

- Our team of agronomists help cultivate fodder for cattle in the most economical way.
- Under the Santosa brand, we manufacture and sell cattle feed to farmers based on their requirements.

## HAP Information System

- Our cattle management system tracks and manages all the cattle by tagging and recording their data.
- We work closely with large farms to source and implement appropriate technology to help efficiently.

Exceptional quality is just the beginning. What truly sets the brand apart is its constant drive to innovate, surprising customers with every new creation.

From fun-filled treats for kids to an ever-growing range of bars, cones, tubs, and sandwiches, Arun Icecreams is always serving up something new. Recent additions include Fun Express Raspberry Bar, Sunny Sail Strawberry Bar, Mango Ice Cream Shake, Red Velvet Sandwich, Belgian Chocolate Sandwich, Tiramisu Sandwich, and Double Chocolate Crunch.

Our premium bars—Berry Hearts, Cookie Delight, Triago, and Mango Delight—offer indulgent flavours in every bite. For younger palates, Popitos Apple Bar and Likstick Apple Bar add a playful twist to fruity refreshment.

For those who enjoy traditional flavours with a twist, our kulfi range continues to delight with Almond, Malai, Kulfi King, Rose Gulkand, Rabdi, and Dry Fruits variants—each one rich, creamy, and full of character.

Our Slice It range—available in Vanilla Raspberry, Butterscotch & Pistachio, Mango & Lychee, and Belgian Sea Salt Caramel—brings together unexpected flavour pairings in every slice.

Finally for classic ice cream lovers, offerings like Berry Bean Vanilla iCone, Ice Cream Caramel Sandwich, Belgian Chocolate Bites, Triple Delight Fig n Honey & Chikoo Tub, and Swiss Chocolate & Cookies n Cream Tub ensure that there's something to please every palate.

Since its inception in 1995, Arokya has stood for uncompromising quality and wholesome goodness. Over 30 years of hard work and honesty, this commitment has made Arokya one of the most trusted dairy brands in South India—a reputation we're now building in Maharashtra as well.

What drives this trust? It's our rigorous testing process. Every single day, Arokya Milk undergoes 45 quality checks—well beyond the 32 mandatory tests prescribed by the FSSAI. These include physical, compositional, adulteration, microbiological, antibiotic, and chemical tests, as well as comprehensive food safety controls. It's this thorough approach that ensures every drop of Arokya Milk meets the highest standards of purity and safety.

### Arokya Standardized Milk

With 4.5% fat, this variant is a well-balanced choice for the entire family—from growing children to elders alike.

### Arokya Full Cream Milk

Rich and creamy with 6% fat, Arokya Full Cream Milk is especially loved by children for its taste and texture.

### Arokya Toned Milk

With 3% fat, Arokya Toned Milk offers a well-balanced option that's ideal for everyday family consumption.

### Arokya Double Toned Milk

Containing just 1.5% fat, this light option is currently available in Karnataka and Andhra Pradesh.

### Arokya Curd

Creamy, smooth, and delicious—Arokya Curd is the perfect accompaniment to any meal, offering consistency and taste in every spoonful.

### Arokya Paneer

Arokya Paneer is soft, and rich in taste—perfect for a wide variety of savoury dishes.


HATSUN
Yoghurt Shake
Blueberry
HATSUN
Yoghurt Shake
Strawberry
HATSUN
Yoghurt Shake
Mango
NO ARTIFICIAL FLAVOURS | NO ARTIFICIAL COLOURS
Cow's Milk, So Good

Every customer is unique and so are their tastes and needs. That's why the Hatsun range is thoughtfully designed to offer a wide variety of dairy products for both cooking and everyday consumption. Whether it's curd, paneer, or table butter, each Hatsun product is crafted from real consumer insights and held to the highest standards of quality. The range now also includes newly launched products like fruit yoghurt and cheese spread. So, whether someone wants to add a flavourful twist to a favourite recipe or grab something quick and refreshing, Hatsun has just the thing.

ibaco®

YOUR ICE CREAM DESTINATION

The ibaco experience is more than just enjoying ice cream—it's about enriching the customer experience through thoughtful products, inviting ambience, and a commitment to constant evolution. Over the years, ibaco has grown into a true destination—one that delivers everything ice cream lovers crave, and even more.

# santosa®

## FOR HEALTHY COWS

At the core of our operations are the cattle that power our farms—and it's our responsibility to ensure their health and well-being. Santosa Cattle Feed is formulated to provide balanced nutrition that supports consistent, high-quality milk production year after year. With a diverse product range tailored to different needs, Santosa helps farmers care for their animals at every stage.

**Santosa Bypass Pellets**
Our flagship product, Santosa Bypass Pellets, is designed to enhance both milk yield and quality, directly contributing to improved returns from dairy farming.

**Santosa XL**
Once the cow has calved, her nutritional needs rise significantly. A premium high-protein formulation, Santosa XL is ideal for this stage—supporting strength, stamina, and milk productivity in high-performing cattle.

**Santosa Calf Starter**
Developed to support the early growth stages of calves, Santosa Calf Starter ensures that they receive essential nutrients for strong, healthy development—nurturing the future of every farm.

**Santosa Cattle Supplement**
Supplements play a critical role in livestock health. Santosa Cattle Supplement is designed to boost immunity, resulting in healthier cattle and better-quality milk.


santosa
FOR HEALTHY COWS
BYPASS PELLET
Net Mass 50 Kg
santosa XL
FOR HEALTHY COWS
Manufactured by: Hatsun Agro Product Limited
santosa
FOR HEALTHY COWS
Calf Starter
santosa
Cattle Supplement
santosa
Nature Supplement
santosa
Nature Supplement
santosa
Nature Supplement
santosa
Nature Supplement
santosa
Trace Minerals
santosa
M-Care
VarshaCal
VarshaCal
Forte
santosa

Think of HAP daily as your one-stop destination for all things dairy—from milk, ice creams, and ice cream cakes to chocolates and more. Since its launch, HAP daily has expanded to over 4000+ outlets across Tamil Nadu, Puducherry, Karnataka, Telangana, Andhra Pradesh, Maharashtra, Kerala, Odisha, Goa, Chhattisgarh, Madhya Pradesh, West Bengal, Bihar, Jharkhand, Gujarat, and even the Andaman Islands. And we're only just getting started.


HATSUN
AGMARK
Ghee
RICH IN AROMA
Cow's Milk, So Good
HATSUN
Curd
Made from Toned Milk
Cow's Milk, So Good
HATSUN
Paneer
HATSUN
Sweetened Curd
Made from Toned Milk
HATSUN
Lassi
IMIYO
FRUIT DRINK
mango
HATSUN
Yoghurt Shake
Strawberry


HAVIA®
CHOCOLATES

Havia Chocolates are crafted to offer moments of pure indulgence and chocolate artistry. Made with milk and dark chocolate, the range spans across Bon Bons, Cookies, Squares, Bars and Slabs - each one a testament to thoughtful craftsmanship. Whether it's the crunch of Caramelized Almonds Slab, the richness of a Dark Choco Fantasy Bon Bon, or the melt-in-your-mouth comfort of a Ganache Cookie, every creation is layered with richness. From Almond Cashew Bon Bon to Classic Milk Chocolate Square, Carmelised Almond & Hazelnut Bar, Blackcurrant Pista & Cashew Slab - each product delivers in every bite.

# Aniva®

Aniva is a refreshing range of flavoured whey drinks, available in Orange, Mixed Fruit, and Mango flavours. Perfect for those who want a delicious and convenient beverage on the go.


Aniva
ORANGE
WHEY DRINK
Net Quantity:
140 ml
Aniva
MANGO
WHEY DRINK
Net Quantity:
200 ml
Aniva
ORANGE
WHEY DRINK


HANOBAR
roasted hazelnut
milk

# HANOBAR®

Hanobar is a bold new cocoa-based confectionery, infused with rich ganache, crunchy nuts, and luscious fruit fillings—crafted to deliver an unforgettable experience. Available in chiplets, bars, and bite-sized treats, each format offers a unique delight.

Your recipes are better with a little something extra—and that's where Dako comes in. From Choco Fudge Sauce and Chocolate Spread to Roasted Mixed Nuts, Fig Fruit Spread, and Almond Brittle, Dako offers a delightful collection of toppings to elevate every sweet treat.


dako
Choco Fudge Sauce
dako
Roasted Mixed Nuts
dako


IMIYO®
FRUIT DRINK
mango
*Serving Suggestion Only
READY TO SERVE FRUIT DRINK
Net Quantity : 140 ml
KEEP REFRIGERATED
NO ADDED PRESERVATIVES
IMIYO®
FRUIT DRINK
mixed fruit
*Serving Suggestion Only

# IMIYO®
## FRUIT DRINK

Launched in 2025, Imiyo marks the company's exciting foray into the fruit-based beverage category. With three vibrant variants — Mango, Orange, and Mixed Fruit — Imiyo is designed to delight a new generation of consumers seeking taste, refreshment, and convenience in every sip.

Imiyo combines trusted quality with a fun, modern aesthetic. Each drink is crafted for maximum refreshment and easy enjoyment, making it an ideal companion for school tiffins, afternoon breaks, and on-the-go moments.

As we continue to diversify our portfolio, Imiyo represents more than just a product launch — it reflects our focus on tapping into new markets, broadening our appeal, and staying future-forward in both innovation and design.

In a landmark acquisition, Hatsun Agro Product Limited welcomed Milky Moo into its family of brands through acquisition of Milk Mantra Dairy Private Limited. Founded in Odisha, Milky Moo has earned a strong reputation for its ethical sourcing practices and farmer-centric model, and is loved by millions of families for its differentiated high quality dairy offerings including milk, curd, paneer, and ready-to-drink beverages like lassi and buttermilk.

Its direct-to-home delivery platform, the DailyMoo App, is revolutionising how consumers access fresh dairy products. Built on the principles of trust, transparency, and technology, the user-friendly app offers flexible subscriptions, no minimum order requirements, and convenient pause/resume features, making it the preferred choice for over 3,500+ urban households across Bhubaneswar, Cuttack, and Rourkela.

# 10 YEARS' FINANCIALS

| PARTICULARS | 2024-25* | 2023-24 | 2022-23 | 2021-22 |
|---|---|---|---|---|
| Operating Income/Turnover | 8,699.76 | 7,990.40 | 7,246.97 | 6,396.48 |
| Other Income | 19.56 | 22.58 | 10.56 | 7.58 |
| Total Income | 8,719.32 | 8,012.98 | 7,257.53 | 6,404.07 |
| Operating Expenses | 7,689.65 | 7,091.44 | 6,545.53 | 5,699.71 |
| Earnings before Depreciation, Interest and Tax (EBITDA) | 1,029.67 | 921.54 | 712.00 | 704.36 |
| Depreciation | 470.48 | 409.49 | 361.52 | 320.64 |
| Interest | 181.89 | 154.18 | 125.92 | 108.34 |
| Profit before Tax (PBT) | 377.30 | 357.87 | 224.56 | 275.37 |
| Provision for Taxation | 98.49 | 90.60 | 58.70 | 57.47 |
| Profit after Tax (PAT) | 278.81 | 267.27 | 165.86 | 217.90 |
| Cash Profit (Post Tax) | 749.29 | 676.76 | 527.38 | 538.55 |
| Equity Dividend (%) | 600 | 600 | 600 | 600 |
| Dividend Payout | 133.65 | 133.65 | 129.34 | 129.34 |
| Dividend Payout Ratio (%) | 47.94 | 50.01 | 77.98 | 59.36 |
| No. of Equity Shares | 22,27,48,268 | 22,27,48,268 | 22,27,48,268 | 21,55,63,323 |
| Face Value of Equity Shares | 1 | 1 | 1 | 1 |
| Equity Share Capital | 22.28 | 22.28 | 22.28 | 21.56 |
| Preference Share Capital | 0 | 0 | 0 | 0 |
| Reserves & Surplus | 1,695.28 | 1,549.97 | 1,418.40 | 1,087.20 |
| Shareholders' Funds/Networth | 1,717.56 | 1,572.25 | 1,440.68 | 1,108.76 |
| Long term | 934.44 | 955.54 | 780.39 | 784.46 |
| Short term | 1,162.07 | 1,316.01 | 667.54 | 923.81 |
| Total Debt | 2,096.51 | 2,271.55 | 1,447.93 | 1,708.27 |
| Gross Fixed Assets | 4,460.84 | 3,737.89 | 3,565.13 | 3,238.34 |
| Net Fixed Assets | 2,828.63 | 2,363.69 | 2,289.93 | 2,197.73 |
| **Key Indicators** | | | | |
| Earnings Per Share - (₹) | 12.51 | 12.00 | 7.54 | 9.88 |
| Debt (Long term) Equity Ratio | 1.22 | 1.44 | 1.01 | 1.54 |
| EBDITA/Turnover (%) | 11.84 | 11.53 | 9.82 | 11.01 |
| Net Profit Margin (%) | 3.20 | 3.35 | 2.29 | 3.41 |
| RONW (%) | 16.95 | 17.74 | 13.01 | 20.46 |

*Consolidated Financial results

(₹ in Crores)

| 2020-21 | 2019-20 | 2018-19 | 2017-18 | 2016-17 | 2015-16 |
|---|---|---|---|---|---|
| 5,569.74 | 5,308.33 | 4,760.30 | 4,289.80 | 4,205.41 | 3,444.59 |
| 5.76 | 8.66 | 6.05 | 8.31 | 6.79 | 4.64 |
| 5,575.51 | 5,316.99 | 4,766.35 | 4,298.11 | 4,212.20 | 3,449.23 |
| 4,791.02 | 4,758.26 | 4,318.86 | 3,918.15 | 3,827.40 | 3,140.00 |
| 784.49 | 558.73 | 447.49 | 379.96 | 384.80 | 308.68 |
| 309.90 | 296.48 | 200.59 | 173.64 | 142.87 | 107.08 |
| 110.43 | 105.86 | 85.72 | 87.64 | 70.20 | 68.25 |
| 364.15 | 156.39 | 161.18 | 118.68 | 171.73 | 133.97 |
| 117.80 | 44.12 | 46.34 | 27.84 | 36.34 | 73.48 |
| 246.35 | 112.27 | 114.84 | 90.84 | 135.39 | 60.49 |
| 556.26 | 408.75 | 315.43 | 264.48 | 278.26 | 167.57 |
| 800 | 600 | 400 | 400 | 400 | 400 |
| 129.34 | 116.03 | 63.91 | 60.86 | 60.86 | 43.48 |
| 52.50 | 103.35 | 55.65 | 67.00 | 44.95 | 71.88 |
| 215,563,323 | 161,678,826 | 161,678,826 | 152,168,307 | 152,168,307 | 108,691,648 |
| 1 | 1 | 1 | 1 | 1 | 1 |
| 21.56 | 16.17 | 15.98 | 15.22 | 15.22 | 10.87 |
| 0 | 0 | 0 | 0 | 0 | 0 |
| 999.95 | 888.31 | 788.69 | 350.31 | 333.39 | 219.79 |
| 1,021.51 | 904.48 | 804.67 | 365.53 | 348.61 | 230.66 |
| 535.76 | 614.07 | 502.39 | 542.07 | 599.75 | 382.66 |
| 881.75 | 582.94 | 525.52 | 756.88 | 320.49 | 288.86 |
| 1,417.51 | 1,197.01 | 1,027.91 | 1,298.95 | 920.24 | 671.52 |
| 2,587.23 | 2,434.54 | 1825.74 | 1444.81 | 1078.78 | 1132.19 |
| 1,742.43 | 1,755.78 | 1407.81 | 1,216.60 | 979.91 | 647.23 |
| 11.43 | 7.46 | 7.19 | 5.88 | 8.90 | 5.57 |
| 1.39 | 1.32 | 1.28 | 3.55 | 2.64 | 2.91 |
| 14.08 | 10.53 | 9.40 | 8.86 | 9.15 | 8.96 |
| 4.42 | 2.12 | 2.41 | 2.12 | 3.22 | 1.76 |
| 25.58 | 13.14 | 19.63 | 25.44 | 46.75 | 26.76 |

# 40th ANNUAL GENERAL MEETING

**DATE:** 28th August, 2025

**DAY:** Thursday

**TIME:** 10.00 A.M.

**VENUE:** Through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') without the physical presence of Members at a Common Venue as per the Circulars issued by 'MCA' and 'SEBI'

**BOARD OF DIRECTORS**

**R.G. CHANDRAMOGAN**
(DIN: 00012389)
Chairman

**C. SATHYAN**
(DIN: 00012439)
Vice Chairman

**J. SHANMUGA PRIYAN**
(DIN: 10773578)
Managing Director

**K.S. THANARAJAN**
(DIN: 00012285)
Non-Executive Director

**V. RAJENDRAN MUTHU**
(DIN: 01908841)
Independent Director

**ARCHANA NARAYANASWAMY**
(DIN: 03560101)
Independent Woman Director

**S. SUBRAMANIAN**
(DIN: 08341478)
Independent Director

**BHARATHI BASKAR**
(DIN: 10695960)
Independent Woman Director

**Chief Financial Officer**
H. RAMACHANDRAN

**Company Secretary**
C. SUBRAMANIAM

**COMMITTEES OF THE BOARD**
**AUDIT COMMITTEE**
S. Subramanian
Archana Narayanaswamy
K.S. Thanarajan
V.R. Muthu
Bharathi Baskar

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**
S. Subramanian
K.S. Thanarajan
V.R. Muthu
Archana Narayanaswamy

**NOMINATION & REMUNERATION COMMITTEE**
S. Subramanian
V.R. Muthu
Bharathi Baskar

**BORROWING & INVESTMENT COMMITTEE**
R.G. Chandramogan
C. Sathyan
K.S. Thanarajan
S. Subramanian

**CORE COMMITTEE**
R.G. Chandramogan
C. Sathyan
K.S. Thanarajan

**CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**
S. Subramanian
C. Sathyan
K.S. Thanarajan

**RISK MANAGEMENT COMMITTEE**
R.G. Chandramogan
C. Sathyan
K.S. Thanarajan
S. Subramanian

**CORPORATE INFORMATION**
CIN: L15499TN1986PLC012747

**Registered Office:**
No.41 (49), Janakiram Colony
Main Road, Janakiram Colony,
Arumbakkam, Chennai - 600 106.
Phone: 91-44-47961124
Fax: 91-44-47961124
Website: www.hap.in
E-mail: secretarial@hap.in

**Corporate Office:**
Plot No 14, TNHB,
TN Housing Board 'A' Road,
Sholinganallur,
Chennai - 600 119.
Phone: 91-44-24501622
Fax: 91-44-24501422

**STATUTORY AUDITORS**
**M/S. DELOITTE HASKINS & SELLS LLP**
8th Floor, A S V Ramana Towers,
52, Venkatnarayana Road,
T. Nagar, Chennai - 600 113.

**INTERNAL AUDITORS**
**M/S. ERNST & YOUNG LLP**
Tidel Park, 6th Floor, "A" Block
(Module 601)
No.4, Rajiv Gandhi Salai,
Taramani, Chennai - 600 113.

**BANKERS**
State Bank of India
ICICI Bank Limited
The South Indian Bank Limited
Standard Chartered Bank
Yes Bank Limited
Kotak Mahindra Bank Limited
HDFC Bank Limited
Axis Bank Limited
HSBC Bank
The Federal Bank Limited
Indusind Bank
Central Bank of India
City Union Bank
Tamilnad Mercantile Bank

**STOCK EXCHANGES**
BSE Limited
National Stock Exchange of India Limited

**REGISTRAR AND SHARE TRANSFER AGENT**
Integrated Registry Management Services Private Limited (IRMSPL)
30, Ramana Residency, 4th Cross,
Sampige Road, Malleswaram,
Bangalore - 560 003.
E-mail: irg@integratedindia.in
gopi@integratedindia.in

# NOTICE TO SHAREHOLDERS

Notice is hereby given that the Fortieth Annual General Meeting (‘AGM’) of Hatsun Agro Product Limited will be held on Thursday, the 28th August, 2025 at 10.00 a.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) without the physical presence of the members at a common venue, to transact the following business:

**ORDINARY BUSINESS:**

**1.** To receive, consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended 31st March, 2025, including the Audited Balance Sheet as at 31st March 2025, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, the reports of the Board of Directors and the Auditors thereon.

**2.** To ratify and confirm the payment of interim dividend made on the fully paid up Equity Shares of the Company for the financial year 2024-25.

**3.** To appoint a Director in the place of Mr. C Sathyan (DIN 00012439) who retires by rotation and being eligible, offers himself for re-appointment.

**4.** To appoint a Director in the place of Mr. K S Thanarajan (DIN 00012285) who retires by rotation and being eligible, offers himself for re-appointment.

All the Executive Directors and Non-Executive Non-Independent Directors are liable to retire by rotation. Applying this principle, Mr. C Sathyan, Executive Director and Mr. K S Thanarajan, Non-Executive Non-Independent Director, being the longest serving members are liable to retire by rotation and being eligible, offer themselves for re-appointment.

In this regard, the following Resolutions are placed before the Shareholders for approval:

i) To consider and if thought fit, to pass with or without modification/s, the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions if any, of the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. C Sathyan (DIN: 00012439) as a Director liable to retire by rotation”.

ii) To consider and if thought fit, to pass with or without modification/s, the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions if any, of the Companies Act, 2013, the approval of the Shareholders of the Company be and is hereby accorded to the re-appointment of Mr. K S Thanarajan (DIN: 00012285) as a Director liable to retire by rotation”.

**SPECIAL BUSINESS:**

**5. APPOINTMENT OF SECRETARIAL AUDITOR:**
To consider and, if thought fit, to pass, with or without modification/s, the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to time, M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries (Firm Registration Number- L2023TN014200) be and are hereby appointed as Secretarial Auditors of the Company for the first term of Five consecutive years from the Financial Year 2025-26 to the Financial Year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. RATIFICATION OF REMUNERATION OF COST AUDITORS:**

To consider and, if thought fit, to pass, with or without modification/s, the following resolution as an Ordinary Resolution:-

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Ramachandran & Associates, Cost Accountants (Firm Registration No. 000799) appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2026, be paid a remuneration amounting to ₹1,30,000/- per annum (Rupees One Lakh Thirty Thousand Only) excluding applicable taxes and out of pocket expenses, if any, pursuant to the recommendation of the Audit Committee and as approved by the Board.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all the acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**7. APPROVAL FOR RE-APPOINTMENT OF MR. C SATHYAN (DIN: 00012439) AS EXECUTIVE VICE CHAIRMAN IN THE CAPACIPY OF "EXECUTIVE DIRECTOR" AND THE REMUNERATION PAYABLE TO HIM**

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 Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other Rules as may be applicable thereunder (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. C Sathyan (DIN: 00012439) as Executive Vice-Chairman (Executive Director) for a period of 5 (Five) Years, with effect from 19th October, 2025 and the Remuneration payable to him in the capacity of Vice Chairman (Executive Director) for the period commencing from 19th October, 2025 until the expiration of his tenure by 18th October, 2030 (both days inclusive) on the following terms and conditions until further revision is made be and is hereby approved.

Basic Salary: ₹11,30,000/- (Rupees Eleven Lakhs Thirty Thousand only) per month in the scale of ₹10,00,000/- to ₹20,00,000/- per month. The increments within the scale would be decided by the Nomination and Remuneration Committee and the Board from time to time

**HRA:** Not exceeding 100% of Basic Salary per month

Perquisites: The perquisites are classified into three Categories, Category A, B and C – as follows

**CATEGORY `A'**

**SPECIAL ALLOWANCE:-**
Special Allowance not exceeding 100% of Basic Salary per month

**HOUSING:-**
House Rent Allowance shall be subject to a ceiling of 100% of the Basic Salary. If the Company provides the accommodation, the expenditure on furnished accommodation shall be subject to 100% of the salary. He will be eligible either for HRA or Rent Free furnished accommodation as the case may be.

**MEDICAL BENEFITS:-**
Reimbursement of actual medical expenses incurred for self and family subject to a ceiling of half month's salary in a year. Reimbursement of special medical expenses, if any, shall be subject to the approval of the Board of Directors.

**LEAVE TRAVEL ALLOWANCE**:-
Leave Travel Allowance for self and family in accordance with the rules specified by the Company.

**CLUB FEES:-**
Fees for clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

**INSURANCE COVER:-**
Personal Accident Insurance cover for self, the actual premium for which does not exceed ₹5,000/- per annum.

**Explanation:** For the purpose of Category `A', `family' means the spouse, dependent children and dependent parents.

**CATEGORY `B'**
The Benefit of the Company's Provident Fund and Superannuation Scheme in accordance with the rules for the time being in force. Contribution to Provident Fund and Superannuation Fund will not be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable will not exceed half a month's salary for each completed year of service.

**Leave:** Mr. C.Sathyan will be allowed leave and encashment thereof as per the Rules of the Company.

**CATEGORY `C'**
The Company shall provide a car with driver and telephone facility at the residence of Mr. C Sathyan. Provision of a car for use on Company's business and telephone at residence will not be considered as perquisites. Personal distance calls on telephone shall be billed by the Company to Mr. C Sathyan. Use of car for personal purpose shall be valued in accordance with the income-tax Rules for such use if any and shall be treated as taxable income. The company will be bearing the electricity, security and maintenance expenses of the house in which the Vice Chairman will be residing and will be treated as taxable perquisites in his hands at actuals.

The aggregate remuneration inclusive of salary, bonus, incentives, perquisites and allowances and other benefits payable to Mr. C Sathyan, shall always be subject to the overall ceilings laid down in Sections 196, 197, 198 and Schedule V and other applicable provisions of the Companies Act, 2013.

**MINIMUM REMUNERATION:-**
Where in any financial year during the tenure of Mr. C Sathyan, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. C Sathyan the above remuneration by way of salary, perquisites and others as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration. If such minimum remuneration is in excess of ceiling, if any, prescribed under Schedule V to the Companies Act, 2013, the Company shall seek permission of Shareholders as may be necessary in accordance with the provisions governing payment of remuneration in force at the relevant point of time.

The appointment is terminable by three months' notice or by payment of three months' salary in lieu thereof by either party.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) and/or Mr. C Subramaniam, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

**By order of the Board**
**For HATSUN AGRO PRODUCT LIMITED**

**Sd/-**
C Subramaniam
Company Secretary

Place: Chennai
Date: 18th July, 2025

**Registered Office:**
No. 41(49), Janakiram Colony Main Road,
Janakiram Colony, Arumbakkam,
Chennai - 600106, Tamil Nadu, India
CIN: L15499TN1986PLC012747

**Corporate Office:**
Plot No. 14, TNHB,
TN Housing Board 'A' Road,
Sholinganallur, Chennai - 600 119.

**NOTES:**

1 (a). Additional information pursuant to the Secretarial Standards - 2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Special Business to be transacted at this AGM are mentioned in this Notice. In respect of Special Business, the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), is attached with this Notice.

1 (b). Circulars issued by the Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and the latest being 09/2024 dated September 19, 2024 have permitted the holding of Annual General Meeting of the Company through Video Conference ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a Common Venue. Hence, in compliance with the said Circulars, provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, Annual General Meeting of the Company will be held through Video Conferencing facility on Thursday, the 28th August, 2025 at 10.00 a.m.

2. In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of Proxies by Members under Section 105 of the Act, will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 Minutes after the scheduled time of commencement of Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction.

4(a). Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

4(b) The complete Annual Report including the Notice of the AGM for the FY 2024-25 is being sent to all the Members through electronic mode whose e-mail addresses are registered with the Compan /Depository Participants ('DPs') unless any Member has requested for a physical copy of the same.

The Company shall send a physical copy of the Annual Report to those Members who request the same at secretarial@hap.in mentioning their correct Folio No./DP ID and Client ID. The Notice convening the 40th AGM has been uploaded on the website of the Company at https://www.hap.in/annual-report.php and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

5. The Register of Members and the Share Transfer Books of the Company will remain closed from 27th August, 2025 to 28th August, 2025 (both days inclusive) for the purpose of Annual General Meeting for the financial year 2024-25.

6. The relevant details as required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards issued by the Institute of Company Secretaries of India of persons seeking appointment/ re-appointment as Directors are provided in the annexure attached to this notice.

7. Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all the risks associated with physical shares and for ease in portfolio management. Members can contact either the Company or Integrated Registry Management Services Pvt. Ltd (IRMSPL), for assistance in this regard.

8. Members may visit Company's website: www.hap.in and contact us at e-mail: secretarial@hap.in

9. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015, the Company is providing a facility to its members to exercise their votes electronically through remote e-voting facility arranged by National Securities Depository Limited for all the items of business set out in the notice of AGM and confirms that the business can be transacted through e-voting in pursuance of the above provisions.

The remote e-voting period begins on Monday, the 25th August, 2025 at 9:00 A.M. and ends on Wednesday, the 27th August, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e., Thursday, 21st August, 2025, may cast their votes electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

10. The voting rights of members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, 21st August, 2025.

11. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting during the AGM through electronic means.

13. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of cut-off date, may obtain the login id and password by sending a request to evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting, then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on Help Desk no. 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, 21st August, 2025 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

14. Mr. Ramanathan Nachiappan, Designated Partner of S Dhanapal & Associates LLP, Practicing Company Secretaries (Membership No. F6665) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

15. The Scrutiniser shall after the conclusion of voting during the general meeting, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 (Two) days of the conclusion of the AGM, a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of voting forthwith. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company www.hap.in and on the website of NSDL https://www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorised by him in writing. Simultaneously, the results shall also be forwarded to BSE Limited, Mumbai and the National Stock Exchange of India Limited, Mumbai. The Company is concerned about the environment and utilises the natural resources in a sustainable way. We request you to update your email address with your Depository Participant or RTA to enable us send Annual Report, Notices and all other communications via e-mail.

16. Members who are holding shares in more than one folio are requested to intimate the Registrar and Share Transfer Agent (IRMSPL), the details of all folio numbers for consolidation in to a single folio.

17. Pursuant to the changes made in the Finance Act 2020, dividend income will be taxable at the hands of shareholders w.e.f. 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For the prescribed rates applicable to various categories, the members are requested to refer to the Finance Act, 2020 and amendments made thereof. The members are requested to update their PAN with the Registrar and Transfer Agents (in the case of shares held in physical mode) and depository participants (in the case of shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder If the total dividend to be received during FY 2025-26 does not exceed ₹10,000/-. Reserve Bank of India has initiated NECS for credit of dividend directly to the bank account of Members. Members are requested to register their Bank Account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFS code), in respect of shares held in a dematerialised form with their respective Depository Participants and in respect of shares held in physical form with IRMSPL.

18. Members can avail the facility of nomination in respect of securities held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed form duly filled-in to RTA (IRMSPL). Members holding shares in electronic mode may contact their respective Depository Participant (DP) for availing this facility.

19. Members desiring any information as regards the financial statements are requested to write an email to the Company to its e-mail id secretarial@hap.in at least seven days before the date of the meeting (AGM).

20. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account

details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from members holding shares in electronic mode for deletion of/change in such bank account details.

21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in a physical form can submit their PAN to the Company or IRMSPL.

22. Members are requested to check whether they have encashed their Dividend Warrants for the earlier years. If the Dividend Warrants have become time-barred/lost, please apply for revalidation/issue of fresh dividend warrant before the last dates indicated below:

| DIVIDEND FOR THE YEAR | RATE OF DIVIDEND | DATE OF DECLARATION | DATE ON WHICH UNPAID AMOUNT TO BE TRANSFERRED TO IE&PF | SHAREHOLDERS SHOULD APPLY LATEST BY |
|---|---|---|---|---|
| 2017-18 | 300% | 21/05/2018 | 27/07/2025 | 27/06/2025 |
| 2018-19 | 200% | 24/01/2019 | 01/04/2026 | 02/03/2026 |
| 2018-19 | 200% | 02/05/2019 | 08/07/2026 | 08/06/2026 |
| 2019-20 | 200% | 18/07/2019 | 23/09/2026 | 24/08/2026 |
| 2019-20 | 200% | 09/03/2020 | 15/05/2027 | 15/04/2027 |
| 2020-21 | 800% | 21/07/2020 | 26/09/2027 | 27/08/2027 |
| 2021-22 | 600% | 14/07/2021 | 19/09/2028 | 20/08/2028 |
| 2022-23 | 600% | 19/07/2022 | 24/09/2029 | 25/08/2029 |
| 2023-24 | 600% | 19/07/2023 | 24/09/2030 | 25/08/2030 |
| 2024-25 | 600% | 15/07/2024 | 20/09/2031 | 21/08/2031 |

During the year 2024-25, a Dividend amount of ₹33,87,751/- (₹26,26,734 - declared on 27.04.2017 and ₹7,61,017 – declared on 13.07.2017) which remained unclaimed for a period of 7 consecutive years being unclaimed dividend pertaining to the financial year 2016-17 (Interim dividend) and 2017-18 (Interim dividend) was transferred to Investor Education & Protection Fund (IE&PF).

23. In terms of the provisions of the Companies Act, 2013, all the dividend amounts, which remain unclaimed and unpaid for a period of seven years, will be transferred to the Investor Education & Protection Fund (IE&PF). Apart from the transfer of unpaid dividend amount remaining unclaimed for a period of seven years, pursuant to the notification issued by the Ministry of Corporate Affairs on 28th February 2017 amending the Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the shares belonging to those shareholders who have not encashed any dividend warrants during the last seven or more years shall also be transferred to the DEMAT account of the IE&PF authority within a period of thirty days of such shares becoming due to be transferred to the Fund. The details of shareholders who have not encashed their dividend warrants are available on Company's website www.hap.in.

24. Since the AGM will be held through VC/OAVM, the route map is not annexed with the Notice.

25. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank account details such as, name of the bank and branch, bank account number, MICR code, IFSC code, etc., to their respective DPs in case the shares are held by them in electronic form and to RTA- Integrated Registry Management Services Private Ltd., No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560 003 (Tel no. 080-23460815/6/7) in case the shares are held by them in physical form.

26. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members or Register of Beneficial holders as made available by the depositories, will be entitled to vote at the AGM.

27. Shareholders may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at secretarial@hap.in on or before 21st August, 2025. Replies to the same will be given by the company suitably.

**28. Freezing of Folios without valid PAN, KYC details, Nomination**

Pursuant to the Securities and Exchange Board of India (SEBI) Circulars SEBI/HO/MIRSDMIRSD_RTAMB /P/CIR/ 2021/655 dated 3rd November, 2021 and SEBI/HO/ MIRSD /MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021, it is mandatory for holders of physical securities to furnish valid PAN (where the PAN is linked with the Aadhaar), full KYC details (address proof, email address, mobile number, bank account details) and nomination (for all the eligible folios).

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities. In this regard, Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, Integrated Registry Management Services Private Limited at irg@integratedindia.in/gopi@integratedindia.in at the address viz., Integrated Registry Management Services Private Limited – Unit: Hatsun Agro Product Limited, No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru – 560 003. The forms for updating the same are available at https://www.hap.in, investor corner, important anouncement to the shareholder. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP. As per Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. The form can be downloaded from the Company's website at https://www.hap.in. Members are requested to submit these details to their respective DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.

**29. Issuance of Securities in dematerialized form in case of Investor Service Requests**

We draw your attention to SEBI Notification dated 24th January, 2022 and SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022. As per the above said Notification, while processing service requests in relation to; 1) Issue of duplicate securities certificate; 2) Claim from Unclaimed Suspense Account; 3) Renewal /Exchange of securities certificate; 4) Endorsement; 5) Sub-division/Splitting of securities certificate; 6) Consolidation of securities certificates/folios; 7 )Transmission and 8) Transposition, the Company shall issue securities only in a dematerialised form.

For processing any of the aforesaid service requests, the securities holder/claimant shall submit duly filled in Form ISR-4.

We hereby request the holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrar & Transfer Agents i.e., Integrated Registry Management Services Private Limited:

| S.No | Particulars | Please furnish details in |
|---|---|---|
| 1. | PAN | Form No: ISR-1 |
| 2. | Address with PIN Code | |
| 3. | Email address | |
| 4 | Mobile number | |
| 5. | Bank account details (Bank name and Branch, Bank account number, IFS Code) | |
| 6. | Demat Account Number | |
| 7. | Specimen Signature | Form No: ISR-2 |
| 8. | Nomination details | Form No: SH-13 |
| 9. | Declaration to opt out nomination | Form No: ISR-3 |
| 10. | Cancellation or Variation of Nomination | Form No: SH-14 |
| 11. | Request for issue of Securities in dematerialised form in the following cases:<br>i. Issue of duplicate securities certificate<br>ii. Claim from Unclaimed Suspense Account<br>iii. Renewal/Exchange of securities certificate<br>iv. Endorsement<br>v. Sub-division/Splitting of securities certificate<br>vi. Consolidation of securities certificates/folios<br>vii. Transmission<br>viii. Transposition | Form No: ISR-4 |

A member needs to submit Form ISR-1 for updating PAN and other KYC details to the RTA of the Company. Member may submit Form SH-13 to file Nomination. However, in case a Member does not wish to file nomination, a 'declaration to Opt-out' in Form ISR-3 shall be submitted. In case of major mismatch in the signature of the members(s) as available in the folio with the RTA and the present signature or if the signature is not available with the RTA, then the member(s) shall be required to furnish Banker's attestation of the signature as per Form ISR-2 along-with the documents specified therein. Hence, it is advisable that the members send the Form ISR-2 along with the Form ISR-1 for updating of the KYC Details or Nomination.

All the aforesaid forms can be downloaded from the website of the Company at: www.hap.in.

The Company has already dispatched a separate communication providing information to the holders of physical securities as above with the status of their respective KYC in record of Company/RTA.

**30. Mode of submission of form(s) and documents :**

**a. Submitting Hard Copy through Post/Courier etc.**

Members can forward the hard copies of duly filled-in and signed form(s) along with self-attested and dated copies of relevant documentary proofs as mentioned in the respective forms, to the following address:

**Integrated Registry Management Services**
**Private Limited,**
Unit: Hatsun Agro Product Limited
30, Ramana Residency, 4th Cross, Sampige Road,
Malleswaram, Bangalore 560 003.

**b. Through Electronic Mode with e-sign**
In case members have registered their email address, they may send the scan soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email id to irg@integratedindia.in or upload KYC documents with e-sign on RTA's website at the link: https://integratedindia.in.

**c. Submitting Hard Copy at the office of the RTA**
The form(s) along-with copies of necessary documents can be submitted by the securities holder (s)/claimant (s) in person at RTA's office. For this, the securities holder/claimant should carry Original Documents against which copies thereof shall be verified by the authorised person of the RTA and copy(ies) of such documents with IPV stamping with date and initials shall be retained for processing.

**Mandatory Self-attestation of the documents**
Please note that, each page of the documents that are submitted in hard copy must be self-attested by the holder(s). In case the documents are submitted in electronic mode then the same should be furnished with e-sign of scan copies of the documents.

**E-sign**

E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by eSign user. The holder/claimant may approach any of the empaneled eSign Service Provider, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology https://cca.gov.in/ for the purpose of obtaining an e-sign.

31. The members holding shares in demat are requested to update with respective Depository Participant, changes, if any, in their registered addresses, mobile number, Bank Account details, e-mail address and nomination details.

**By order of the Board**
**For HATSUN AGRO PRODUCT LIMITED**

**Sd/-**
C Subramaniam
Company Secretary

Place: Chennai
Date: 18th July, 2025

**Registered Office:**
No. 41(49), Janakiram Colony Main Road,
Janakiram Colony, Arumbakkam,
Chennai - 600106, Tamil Nadu, India
CIN: L15499TN1986PLC012747.

**Corporate Office:**
Plot No. 14, TNHB,
TN Housing Board 'A' Road,
Sholinganallur, Chennai - 600 119.

**THE INSTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Monday, the 25th August, 2025 at 9:00 A.M. and ends on Wednesday, the 27th August, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e. Thursday, 21st August, 2025, may cast their vote/s electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21st August, 2025.

**How do I vote electronically using NSDL e-Voting system?**
The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

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

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

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

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on https://eservices.nsdl.com /SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at<br>https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br><br>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br><br>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. |

| Type of shareholders | Login Method |
|---|---|
| | 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also a link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at Help Desk No.: 022-4886 7000. |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911 |

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:

https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

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

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, or last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

8. Now, you will have to click on “Login” button.

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

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

<u>How to cast your vote electronically and join General Meeting on NSDL e-Voting system?</u>

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

<u>**General Guidelines for shareholders**</u>

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to secretarial@csdhanapal.com with a copy marked to evoting@nsdl.com

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on Help Desk No.: 022-4886 7000 or send a request to Ms. Prajakta Pawle, Executive at evoting@nsdl.com

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

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@hap.in

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@hap.in. If you are a Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

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

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

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

2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS TO MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at secretarial@hap.in. The same will be replied by the Company suitably.

6. Members who would like to express their views or ask questions during the AGM may register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at secretarial@hap.in from

21st August, 2025 (09.00 a.m IST) to 23rd August, 2025 (05.00 p.m IST). Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of Speakers depending on the availability of time for the AGM.

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. Thursday, 28th August, 2025. Members seeking to inspect such documents can send an email to secretarial@hap.in.

**By order of the Board**
**For HATSUN AGRO PRODUCT LIMITED**

Sd/-
C Subramaniam
Company Secretary

Place: Chennai
Date: 18th July, 2025

**Registered Office:**
No. 41(49), Janakiram Colony Main Road,
Janakiram Colony, Arumbakkam,
Chennai - 600106, Tamil Nadu, India
CIN: L15499TN1986PLC012747

**Corporate Office:**
Plot No. 14, TNHB,
TN Housing Board ‘A’ Road,
Sholinganallur, Chennai - 600 119

**Additional information on Directors recommended for appointment/re-appointment pursuant to the Secretarial Standards - 2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015/Explanatory Statement in respect of the Special Businesses pursuant to Section 102 of the Companies Act, 2013:**

**Item Nos. 3, 4 & 7**

| **Name of the Director** | **Mr. C Sathyan** | **Mr. K S Thanarajan** |
|---|---|---|
| Director Identification Number (DIN) | 00012439 | 00012285 |
| Date of Birth and Age | 05th October,1978 and 46 years | 20th March, 1949 and 76 years |
| Date of Appointment at current designation/Date of first appointment on the Board | 19th October, 2020 and re-designed as Executive Vice Chairman on 12th September, 2024/ 14th June, 2001 | 5th September, 2023/18th January, 2017 |
| Profile/Qualifications & Experience | Mr. C. Sathyan has held various executive positions during his career, spanning over two decades. He has extensive experience in the field of Dairy Industry and has been instrumental in driving the business growth of the company. He has held various executive positions during his career, spanning over 20 years. He is vested with the responsibility of supporting the Chairman, setting up of the goals, formulating the Strategies, Business plans and monitoring their implementation besides acting as a bridge between the Board and Management. | Mr. K. S. Thanarajan holds a master's degree in economics from the University of Madras. |
| Expertise in specific functional area | Rich experience in business over a period of 20 years. | He has been in the dairy business for more than 20 years and brings with him a deep functional experience of the dairy industry. |
| Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn | As detailed in the explanatory statement | He was appointed as Non-Executive Director liable to retire by rotation He is entitled to a sitting fees of ₹75,000/- per meeting of the Board and ₹15,000/- for every meeting of the Committee of the Board in which he is a member. |
| Directorship in other Companies & Membership/Chairmanship of Committees of other Boards | None | None |
| Listed entities from which the Director has resigned in the past three years | None | None |
| Shareholding in the Company as of 31st March 2025. | 2,18,30,499 equity shares | 6,68,179 equity shares |
| Relationship with Other Directors, Managers and other Key Managerial Personnel of the company | Mr. R G Chandramogan, Chairman of the Company is the Father of Mr. C Sathyan | Not applicable |
| Meetings of the Board attended during the FY 2024-25 | 7 (Seven) | 5 (Five) |

**Item No.5: Appointment of Secretarial Auditor**

The Board at its meeting held on April 28, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries (Firm Registration Number- L2023TN014200) as Secretarial Auditors of the Company for the first term of five consecutive years commencing from the Financial Year 2025-26 to the Financial Year 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. S Dhanapal & Associates LLP, Practising Company Secretaries has nearly 20 years of experience in the areas of secretarial practice and with its rich and diverse experience in the field of corporate compliances, the firm has carved its name in the market as a leading and iconic company secretary firm providing holistic services in the field of Secretarial audits and other Legal related matters.

M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. S Dhanapal & Associates LLP as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD -PoD-2/CIR/P/2024/185 dated December 31, 2024.

The Board, in consultation with the Secretarial Auditors and as per the recommendation of Audit Committee, will decide the payment of Audit Fee payable to the Secretarial Auditors for all their services including Additional fees for statutory certifications and other professional services etc.,

None of the Promoters, Directors and Key Managerial Personnel (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, is in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No.5 of this Notice.

The Board recommends the resolution set forth in Item No.5 for the approval of members.

**Item No.6: Ratification of Remuneration to Cost Auditors**

The Board, on the recommendation of the Audit Committee, has approved at their meeting held on 28th April, 2025 the appointment of M/s. Ramachandran & Associates, Cost Accountants (Firm Registration No. 000799) as the Cost Auditors to conduct the audit of cost records of the Company for the financial year ending March 31, 2026 at a remuneration of ₹ 1,30,000/- per annum (Rupees One Lakh Thirty Thousand per annum only) excluding applicable taxes and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 6 of this notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026. None of the Promoters, Directors and Key Managerial Personnel (KMPs) of the Company or any relatives of such Promoters, Directors or KMPs, is in any way concerned or interested, financially or otherwise, in the resolution as set out at Item No.6 of this Notice.

The Board recommends the resolution set forth in Item No.6 for the approval of members.

**Item No.7: Approval for re-appointment of Mr. C Sathyan (DIN: 00012439) as Executive Vice-Chairman in the capacity of “Executive Director” and the remuneration payable to him**

Mr. C. Sathyan was appointed as a Managing Director by the Board at its Meeting held on 19.10.2020 to hold office for a period of 5 years from 19.10.2020 to 18.10.2025 and fixed his remuneration. Further he was re-designated as Executive Vice-Chairman with effect from 12.09.2024. The abovesaid appointment and re-designation were approved by the Members through Postal Ballot on 30.11.2020 and 28.10.2024 respectively. The Board of Directors at their meeting held on 18.07.2025, with the recommendation of Nomination and Remuneration Committee, approved the re-appointment of Mr. C. Sathyan (DIN: 00012439) as Executive Vice-Chairman in the capacity of “Executive, Director” for a period of 5 (Five) years commencing from 19.10.2025 and the remuneration payable to him for a period from 19.10.2025 to 18.10.2030 as per the details furnished below was also approved.

**Basic Salary:** ₹11,30,000/- (Rupees Eleven Lakhs thirty thousand only) per month in the scale of ₹10,00,000/- to ₹20,00,000/- per month. The increments within the scale would be decided by the Nomination and Remuneration Committee and the Board from time to time

**HRA:** Not exceeding 100% of Basic Salary per month

**Perquisites:** The perquisites are classified into three Categories, Category A, B and C – as follows

**CATEGORY `A’**

**SPECIAL ALLOWANCE:-**

Special Allowance not exceeding 100% of Basic Salary per month

**HOUSING:-**

House Rent Allowance shall be subject to a ceiling of 100% of the Basic Salary. If the Company provides the accommodation, the expenditure on furnished accommodation shall be subject to 100% of the salary. He will be eligible either for HRA or Rent Free furnished accommodation as the case may be.

**MEDICAL BENEFITS:-**

Reimbursement of actual medical expenses incurred for self and family subject to a ceiling of half month's salary in a year. Reimbursement of special medical expenses, if any, shall be subject to the approval of the Board of Directors.

**LEAVE TRAVEL ALLOWANCE:-**

Leave Travel Allowance for self and family in accordance with the rules specified by the Company.

**CLUB FEES:-**

Fees for clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

**INSURANCE COVER:-**

Personal Accident Insurance cover for self, the actual premium for which does not exceed ₹5,000/- per annum.

**Explanation:** For the purpose of Category `A', `family' means the spouse, dependent children and dependent parents.

**CATEGORY `B'**

The Benefit of the Company's Provident Fund and Superannuation Scheme in accordance with the rules for the time being in force. Contribution to Provident Fund and Superannuation Fund will not be included in the computation of the ceiling of perquisites to the extent these either singly or put together are not taxable, under the Income-tax Act, 1961. Gratuity payable will not exceed half a month's salary for each completed year of service.

**Leave:** Mr. C.Sathyan will be allowed leave and encashment thereof as per the Rules of the Company.

**CATEGORY `C'**

The Company shall provide a car with driver and telephone facility at the residence of Mr. C Sathyan. Provision of a car for use on Company's business and telephone at residence will not be considered as perquisites. Personal distance calls on telephone shall be billed by the Company to Mr. C Sathyan. Use of car for personal purpose shall be valued in accordance with the income-tax Rules for such use if any and shall be treated as taxable income. The Company will be bearing the electricity, security and maintenance expenses of the house in which the Vice Chairman will be residing and will be treated as taxable perquisites in his hands at actuals. The aggregate remuneration inclusive of salary, bonus, incentives, perquisites and allowances and other benefits payable to Mr. C Sathyan, shall always be subject to the overall ceilings laid down in Sections 196, 197, 198 and Schedule V and other applicable provisions of the Companies Act, 2013.

**MINIMUM REMUNERATION:-**

Where in any financial year during the tenure of Mr. C Sathyan, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. C Sathyan the above remuneration by way of salary, perquisites and others as a minimum remuneration subject to the limits specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration. If such minimum remuneration is in excess of ceiling, if any, prescribed under Schedule V to the Companies Act, 2013, the Company shall seek permission of Shareholders as may be necessary in accordance with the provisions governing payment of remuneration in force at the relevant point of time.

The appointment is terminable by three months' notice or by payment of three months' salary in lieu thereof by either party.

Mr. C Sathyan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being re-appointed as Executive Vice Chairman of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of appointment of Mr. C Sathyan under Section 190 of the Act.

A brief profile of Mr. C Sathyan is provided in Item No. 3&4 of Explanatory Statement pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution/s. except Mr. C. Sathyan for whom the re-appointment is proposed and Mr. R.G. Chandramogan, being his father, in the capacity of Chairman of the Company are interested in the resolution set out at Item No. 7.

This statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations. The Board recommends the Resolution set out at Item No.7 of the Notice for approval by the members.

**By order of the Board**
**For HATSUN AGRO PRODUCT LIMITED**

**Sd/-**
C Subramaniam
Company Secretary

Place: Chennai
Date: 18th July, 2025

# BOARD'S REPORT

**To the Members,**

Your Directors are pleased to present their 40th Report along with the audited financial statements for the financial year ended March 31, 2025.

## FINANCIAL RESULTS/STATE OF THE COMPANY'S AFFAIRS

The financial results of the Company for the year ended 31st March, 2025 are summarised below:

(₹ in Crores)

| PARTICULARS | CONSOLIDATED | STANDALONE | STANDALONE |
|---|---|---|---|
| | CURRENT YEAR ENDED 31ST MARCH, 2025 | CURRENT YEAR ENDED 31ST MARCH, 2025 | PREVIOUS YEAR ENDED 31ST MARCH, 2024 |
| Revenue from operations (net) | 8,699.76 | 8,667.24 | 7,990.40 |
| Other Income | 19.56 | 19.47 | 22.58 |
| Total Income | 8,719. 32 | 8,686.71 | 8,012.98 |
| Operating Expenditure | 7,689.65 | 7,653.58 | 7,091.44 |
| Profit before Interest, Depreciation and Amortisation and Tax (PBDIT) | 1,029.67 | 1,033.13 | 921.54 |
| Finance Costs (net) | 181.89 | 181.68 | 154.18 |
| Depreciation and Amortisation | 470.48 | 465.30 | 409.49 |
| Profit before Taxes | 377.30 | 386.15 | 357.87 |
| Tax Expenses | 98.49 | 100.71 | 90.60 |
| Net Profit for the Year | 278.81 | 285.44 | 267.27 |
| Balance Brought Forward from Previous Year | 610.88 | 610.88 | 477.26 |
| Amount Available for Appropriation | 889.69 | 896.32 | 744.53 |
| Appropriations | | | |
| Interim Dividends on Equity Shares | 133.65 | 133.65 | 133.65 |
| Tax on Dividends | - | - | - |
| Transfer to General Reserve | - | - | - |
| Balance carried to Balance Sheet | 756.04 | 762.67 | 610.88 |

## PERFORMANCE OF THE COMPANY (STANDALONE COMPARISON)

During the year under review, your Company clocked a total income of ₹8,686.71 Crores as against ₹8,012.98 Crores representing an increase of 8.41% over that of the previous year. The PBDIT has increased from ₹921.54 Crores (FY 2023-2024) to ₹1,033.13 Crores (FY 2024-2025) representing an increase of 12.11%. The Net Profit during the year was ₹285.44 Crores in comparison with previous year which stood at ₹267.27 Crores resulting in an increase of 6.80%.

## CHANGE IN THE NATURE OF BUSINESS

During the year under review, there was no change in the nature of business.

## DIVIDEND

For the Financial Year 2024-2025, your Company declared an Interim dividend of ₹6/- (600%) per fully paid up equity share of the face value of ₹1 per share (ISIN: INE473B01035) on 15th July, 2024 for the Financial Year 2024-25.

The cash outflow on account of Interim dividend absorbing a sum of ₹133,64,89,608/- (Rupees One Hundred Thirty Three Crores Sixty Four Lakhs Eighty Nine Thousands Six Hundreds Eight only) including a tax deducted at source calculated at different rates as per the Certificates/Submissions made by the Shareholders as per the Income Tax Act was paid as Interim Dividend for the financial year 2024-25 out of the accumulated profits of the Company.

During the year 2024-25, a Dividend amount of ₹33,87,751/- (₹26,26,734 - declared on 27.04.2017 and ₹7,61,017 – declared on 13.07.2017) which remained unclaimed for a period of 7 consecutive years) being unclaimed dividend pertaining to the financial years 2016-17 and 2017-18 (Interim dividends) was transferred to Investor Education & Protection Fund (IE&PF).

**CHANGES IN SHARE CAPITAL**

During the Financial Year 2024-25, your Company did not effect any change in the Share Capital and hence, the paid up Equity Share Capital of the Company stood at 22,27,48,268 Equity Shares of ₹1 per Equity Share amounting to ₹22.28 Crores.

**SUBSIDIARY COMPANY**

Pursuant to the Share Purchase Agreements dated 20th January, 2025 entered in to with the erstwhile shareholders of Milk Mantra Dairy Private Limited ("Milk Mantra"), the Company acquired the entire Share Capital (31,69,056 equity shares of ₹10/- each and 16,06,372 compulsorily convertible preference shares of ₹10/- each) of Milk Mantra by discharging the Purchase Consideration of ₹233 Crores between 27th January, 2025 to 25th March, 2025 and upon acquisition of the said Shares, Milk Mantra has become the Wholly Owned Subsidiary of our Company.

Milk Mantra empowers the Farmers by sourcing the Milk from them with its better sourcing model, and ensures superior quality dairy products for its consumers. It owns a strong brand milk product viz., Milky Moo. Your Company considers the acquisition of Milk Mantra, a strategic decision, which will yield immense benefits to the Company in the years to come. Milk Mantra recorded a turnover of ₹290.94 Crores in 2024-25 against ₹276.42 Crores during the previous year 2023-24.

In accordance with Section 129(3) of the Act, the Company has prepared the Consolidated financial statements of the Company. Further, a statement containing the salient features of financial statements of the Wholly Owned Subsidiary Company in Form No. AOC-1 is attached herewith as **Annexure G.** The annual accounts of the Wholly Owned Subsidiary is hosted on the website of the Company viz. www.hap.in and will also be kept open for inspection by the shareholders at the registered office of the Company till the date of AGM. The Company will also provide a copy of the annual accounts of Wholly Owned Subsidiary company to the shareholders upon their request.

**TRANSFER TO RESERVES**

The Company retained the entire surplus in the Profit and Loss Account and hence no transfer to General Reserve was made during the Year.

**FINANCE**

The total borrowings reduced from ₹2,271.55 Crores to ₹2,096.51 Crores mainly on account of reduction in inventory levels and also due to internal accruals from operations/improvement in the business of the Company.

Your Company follows judicious management of its Short Term and Long Term Borrowings with strong relationship with various reputed Banks from whom your Company has availed Credit facilities at very competitive rates.

**DEPOSITS**

The total amount of fixed deposits (excluding interest on Cumulative Deposits) from public, outstanding and unclaimed as at 31st March, 2025, was NIL.

| | |
|---|---|
| (a) Accepted during the Year | NIL |
| (b) Remained unpaid or unclaimed as at the end of the year. (Including interest thereon) | NIL |
| (c) Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved:<br>i. As at 1st April 2024<br>ii. Maximum during April 2024 to March 2025.<br>iii. As at 31st March 2025 | No deposit has been accepted by the Company during the year and no default arose during the year.<br>NIL<br>NIL<br>NIL |
| (d) Details of deposits which are not in compliance with the requirements of Chapter V of the Act | NIL |

**INVESTOR EDUCATION AND PROTECTION FUND (IE&PF)**

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IE&PF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IE&PF Rules"), all the Unpaid or Unclaimed dividends are required to be transferred by the Company to the IE&PF Authority after the completion of seven years. Further, according to the Rules, the Shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IE&PF Authority. During the year 2024-25, a Dividend amount of ₹33,87,751/- (₹26,26,734 - declared on 27.04.2017 and ₹7,61,017 – declared on 13.07.2017) which remained unclaimed for a period of 7 consecutive years) being unclaimed dividend pertaining to the financial years 2016-17 and 2017-18 (Interim dividends) was transferred to Investor Education & Protection Fund (IE&PF).

The details in respect of transfer of unclaimed dividends are provided in the Shareholder information section of this Annual Report and are also available on our website, at https://www.hap.in/unclaimed-dividened.php

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

During the financial year 2024-25, the Company has provided security to the extent of ₹20 Crores for the financial facility availed by Milk Mantra Dairy Private Limited, a wholly owned subsidiary of the Company. The same was satisfied by Milk Mantra Dairy Private Limited on 31st March, 2025.

Except the above, there were no loans and guarantees given by the Company falling under Section 186 of the Companies Act, 2013. Investments under the provisions of Section 186 of the Companies Act, 2013 have been made. Particulars of investments covered under Section 186 forms part of the notes on financial statements provided in this Annual Report.

**DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**Appointments, Resignations and Changes**

Dr. Archana Narayanaswamy (DIN: 03560101) who was appointed as an Additional Director under the category of Non-Executive Independent Woman Director with effect from 29th March, 2024 was appointed as Non-Executive Independent Woman Director with the approval of Members through Postal Ballot dated 21st June, 2024 to hold office as Non-Executive Independent Woman Director of the Company for a period of 5 (five) consecutive years w.e.f., 29th March, 2024.

Mrs. Bharathi Baskar (DIN: 10695960) who was appointed as an Additional Director under the category of Non-Executive Independent Woman Director with effect from 15th July, 2024 was appointed as Non-Executive Independent Woman Director with the approval of Members at the Annual General Meeting held on 28th August, 2024 to hold office as Non-Executive Independent Woman Director of the Company for a period of 5 (five) consecutive years w.e.f., 15th July, 2024.

Mr. C Sathyan (DIN: 00012439), who was the Managing Director of the Company was re-designated as Executive Vice Chairman of the Company for a period commencing from 12th September, 2024 to 18th October, 2025 (both days inclusive) with the approval of Members through Postal Ballot dated 28th October, 2024.

Mr. J Shanmuga Priyan (DIN: 10773578) who was appointed as an Additional Director with effect from 12th September, 2024 was appointed as Managing Director with the approval of Members through Postal Ballot dated 28th October, 2024.

Mr. Tammineedi Balaji (DIN: 00127833) Non-Executive Independent Director of the Company completed his 2 (two) terms of consecutive five years (i.e., 10 years) as an Independent Director on 22nd September, 2024 and hence ceased to be an Independent Director from the close of business hours on 22nd September, 2024. The Board placed on record its grateful appreciation for the distinguished services rendered by Mr. Tammineedi Balaji during his association with the Company as an Independent Director.

Dr. Chalini Madhivanan (DIN: 02982290) Non-Executive Independent Woman Director of the Company completed her 2 (two) terms of consecutive five years (i.e., 10 years) as an Independent Woman Director on 22nd September, 2024 and hence ceased to be an Woman Independent Director from the close of business hours on 22nd September, 2024. The Board placed on record its grateful appreciation for the distinguished services rendered by Dr. Chalini Madhivanan during her association with the Company as an Independent Woman Director.

Mr. P Vaidyanathan (DIN: 00029503) Non-Executive Non-Independent Director resigned from the position as such with effect from the close of business hours on 12th September, 2024 due to his personal commitments. The Board placed on record its grateful appreciation for the distinguished services rendered by Mr. P Vaidyanathan during his association with the Company as a Non-Executive Non-Independent Director.

Mr. D Sathyanarayan (DIN: 08489439) Non-Executive Non-Independent Director resigned from his position with effect from the close of business hours on 12th September, 2024 due to his personal commitments. The Board placed on record its grateful appreciation for the distinguished services rendered by Mr. D Sathyanarayan during his association with the Company as a Non-Executive Non-Independent Director.

Mr. G Somasundaram, Company Secretary and Compliance Officer of the Company resigned from the position due to superannuation with effect from the close of business hours on 31st July, 2024. The Board placed on record its appreciation for the services rendered by Mr. G Somasundaram during his tenure at the Company Secretary.

Mr. C Subramaniam (Membership No: FCS6971) was appointed as the Company Secretary and Compliance Officer of the Company with effect from September 14, 2024.

Mr. C Sathyan, Executive Vice-Chairman, Mr. J Shanmuga Priyan, Managing Director, Mr. H Ramachandran, Chief Financial Officer and Mr. C Subramaniam, Company Secretary are the Key Managerial Personnel (KMPs) of the Company as per Section 203 of the Companies Act, 2013.

Brief Profile of Directors appointed during the Financial Year 2024-25:

Dr. Archana Narayanaswamy aged 62 years is a highly accomplished dental professional with a stellar academic background and extensive expertise in the field. She obtained her B.Sc in Home Science from S.I.E.T. Women's College, Chennai, in 1982, followed by a BDS from Ragas Dental College, Chennai, in 1997. Driven by a passion for innovation, she further honed her skills through specialised training, including the Progressive Orthodontic Seminars in Singapore in 2001 and a Fellowship in Laser Dentistry from The Tamil Nadu Dr. MGR Medical University, Chennai, in 2014. With a commitment to excellence and patient-centric care, she continues to lead the way in advancing dental healthcare, leveraging cutting-edge technologies and techniques to deliver superior outcomes and enhances patient satisfaction.

In the Opinion of the Board, the Independent Director Dr. Archana Narayanaswamy appointed during the financial year ended 31st March, 2024 has the requisite Independence, Integrity, Expertise and Experience.

Mrs. Bharathi Baskar was a Banker with more than three decades of experience in the areas of Operations, Regulatory Compliance and Customer Service. She is a famous television personality and an ace debator. Besides this she is also a motivational speaker and a writer who has authored five books on various women empowerment topics. She is also the recipient of the Tamil Nadu Government’s Literary Award “Kambar Vizidhu 2022.”

In the Opinion of the Board, the Independent Woman Director Mrs. Bharathi Baskar appointed with effect from 15th July, 2024 has the requisite Independence, Integrity, Expertise and Experience.

Mr. J Shanmuga Priyan, aged 47 years, is a Post Graduate in Commerce and possesses a rich experience in the Dairy Industry served in various positions in Hatsun Agro Product Limited up to the level of Chief Operating Officer handling Commercials, Procurement, Logistics, Operations, Finance & Accounts, Auditing etc., in the Company and his Service/Experience in Hatsun Agro Product Limited is spanning over a period of more than two decades. He joined Hatsun Agro Product Limited on 7th March, 2001 and has acquired the in depth knowledge of the business, products, operations etc., in the Dairy Industry. He is in-charge of the day to day operations of our Company. He is holding a Directorship in Milk Mantra Dairy Private Limited which is the wholly owned subsidiary of Hatsun Agro Product Limited.

In the Opinion of the Board, the Managing Director Mr. J Shanmuga Priyan appointed with effect from 12th September, 2024 has the requisite Expertise and Experience to serve as the Managing Director.

Other than the above, there were no Resignations or Changes in the Directors and Key Managerial Personnel that happened during the financial year 2024 – 25 which is under review.

**Re-appointments**

As per provisions of the Companies Act, 2013, Mr. C Sathyan, Executive Vice Chairman and Mr. K S Thanarajan, Non-Executive Director are liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board of Directors recommends their re-appointment.

**Brief Profile of Directors proposed to be Re-appointed:**

Mr. C. Sathyan, aged 46 years is the Executive Vice Chairman of our Company. He has held various executive positions during his career, spanning over 20 years. He is vested with the responsibility of supporting the Chairman, setting up of the goals, formulating the Strategies, Business plans and monitoring their Implementation besides acting as a bridge between the Board and Management. He is the son of Mr. R. G. Chandramogan, the Chairman of the Company. Except the Directorship held in this Company, Mr. C. Sathyan does not hold any Directorship in any other Company.

Mr. K.S. Thanarajan, aged 76 years is a Master in Economics from the University of Madras. He has been in the dairy business for more than 20 years and brings with him a deep functional experience of the dairy industry.

Your Board recommends the reappointment of Mr. C. Sathyan and Mr. K.S. Thanarajan who are retiring by rotation in the ensuing Annual General Meeting.

**Declaration by Independent Directors**

The Company has received declarations from all its Independent Directors that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the financial year ended March 31, 2025.

Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

As per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, your Company presents the Business Responsibility and Sustainability Report (BRSR) in the format as specified by SEBI which is forming part of this report.

## BOARD MEETINGS HELD DURING THE FINANCIAL YEAR

During the year under review, Seven (7) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the time period prescribed under the Companies Act, 2013.

## BOARD COMMITTEES

The primary five committees of the Board are Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee. Other than the above said primary committees, the Board has the following additional committees also viz., Borrowing & Investment Committee and Core Committee. A detailed note on the committees is provided under the Corporate Governance Report forming part of this Board's Report. The composition of the Primary Committees as of 31st March 2025 (including the changes effected up to the date of this report) and their meeting dates are given below:

| NAME OF THE COMMITTEE | COMPOSITION | DETAILS OF MEETINGS HELD DURING THE YEAR |
|---|---|---|
| Audit Committee | The Committee comprises of 5 Members i.e., 4 Non-Executive Independent Directors and 1 Non-Executive Non-Independent Director as on 31.03.2025. The Chairman of the Committee is an Independent Director. | Five meetings were held during the year on the following dates:-<br>• 22nd April, 2024<br>• 15th July, 2024<br>• 12th September, 2024<br>• 04th November, 2024<br>• 16th January, 2025 |
| Nomination and Remuneration Committee | The Committee comprises of 3 Members i.e., 3 Non-Executive Independent Directors as on 31.03.2025. The Chairman of the Committee is an Independent Director. | Three Meetings were held during the year on the following dates:-<br>• 15th July, 2024<br>• 12th September, 2024<br>• 16th January, 2025 |
| Stakeholders' Relationship Committee | The Committee comprises of 4 Members i.e., 3 Non-Executive Independent Directors and 1 Non-Executive Non-Independent Director as on 31.03.2025. The Chairman of the Committee is an Independent Director. | Two meetings were held during the year on the following dates:-<br>• 22nd April, 2024<br>• 04th November, 2024 |
| Corporate Social Responsibility Committee | The Committee comprises of 3 Members – One Executive Director, One Non-Executive Independent Director and One Non-Executive Non-Independent Director as on 31.03.2025. The Chairman of the Committee is an Independent Director. | One Meeting was held during the year on the following date:-<br>• 22nd April, 2024 |
| Risk Management Committee | The Committee comprises of 4 Members – Two Non-Executive Non-Independent Directors, One Executive Director and One Non-Executive Independent Director as on 31.03.2025. The Chairman of the Committee is a Non-Executive and Non-Independent Director. | Two Meetings were held during the year on following dates:-<br>• 22nd April, 2024<br>• 04th November, 2024 |
| Borrowing & Investment Committee | The Committee comprises of 4 Members – One Executive Director, One Non-Executive Independent Director and Two Non-Executive Non-Independent Directors as on 31.03.2025. The Chairman of the Committee is a Non-Executive Non-Independent Director. | Seven Meetings were held during the year on following dates:-<br>• 23rd July, 2024<br>• 12th August, 2024<br>• 20th September, 2024<br>• 27th December, 2024<br>• 18th January, 2025<br>• 18th March, 2025<br>• 24th March, 2025 |

Pursuant to the Appointment, Resignation and Cessation of Directors,

i) the Audit Committee was re-constituted w.e.f., 13th September, 2024. The Audit Committee at present (w.e.f., 13th September, 2024) comprises of Mr. S.Subramanian (Chairman), Mr. K.S. Thanarajan, Mr. V R Muthu, Dr. Archana Narayanaswamy and Mrs. Bharathi Baskar, as its Members.

ii) the Nomination and Remuneration Committee was re-constituted w.e.f., 13th September, 2024. The Nomination and Remuneration Committee at present (w.e.f., 13th September, 2024) comprises of Mr. S.Subramanian (Chairman), Mr. V R Muthu and Mrs. Bharathi Baskar, as its Members.

iii) the Stakeholders' Relationship Committee was re-constituted w.e.f., 13th September, 2024. The Stakeholders' Relationship Committee at present (w.e.f., 13th September, 2024) comprises of Mr. S.Subramanian (Chairman), Mr. K.S. Thanarajan, Mr. V R Muthu and Dr. Archana Narayanaswamy, as its Members.

There is no change in the constitution of Corporate Social Responsibility Committee, Risk Management Committee, Borrowing & Investment Committee and Core Committee.

**Details of recommendations of Audit Committee which were not accepted by the board along with reasons**

The Audit Committee generally makes certain recommendations to the Board of Directors of the Company during its meetings held to consider financial results (Unaudited and Audited) and such other matters placed before the Audit Committee as per the Companies Act 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time. During the year, the Board of Directors considered all the recommendations made by the Audit Committee, accepted and carried out the same to its satisfaction. Hence there are no recommendations of Audit Committee unaccepted by the Board of Directors of the Company during the year under review.

**DETAILS OF POLICIES DEVELOPED BY THE COMPANY**

**(i) Nomination and Remuneration Policy**

The Company has formulated the Nomination and Remuneration Policy in compliance with Section 178 of the Companies Act, 2013 read along with the applicable Rules thereto and Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. The objective of this policy is to ensure

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance with short and long-term performance objectives appropriate to the working of the company and its goals;

This policy is being governed by the Nomination and Remuneration Committee comprising of members of the Board, as stated above, comprising of three Independent Directors. The policy lays down the standards to be followed by the Nomination and Remuneration Committee with respect to the appointment, remuneration and evaluation of Directors and Key Management Personnel. Salient features of the Nomination and Remuneration Policy is annexed herewith marked as **Annexure A** and forms part of this report. The detailed policy is hosted on the website of the Company and the web link for same is https://www.hap.in/policies.php.

**Affirmation that the remuneration is as per the remuneration policy of the Company**

The Company has formulated the Nomination and Remuneration Policy in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. This policy governs the criteria for deciding the remuneration for Directors, Key Managerial Personnel and Senior Management Personnel. It is affirmed that the remuneration to Directors, Key Managerial Personnel and Senior Management Personnel is being fixed based on the criteria and parameters mentioned in the above mentioned policy of the Company.

**Board Diversity**

The Company recognises and values the importance of a diverse board as part of its corporate governance and success. The Company believes that a truly diverse Board will leverage differences in ideas, knowledge, thought, perspective, experience, skill sets, age, ethnicity, religion and gender which will go a long way in retaining its competitive advantage. The Board has on the recommendation of the Nomination and Remuneration Committee, adopted a Board Diversity Policy which sets out the approach to diversity of the Board of Directors.

**(ii) Corporate Social Responsibility Policy (CSR)**

Your Company recognises that its business activities have wide impact on the societies in which it operates, and therefore an effective practice is required giving due consideration to the interests of its stakeholders including shareholders, customers, employees, suppliers, business partners, local communities and other organisations.

Your Company endeavours to make CSR an important agenda and is committed to its stakeholders to conduct its business in an accountable manner that creates a sustained positive impact on society. Your Company satisfying the threshold as stipulated under Section 135 of the Companies Act, 2013 has established the CSR Committee comprising of members of the Board, as stated above, and the Chairman of the Committee is Non-Executive and Independent Director. The said Committee has formulated and approved the CSR policy as per the approach and direction given by the Board pursuant to the recommendations made by the Committee including guiding principles for selection, implementation and monitoring of activities as well as formulation of Annual Action Plan for the Company with its major focus on:-

- Devising meaningful and effective strategies for carrying out CSR activities and engaging with all stakeholders towards implementation and monitoring.
- Make sustainable contributions to communities.
- Identify socio-economic opportunities to perform CSR activities.
- Focus on social welfare activities and programmes as envisaged in Schedule VII of The Companies Act, 2013.
- Modalities of utilising the funds and implementation of schedules for the Projects or Programmes.
- Monitoring and Reporting mechanism for the Projects or Programmes; and
- Details of need and impact assessment study, if any, for the Projects undertaken by the Company

The CSR Committee recommends to the Board of Directors to implement the CSR activities covering any of the areas as detailed under Schedule VII of the Companies Act, 2013 as per CSR Policy of the Company. Annual Report on CSR activities as required under the provisions of the Companies Act, 2013 is annexed herewith marked as **Annexure B** and forms part of this report.

**(iii) Risk Management Policy**

The Board of Directors of your Company has adopted a Risk Management Policy which details the procedures to be followed by the Company with regard to risk management. The Company has formed a Risk Management Committee comprising of four members of the Board who shall evaluate and review the risk factors associated with the operations of the Company and recommend to the Board the methods to mitigate the risk and advise from time to time various measures to minimising the risk and monitor the risk management for the Company.

The policy broadly defines the scope of the Risk Management Committee which comprises of:-

- Review and approve the Risk Management Policy and associated frameworks, processes and practices of the Company.
- Ensuring that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities.
- Evaluating significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner (including one-off initiatives, and ongoing activities such as business continuity planning and disaster recovery planning & testing).
- Co-ordinating its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice).
- Reporting and making regular recommendations to the Board.

**(iv) Whistle-Blower Policy – Vigil Mechanism**

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle-Blower) mechanism provides a channel to the Employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or Policy. The mechanism provides for adequate safeguards against victimisation of employees and directors to avail of the mechanism and also provide for direct access to the Chairman of the Board/Chairman of the Audit Committee in exceptional cases.

In line with the statutory requirements, the Company has formulated a Whistle-Blower Policy/Vigil Mechanism, which covers malpractices and events which have taken place/suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is or is likely to be affected and formally reported by whistle blowers concerning its employees.

The Managing Director is responsible for the administration, interpretation, application and review of this policy. The Managing Director is also empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee. The mechanism also provides for access to the Chairman of the Audit Committee in required circumstances.

**(v) Dividend Distribution Policy**

According to the Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended, your company falling under top 1000 listed entities based on the market capitalisation (calculated as on March 31 of every financial year) has framed the Dividend Distribution Policy which is attached in this Annual Report marked as **Annexure E.**
Weblink:https://www.hap.in/policies.php.

**(vi) Policy on Material Subsidiary**

The Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website: https://www.hap.in/policies.php

Though, Milk Mantra Dairy Private Limited is a Wholly Owned Subsidiary of the Company, it is not a Material Subsidiary of the Company. The Company does not have any other material subsidiary.

## EVALUATION OF BOARD, COMMITTEE AND DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, an annual performance evaluation of the performance of the Board, the Directors individually as well as the evaluation of the working of the Board Committees was carried out based on the criteria and framework adopted by the Board.

The evaluation process for measuring the performance of Executive/Non-Executive and Independent Directors is being conducted through a survey which contains a questionnaire capturing each Board and Committee Member's response to the survey which provides a comprehensive feedback to evaluate the effectiveness of the Board and its Committees as a whole and also their independent performance. The methodology adopted by each Director who responded to the survey has graded their peers against each survey item from 1 to 5 with 1 marking the lower efficiency and 5 the highest efficiency which revealed more realistic data on measuring the effectiveness of the Board dynamics, flow of information, decision making of Directors and performance of Board and Committee as a whole.

The Independent Directors evaluation is being done by the entire Board with main focus on their adherence to the Corporate Governance practices and their efficiency in monitoring the same. They are also being evaluated on various parameters viz., their performance by way of active participation, in Board and Committee meetings, discussing and contributing to strategic planning, fulfillment of Independence criteria as specified under SEBI (LODR) Regulations, 2015 as amended and their independence from the Management etc., ensuring non participation of Independent Director being evaluated.

Apart from the above, the performance of Non-Independent Directors and the Board as a whole in terms of prudent business practices adopted by them towards governance of the operations of the Company, adherence to the highest standards of integrity and business ethics, exercising their responsibilities in a bona fide manner in the best interest of the Company and not allowing any extraneous consideration that shall impede their decision making authority in the best interest of the Company was also carried out to evaluate their performance.

The performance evaluation of the Non-Independent Directors was carried out by the entire Board of Directors (excluding the Director being evaluated) and they have expressed their satisfaction with the evaluation process which considered their commitment and the exercise of their responsibilities in the best interest of the Company.

The performance of the Chairman of the Company was reviewed by the Independent Directors who ensured during their review, that the Chairman conducted the Board proceedings in an unbiased manner without any conflict with his personal interest at any point of time. It was further ascertained by the Independent Directors that the Chairman allowed the Board Members to raise any concerns on any business of the Board during their Meetings and addressed them in the best interest of the Company.

As per the SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2018/79 dated 10th May 2018, the followings details are being provided on Board evaluation.

| | |
|---|---|
| Observations of board evaluation carried out for the year. | There were no observations arising out of board evaluation during the year as the evaluation indicates that the Board has functioned effectively within its powers as enumerated under Companies Act, 2013 and in consonance with the Articles of Association of the Company. |
| Previous year's observations and action taken. | There were no observations during the previous year warranting any action. |
| Proposed actions based on current year observations. | As there were no observations, the action to be taken does not arise. |

**TRAINING AND FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS**

Every Independent Director on being inducted into the Board attends an orientation program. To familiarise the new Directors with the strategy, operations and functions of our Company, the Executive Directors/Senior Managerial Personnel make presentations to the inductees about the Company's strategy, operations, product offerings, Organisation structure, human resources, technologies, facilities and risk management.

Further, at the time of appointment of Independent Directors, the Company issues a formal letter of appointment outlining his/her role, functions, duties and responsibilities as a Director. The detailed familiarisation program for Independent Directors is hosted on the website of the Company and the weblink for same is https://www.hap.in/policies.php.

**COMPLIANCE WITH SECRETARIAL STANDARDS**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed/complied with by the Company.

**NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR.**

Milk Mantra Dairy Private Limited become a Wholly Owned Subsidiary of your Company by way of acquisition of the entire Shareholding in that Company during the Financial Year 2024-25. Apart from the above, your Company does not have any other subsidiary or joint venture or associate companies.

**AUDITORS**

**Statutory Auditors**

At the Annual General Meeting held on 20th September, 2022, M/s. Deloitte Haskin & Sells, Chartered Accountants, (Firm Registration number 117366W/W100018) were re-appointed as Statutory Auditors of the Company to hold office for a Second and Final Term of 5 consecutive years from the conclusion of Thirty Seventh (37th) Annual General Meeting of the Company until the conclusion of Forty Second (42nd) Annual General Meeting of the Company to be held in the calendar year 2027.

The Company has received a Certificate from the Statutory Auditors to the effect that they are not disqualified to continue as Auditors of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

**Total Fees for all the Services paid by the Company, on a consolidated basis, to the Statutory Auditors**

Total Fees for all the Services paid the Company, on Consolidated basis to Statutory Auditors for the Financial Year 2024-25 was ₹0.98 Crores (excluding tax) for your Company ie., Hatsun Agro Product Limited and ₹0.35 Crores (excluding tax) for your Wholly Owned Subsidiary Company ie., Milk Mantra Dairy Private Limited in 2024-25 totaling ₹1.33 Crores (excluding tax) for the Group.

The Board, in consultation with the Statutory Auditors and as per the recommendation of Audit Committee, will decide the payment of Audit Fee payable to the Statutory Auditors for all their services including audit of accounts, tax audit etc., for the financial year 2025-26 excluding out of pocket expenses.

**Secretarial Auditor**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. S. Dhanapal, Senior Partner, M/s. S. Dhanapal & Associates LLP, a firm of Practising Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the financial year 2024-2025 is annexed herewith marked as **Annexure C** and forms part of this report. As required by the Listing Regulations, the Auditors' Certificate on Corporate Governance is enclosed as **Annexure D** to the Board's report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

Pursuant to Regulation 24A(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. S. Dhanapal & Associates LLP, a firm of Practising Company Secretaries is proposed to be appointed as Secretarial Auditors for first term of Five consecutive years from FY 2025-26 to FY 2029-30 subject to the approval of Shareholders in the ensuing Annual General Meeting.

**Cost Auditor**

Pursuant to the provisions of clause (g) of sub-section (3) of Section 141 read with sub section (3) of Section 148 of the Companies Act, 2013, the Company has appointed M/s. Ramachandran & Associates, Cost Auditors (Firm Registration No.000799) as Cost Auditor of the Company to conduct the audit of the Cost Accounting records maintained by the Company relating to those products as mandated by the Companies Act, 2013 and the Companies (Cost records and audit) Rules, 2014, as amended. In this regard, the units manufacturing Milk Powder at Palacode, Salem and Kanchipuram have been covered under Cost Audit for the financial year 2024-25.

The Company maintains the Cost Records as specified by the Central Government under Section 148(1) of the Companies Act, 2013 as applicable to the Company.

During the year under review, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instance of fraud committed in the Company by its Officers or Employees to the Audit Committee under Section 143(12) of the Companies Act, 2013 details of which needs to be mentioned in this report.

## PARTICULARS OF EMPLOYEES AND REMUNERATION

Details as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

**Details of Top ten Employees in terms of Remuneration drawn*:**

| Name/s of the Employee/s | Designation of the Employee/s | Remuneration received (Amount in ₹ Per annum) | Nature of employment, whether contractual or otherwise | Qualifications and experience of the Employee/s | Date of commencement of employment | Age of such Employee | Last employment held by such Employee before joining the company | Percentage of Equity Shares held by the Employee by himself or along with his/her spouse and dependent Children, being not less than two percent of the Equity Shares of the Company | Whether any such Employee is a relative of any Director or Manager of the Company and if so, name of such Director or Manager |
|---|---|---|---|---|---|---|---|---|---|
| Anil Kumar P A | Senior Vice President – Quality Assurance | 86,89,392 | Permanent | M.SC., Dairy Microbiology | 25.03.2009 | 66 | Heritage Food India Ltd. | Nil | No |
| Sam Joseph A* | Associate Vice President | 61,68,684 | Permanent | B.E | 18.11.2009 | 51 | Srinivasa Fine Arts Pvt Ltd., | Nil | No |
| Senthil Kumar S | Senior General Manager - Marketing | 51,87,718 | Permanent | M.A., International Relations &Master Diploma in Computing | 02.06.2010 | 48 | Blacks Leisure group, UK | Nil | No |
| Senthilkumar | Senior General Manager - Plant Operations | 50,61,659 | Permanent | Ph.D. M.SC Microbiology | 06.06.2005 | 45 | First Employment in Hatsun | Nil | No |
| Sundar Venkataraman A | Associate Vice President - Sales | 50,15,809 | Permanent | B.Sc | 14.12.1998 | 55 | Henkal Spic | Nil | No |
| Shahnavaz Mohammad | Senior General Manager - Sourcing & Planning | 50,01,709 | Permanent | B.Tech., LLB, MBA | 15.06.2016 | 49 | Tirumala Milk Products Limited | Nil | No |
| Anand S | Senior General Manager - Sales | 49,81,822 | Permanent | Master of Business Administration | 15.10.2021 | 51 | Devyani Food Industries Ltd., | Nil | No |
| Muthusamy S | Associate Vice President - Human Resource | 49,62,383 | Permanent | B.E | 09.11.1998 | 52 | First Employment in HATSUN | Nil | No |
| Srinivasa Rao.E | Senior General Manager - QA | 45,74,233 | Permanent | B.Tech - Dairy Technology | 07.04.2017 | 49 | Parag Milk Foods Limited | Nil | No |
| Anandavel.C | General Manager - IT | 45,30,442 | Permanent | B. Com | 01.10.1990 | 52 | First Employement in Hatsun | Nil | No |

* Resigned and relieved from the employment on 15th March, 2025

***The top ten Employees do not include Executive Director and KMPs and their Remuneration details are shown separately in the Board's Report.**

(i) Details of the employees employed throughout the year and drawing remuneration which in the aggregate is not less than Rupees One Crore and Two Lakhs per annum, during the financial year. - NIL.

(ii) Employees employed for a part of the financial year, was in receipt of remuneration for any part of that year, which, in the aggregate exceeds Rupees Eight Lakhs and Fifty Thousand per month, during the financial year.- NIL.

(iii) None of the employees except the Executive Vice Chairman employed throughout the financial year or part thereof, hold by himself or along with his spouse and dependent children, more than two per cent of the equity shares of the Company.

**Details required as per Section 197 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

| NAME OF DIRECTOR/KMP | AMOUNT OF REMUNERATION PER ANNUM ( in ₹ ) | RATIO OF REMUNERATION TO MEDIAN REMUNERATION OF EMPLOYEES FOR THE FY | % INCREASE IN REMUNERATION DURING THE FY |
|---|---|---|---|
| Mr. C. Sathyan, Executive Vice - Chairman | 1,35,31,200 | 40.63 | 39.19 |
| Mr. J. Shanmuga Priyan Managing Director[1] | 39,72,347 | 11.93 | Not Applicable |
| Mr. H. Ramachandran, Chief Financial Officer | 95,03,048 | 28.53 | 5.89 |
| Mr. G Somasundaram, Company Secretary[2] | 11,61,175 | 3.49 | Not Applicable |
| Mr. C Subramaniam, Company Secretary[3] | 17,98,689 | 5.40 | Not Applicable |

**Note: Retirement benefits like Gratuity not included since the same is not comparable.**

1 Appointed as Managing Director with effect from 12th September, 2024. He was a Chief Executive Officer up to 11th September, 2024

2 Resigned with effect from 31st July, 2024 due to superannuation

3 Appointed with effect from 14th September, 2024

**Percentage increase in the median remuneration of employees in the financial year**

The median remuneration of Employees for the Financial Year 31st March, 2025 was arrived at ₹27,754/- per month and the median remuneration of Employees for the previous financial year 31st March, 2024 was arrived at ₹22,196/- per month and accordingly, there was an increase of 25.04% in the median remuneration of employees in the financial year.

**Number of permanent employees on the rolls of the company as on 31.03.2025**

The Number of permanent employees on the rolls of the Company as of 31st March, 2025 stood at 5,313.

**Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;**

The average percentile increase was about 8.76% for all the employees who went through the compensation review cycle in the year. For the managerial personnel, the compensation has increased for Executive Vice Chairman, Managing Director, CFO and the Company Secretary, due to annual increment based on their performance. The remuneration for the Executive Vice Chairman and Managing Director is determined by the Shareholders for a defined term as stipulated under the Companies Act, 2013.

The compensation decisions are taken after considering at various levels of the benchmark data and the compensation budget approved for the financial year. The Nomination and Remuneration Committee recommends to the Board of Directors any compensation revision of the managerial personnel. In respect of Whole-time Directors the remuneration fixed for them is finally approved by the Shareholders.

**Details of pecuniary relationship or transactions of the Non-Executive Directors vis-à-vis the Company**

All the Non-Executive Directors except the Chairman were entitled to only the Sitting fees of ₹75,000 for every Board Meeting they attend and a Sitting fee of ₹15,000 for every Committee Meeting they attend as Members of respective committees pursuant to the revision in the sitting fees approved by the Board at its meeting held on 19th January, 2024.

Mr. K.S. Thanarajan, Non-Executive Non-Independent Director held 6,68,179 Equity shares as of 31st March 2025.

Dr. Archana Narayanaswamy, Non-Executive Non-Independent Woman Director held 60,000 Equity Shares as of 31st March 2025.

Mr. V.R. Muthu, Non-Executive Independent Director held 59,773 Equity Shares as of 31st March, 2025.

Other than the Sitting fees, Mr. D Sathyanarayan, Non-Executive Non-Independent Director of the Company was paid a Remuneration for the services rendered by him after obtaining the approval of the Members by passing a Special Resolution through Postal Ballot dated 13th December, 2023.

## ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The term Internal Financial Control has been defined as the policies and procedures adopted by the company to ensure orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and the timely preparation of reliable financial information.

Your Company has adequate and robust Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit reports are submitted to the Audit Committee of the Board. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board. The Audit Committee also conducts discussions about Internal Control System with the Internal and Statutory Auditors and the Management of the Company and satisfy themselves on the integrity of financial information and ensure that financial controls and systems of risk management are robust and defensible.

## DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All the employees (permanent, contractual, temporary, trainees) are covered under this policy.

The Company has not received any complaint on sexual harassment during the financial year ended 31.03.2025.

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the year, there are no significant and/or material Orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

## MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAS OCCURRED SINCE 31.03.2025 TILL THE DATE OF THIS REPORT

There have been no material changes and commitments which affect the financial position of the company which have occurred between the end of the financial year i.e., from 31.03.2025 to which the financial statements relate until the date of this report.

## EXTRACT OF ANNUAL RETURN

As per the MCA Notification dated 28th August, 2020 making an amendment to Rule 12(1) of The Companies (Management and Administration) Rules, 2014, a weblink of the Annual Return is furnished in accordance with sub section (3) of Section 92 of the Companies Act, 2013 and as prescribed in Form MGT 7 of the Companies (Management and Administration) Rules, 2015 You may please refer to our Company's weblink https://www.hap.in/annual-return.php.

## RELATED PARTY TRANSACTIONS

As required under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company has developed a policy on dealing with Related Party Transactions and such policy is disclosed on the Company's website. The weblink for the same is https://www.hap.in/policies.php

There were no related party transactions entered into during the financial year by the company with the Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with the interest of the Company at large other than the remuneration paid to the Executive Director/s and Non-Executive Director/s and Dividend received by them from the Company in proportion to the shares held by them, the transactions with HAP Sports Trust by way of contribution towards CSR activities, the payment made to the Registrar and Share Transfer Agents and the payments made to the wholly owned Subsidiary Company Milk Mantra Dairy Private Limited.

The details of Related Party Transactions are provided in the Notes to the Accounts and AOC-2 forming part of the Director's Report - Marked as **Annexure H.**

## CORPORATE GOVERNANCE REPORT

The Company has complied with the Corporate Governance requirements under the Companies Act, 2013 and as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. A report on Corporate Governance including Management Discussion and Analysis under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with a certificate from M/s. S Dhanapal & Associates, LLP, a firm of Practising Company Secretaries, confirming to the compliance is annexed herewith marked as **Annexure D** and forms part of this report.

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

The details on Conservation of energy, technology absorption, foreign exchange earnings and outgo are annexed herewith as marked as **Annexure F** and forms part of this report.

**DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134 (5) of the Companies Act, 2013, the Directors would like to state that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed.
2. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the annual accounts on a going concern basis.
5. The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
6. The Directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DEPOSITORY SYSTEM**

As the members are aware, your Company's shares are tradable in electronic form and the Company has established connectivity with both the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the advantages of the Depository System, the members are requested to avail of the facility of dematerialisation of the Company's shares.

**INDUSTRIAL RELATIONS**

Industrial relations in all the units and branches of your Company remained cordial and peaceful throughout the year.

**DETAILS OF APPLICATION MADE/PROCEEDINGS PENDING UNDER IBC CODE, 2016 DURING THE YEAR AND THEIR STATUS AS AT THE END OF FINANCIAL YEAR 2024-2025:** NIL.

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

**DETAILS OF ONE TIME SETTLEMENT, IF ANY;** NIL

**ACKNOWLEDGEMENTS**

The Directors wish to thank the business associates, customers, vendors, bankers, farmers, channel partners and investors for their continued support given by them to the Company. The Directors would also like to thank the employees for the contributions made by them at all levels.

**By order of the Board**
**For HATSUN AGRO PRODUCT LIMITED**

**Sd/-**
R.G. Chandramogan
Chairman
DIN: 00012389

**Sd/-**
C. Sathyan
Vice Chairman
DIN: 00012439

Place: Chennai
Date: 28th April, 2025

# Annexure – A To Board's Report

## Nomination and Remuneration Policy

**Preamble**

Pursuant to Section 178 of the Companies Act, 2013 and the Rules framed thereunder (as amended from time to time) (the "Act") and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (the "SEBI Listing Regulations"), the Board of Directors of every listed company is required to constitute the Nomination and Remuneration Committee.

**I. Objective**

In order to comply with the requirements of Section 178 of the Act and Regulation 19 of the SEBI Listing Regulations and any other applicable provisions, the Nomination and Remuneration Committee of the Board of Directors of the Company (the "Committee") had formulated this policy (the "Policy").

**The key objectives of the Policy are as follows:**

a. To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of a Director (Executive/Non-Executive) and recommend to the Board of Directors of the Company (the "Board"), policies relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

b. To formulate criteria for evaluation of the members of the Board and provide necessary report to the Board for further evaluation.

c. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

d. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

e. To devise a Policy on Board Diversity.

f. To develop a succession plan for the Board and to regularly review the plan.

g. To determine whether to extend or continue the term of appointment of the Independent Director(s), on the basis of the report of performance evaluation of Independent Directors.

### II. Definitions

a. "Act" means the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time.

b. "Board" means the Board of Directors of the Company.

c. "Directors" shall mean Directors of the Company.

d. "Key Managerial Personnel" or "KMP"means:

in relation to a Company as defined sub-section 51 of Section 2 of the Companies Act, 2013, means and includes:

(d.i) the Chief Executive Officer or the Managing Director or the Manager;

(d.ii) the Company Secretary;

(d.iii) the Whole-time Director;

(d.iv) the Chief Financial Officer;

(d.v) such other officer, not more than one level below the directors who is in whole-time employment, designated as Key Managerial Personnel by the Board; and

(d.vi) such other officer as may be prescribed

e. "Senior Management" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise of all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

f. "Independent Director" means a director referred to in Section 149(6) of the Act.

**III. Appointment and removal of Directors, KMPs and Senior Management**

**a. Appointment criteria and qualifications:**

i. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or Senior Management and recommend to the Board his/her appointment.

ii. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has the discretion to decide whether qualifications, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.

iii. The Company shall not recommend or appoint or continue the employment of any person as the Managing Director, Whole-time director or Manager within the meaning of the Act, who has attained the age of 70 (seventy) years. Provided that the appointment of such a person who has attained the age of 70 (seventy) years shall be made with the approval of the Shareholders by passing a special resolution, based on the explanatory statement annexed to the notice for the Meeting of the Shareholders for such motion indicating the justification for appointment or extension of appointment beyond the age of 70 (seventy) years.

**b. Term /Tenure:**

I. Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Executive Director for a term not exceeding 5 (five) years at a time. No re-appointment shall be made earlier than 1 (one) year before the expiry of term.

**c. Independent Director:**

i. An Independent Director shall hold office for a term up to 5 (five) consecutive years on the Board and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.

ii. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of 3 (three) years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of 3 (three) years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

iii. At the time of appointment of Independent Director(s), it should be ensured that number of Boards on which such Independent Director serves is restricted to the number as prescribed under the Act or the SEBI(LODR) Regulations, 2015 as amended from time to time.

**d. Evaluation:**

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

The evaluation of performance of the Board, its Committees and Individual Directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

The evaluation of independent directors shall be done by the entire Board of Directors which shall include:

(a) performance of the directors; and

(b) fulfillment of the independence criteria as specified in these regulations and their Independence from the management;

Provided that in the above evaluation, the Directors who are subject to evaluation shall not participate.

**e. Removal:**

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

**f. Retirement:**

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

**g. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management:**

i. The remuneration/compensation/commission etc. to the Whole-time Director, KMP and Senior Management will be determined by the Committee and recommended to the Board for approval. The remuneration/ compensation/commission etc., to the Directors shall be subject to the prior/post approval of the Shareholders of the Company and Central Government, wherever required.

ii. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage/slabs/conditions laid down as per the provisions of the Act.

iii. Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director or as laid down as per the provisions of the Act.

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

**i. Fixed Pay**

The Whole-time/Executive/Managing Director/KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including but not limited to, employer's contribution to Provident Fund (P.F), Superannuation Fund, Pension Scheme, medical expenses, club fees, leave travel allowance, etc. shall be decided and approved by the Board/the Person authorised by the Board on the recommendation of the Committee and approved by the Shareholders and Central Government, wherever required.

**ii. Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time/Executive/Managing Director in accordance with the provisions of Section 197 of the Act and Schedule V to the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

### iii. Provisions for excess remuneration:

If any Whole-time/Executive/Managing Director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

### i. Remuneration to Non-Executive/Independent Director:

**1) Remuneration /Commission:**
The remuneration/commission shall be in accordance with the statutory provisions of the Act and the Rules made thereunder for the time being in force.

**2) Sitting Fees:**
The Non-Executive/Independent Director may receive remuneration by way of fees for attending meetings of the Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**3) Limit of Remuneration/Commission:**
Remuneration/Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding the sum computed as per the applicable provisions of the Act/SEBI (LODR) Regulations, 2015 as amended from time to time.

**4) Stock Options:**
An Independent Director shall not be entitled to any stock option of the Company.

### IV. Membership:

a) The Committee shall comprise of at least (3) Directors, all of whom shall be Non-Executive Directors and at least Two Thirds of them shall be Independent Directors.

b) Board shall reconstitute the Committee as and when required to comply with the provisions of the Act and the SEBI Listing Regulations.

c) The quorum for the Meeting of the Nomination and Remuneration Committee shall either be two members or one third of the total strength of the Committee, whichever is higher (including at least one independent director in attendance).

d) Membership of the Committee shall be disclosed in the Annual Report.

e) Term of the Committee shall be continued unless terminated by the Board of Directors.

### V. Chairperson

a) Chairperson of the Committee shall be an Independent Director.

b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

c) In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

### VI. Frequency of Meetings:

The Nomination and Remuneration Committee shall meet at least once a year.

### VII. Committee members 'interests:

a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

### VIII. Secretary:

The Company Secretary of the Company shall act as Secretary of the Committee.

### IX. Duties of the Nomination& Remuneration Committee

**Duties with respect to Nomination:**

The duties of the Committee in relation to nomination matters include:

- Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and review of its effectiveness;
- Ensuring that on appointment to the Board, Independent Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- Identifying and recommending Directors who are to be put forward for retirement by rotation.
- Determining the appropriate size, diversity and composition of the Board;
- Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;

- Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
- Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- Recommend any necessary changes to the Board; and
- Considering any other matters, as may be requested by the Board.

**Duties with respect to Remuneration:**

The duties of the Committee in relation to remuneration matters include:

- To consider and determine the remuneration policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- To approve the remuneration of the Senior Management including Key Managerial Personnel of the Company maintaining a balance between fixed and variable pay reflecting short and long term performance objectives appropriate to the working of the Company.
- To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- To consider any other matters as may be requested by the Board.

### X. Minutes of committee meeting

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

### XI. Deviations from this Policy

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

### XII. Amendment:

Any change in the Policy shall be approved by the Board of Directors or any of its Committees (as may be authorised by the Board of Directors in this regard). The Board of Directors or any of its authorised Committees shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board or its Committee in this respect shall be final and binding. Any subsequent amendment/ modification in the Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

### XIII. Effective Date:

This Policy is effective from 1st April, 2019.

# Annexure – B To Board's Report

## ANNUAL REPORT ON CSR ACTIVITIES

**1. Brief outline on CSR Policy of the Company**

HAP recognises that its business activities have wide impact on the societies in which it operates, and therefore an effective practice is required giving due consideration to the interests of its stakeholders including shareholders, customers, employees, suppliers, business partners, local communities and other organisations. HAP endeavors to make CSR an important agenda and is committed to its stakeholders to conduct its business in an accountable manner that creates a sustained positive impact on society.

The objectives of HAP's CSR policy are –

- Devising meaningful and effective strategies for carrying out CSR activities and engaging with all stakeholders towards implementation and monitoring.
- Make sustainable contributions to communities.
- Identify socio-economic opportunities to perform CSR activities.
- Focus on social welfare activities and programmes as envisaged in Schedule VII of Companies Act, 2013.
- Modalities of utilising the funds and implementation of schedules for the Projects or Programmes.
- Monitoring and Reporting mechanism for the Projects or Programmes; and
- Details of need and impact assessment study, if any, for the Projects undertaken by the Company

**2. Composition of the CSR Committee, the details of its Meetings and Attendance:-**

Mr. S. Subramanian – Non-Executive Independent Director (Chairman), Mr. K.S. Thanarajan – Non-Executive Non-Independent Director (Member), Mr. C. Sathyan – Executive Vice Chairman (Member)

| Sl. No. | Name of Director | Designation/Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---|---|---|---|---|
| 1. | Mr. S. Subramanian | Independent Director | 1 | 1 |
| 2. | Mr. K.S. Thanarajan | Non-Executive Non-Independent Director | 1 | 0 |
| 3. | Mr. C. Sathyan | Vice Chairman | 1 | 1 |

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

Web Link: https://www.hap.in/policies.php

**4. Executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014.**

Not applicable during the financial year 2024-25.

**5. (a) Average net profit of the company as per sub-section (5) of section 135**

| Financial years | Net profit (in ₹ Crs) |
|---|---|
| 2023-2024 | 353.12 |
| 2022-2023 | 218.95 |
| 2021-2022 | 272.91 |
| Average Net Profit | 281.66 |

**(b) Two percent of average net profit of the company as per sub-section (5) of section 135.**

₹5.63 Crores.

**(c) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.**

NIL

**(d) Amount required to be set-off for the financial year, if any:**

₹0.46 Crores

**(e) Total CSR obligation for the financial year [(b)+(c)-(d)]:**

₹5.17 Crores

**6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project)**

**(i) Details of CSR Amount spent against Ongoing Projects for the financial year:**

**NIL**

**(ii) Details of CSR Amount spent against other than Ongoing Projects for the financial year:**

| Sl. No | Name of the Project | Item from the list of Activities in Schedule VII to the Act | Local area (Yes/ No) | Location of the Project- State & District | Project duration | Amount allocated for the project (in ₹) | Amount spent in the Current Financial Year (in ₹) | Amount transferred to Unspent CSR Account for the project as per Sec.135 (6) Rs | Mode of Implementation Direct (Yes/No) | Mode of Implementation - Through Implementing Agency | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | Name | CSR registration number |
| 1 | Sports Promotion | Promoting Rural Sports, Nationally Recognised Sports, Paralympic Sports and Olympic Sports Schedule VII (1) (vii) | Yes | Local Area Sivakasi, Virudhunagar District, Tamil Nadu (Local Area). | Ongoing | 5,17,17,298 | 5,17,17,298 | Nil | No | HAP Sports Trust | CSR 00005967 |
| | **TOTAL** | | | | | **5,17,17,298** | **5,17,17,298** | | | | |

**(b) Amount spent in Administrative Overheads**

NIL

**(c) Amount spent on Impact Assessment, if applicable**

NIL

**(d) Total amount spent for the Financial Year (a+b+c)**

₹5,17,17,298.

**(e) CSR amount spent or unspent for the Financial Year:**

| Total Amount Spent for the Financial Year. (in ₹) | Amount Unspent (₹in Crs.) | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per section 135(6). | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5). | | |
| | Amount | Date of Transfer | Name of the Fund | Amount | Date of Transfer |
| 5,17,17,298 | Nil | Nil | Nil | Nil | Nil |

**(f) Excess amount for set-off, if any:**

| Sl. No. | Particular | Amount (in ₹Crs) |
|---|---|---|
| (i) | Two percent of average net profit of the company as per section 135(5) | 5.63 |
| (ii) | Total amount spent for the Financial Year | 5.17 |
| (iii) | Excess amount spent for the financial year [(ii)-(i)] | Nil |
| (iv) | Surplus arising out of the CSR Projects or programmes or activities of the previous financial years, if any | Nil |
| (v) | Amount available for Set Off in succeeding financial years ((iii)-(iv)) | Nil |

**7. Details of Unspent CSR amount for the preceding three financial years:**

| Sl. No | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6) (in ₹) | Balance Amount in Unspent CSR Account under section 135 (6) (in ₹) | Amount spent in the reporting Financial Year (in ₹). | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any. | | | Amount remaining to be spent in succeeding financial years. (in ₹) | Deficiency, if any |
|---|---|---|---|---|---|---|---|---|---|
| | | | | | Name of the Fund | Amount (in ₹) | Date of Transfer | | |
| 1. | 2021-22 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| 2. | 2022-23 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |
| 3. | 2023-24 | Nil | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** NO

**If Yes, enter the number of capital assets created/acquired: NIL**

| Sl. No | Short particulars of the property or asset(s) [including complete address and location of the property] | Pincode of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/Authority/ beneficiary of the registered owner | | |
|---|---|---|---|---|---|---|---|
| | | | | | CSR Registration Number, if applicable | Name | Registered Address |
| 1 | Nil | Nil | Nil | Nil | Nil | Nil | Nil |

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

Two Percent of the Average Net Profits of the Company as per subsection (5) of Section 135 of The Companies Act, 2013 amounts to ₹5.63 Crores. The Company Spent ₹5.17 Crores towards CSR Obligation during the Financial Year 2024 - 2025. ₹0.46 Crore has been utilised as Set-Off utilising the Excess Amount Spent in the Previous Financial Years. Thus, the total CSR Obligation of spend of ₹5.63 Crores @ 2% of Average Net Profits of the Company during the last 3 Financial Years duly met.

**For Hatsun Agro Product Limited**

**Sd/-**

R.G. Chandramogan
Chairman
DIN: 00012389

**Sd/-**

S. Subramanian
Chairman of the CSR Committee
DIN: 08341478

Date: 28th April, 2025

Place: Chennai

# Annexure – C to Board's Report

## FORM NO. MR-3
## SECRETARIAL AUDIT REPORT
## FOR THE FINANCIAL YEAR ENDED 31.03.2025

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

**To**
**The Members,**
**HATSUN AGRO PRODUCT LIMITED,**
**Chennai**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. HATSUN AGRO PRODUCT LIMITED, (hereinafter called the company). Secretarial Audit was conducted based on records made available to us, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion/understanding thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and made available to us and also the information provided by the Company, its Officers, Agents and Authorised Representatives during the conduct of Secretarial Audit, we, on strength of those records, and information so provided, hereby report that in our opinion and understandings, the Company, during the audit period covering the financial year ended on **March 31, 2025**, appears to have complied with the statutory provisions listed hereunder and also in our limited review, the Company has proper and required Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the Books, Papers, Minutes' Book, Forms and Returns filed and other records maintained by the Company and made available to us, for the financial year ended on March 31, 2025 according to the applicable provisions of:

i) The Companies Act, 2013 (the Act) and the rules made thereunder as applicable;

ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable.

v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI ACT') to the extent applicable during the year:-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

vi) The management has identified and confirmed the following laws as being specifically applicable to the Company:

a) Food Safety And Standards Act, 2006 and the Rules made thereunder;

We have also examined compliance with the applicable clauses of the following:

i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2), and

ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the requirements to be met in accordance with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the required extent.

It is represented to us that the company has initiated measures, wherever required, to address issues raised by the Statutory Authorities and Letters/Notices received by the Company during the financial year under various enactments as applicable to the company.

**We further report that,** subject to the above, the related documents that we have come across depict that:

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

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.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** based on our limited review of the compliance mechanism established by the Company, there appear adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

**We further report that** during the audit period , the company has sought the approval of its members for the following business (other than ordinary business)

1. Appointment of Dr. Archana Narayanaswamy ( DIN: 03560101) as an Independent Woman Director for the First term of 5 consecutive years;

2. Ratification of Remuneration of Cost Auditors;

3. Appointment of Mrs. Bharathi Baskar ( DIN:10695960) as a Non-Executive Independent Woman Director for the First term of 5 Consecutive years;

4. Re-designation of Mr. C Sathyan ( DIN: 00012439) from the position of Managing Director to the position of Executive Vice Chairman in Whole-time employment of the company with effect from September 12,2024 including the revision in remuneration payable to him;

5. Appointment of Mr. J Shanmuga Priyan (DIN: 10773578) as a Director of the Company;

6. Appointment of Mr. J Shanmuga Priyan (DIN: 10773578) as the Managing Director of the Company for a term of 5 years w.e.f 12.09.2024 and fixing his remuneration;

7. Approval for the revised remuneration to Mr. J Shanmuga Priyan (DIN:10773578) Managing Director of the Company with effect from 1st November 2024 to 11th September,2029

**We further report that** during the audit period, the company has acquired 100% of equity share capital of M/s. Milk Mantra Dairy Private Limited, Odisha .

**We further report that** our Audit was subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses in those compliances on the part of the Company. The compliance with provisions of applicable laws which have been subject to other audits have not been independently reviewed by us and the reports wherever shown to us have been relied upon in rendering our report.

**We further report that** we have conducted the secretarial audit whenever required through online verification and examination of records, as requested and facilitated by the company, for the purpose of issuing this Report.

Place: Chennai
Date: 28/04/2025

**For S DHANAPAL & ASSOCIATES LLP**
**(A firm of Practicing Company Secretaries)**
**Peer Review Certificate No.1107/2021**
**(Firm Regn. No. L2023TN014200)**
**LLPIN: ACB 0368**

**S. DHANAPAL**
**( Partner)**
**FCS. 6881**
**CP No. 7028**
**UDIN : F006881G000222096**

This Report is to be read with our testimony of even date which is annexed as Annexure and forms an integral part of this report.

# Annexure to Secretarial Audit Report

**To**
**The Members,**
**Hatsun Agro Product Limited,**
**Chennai**

**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 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 is an unavoidable risk that some misstatements or material non-compliances 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.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. 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 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.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company and for which we relied on the report of statutory auditor.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Chennai
Date: 28/04/2025

**For S DHANAPAL & ASSOCIATES LLP**
**(A firm of Practicing Company Secretaries)**
**Peer Review Certificate No.1107/2021**
**(Firm Regn. No. L2023TN014200)**
**LLPIN: ACB 0368**

**S. DHANAPAL**
**( Partner)**
**FCS. 6881**
**CP No. 7028**
**UDIN : F006881G000222096**

# Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

In pursuance to sub clause (i) of clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of **M/s. Hatsun Agro Product Limited (CIN:L15499TN1986PLC012747),** (hereinafter referred to as "Company"), we hereby certify that:

On the basis of the written representations/declarations received from Directors of the Company and taken on record by the Board of Directors of the Company as on **March 31, 2025,** in our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its Officers, none of the Directors on the Board of the above said Company has been debarred or disqualified from being appointed or continuing as Director of Companies by SEBI/Ministry of Corporate Affairs or any such Statutory Authority.

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these based on our verification. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai
Date: 28/04/2025

**For S DHANAPAL & ASSOCIATES LLP**
**(A firm of Practising Company Secretaries)**
**(Firm Regn. No. L2023TN014200)**
**LLPIN: ACB 0368**

**RAMANATHAN NACHIAPPAN**
**DESIGNATED PARTNER**
**MEMBERSHIP NO :F6665**
**C.P. NO.: 11084**
**UDIN: F006665G000220802**
**Peer Review Certificate No. 1107/2021**

# Annexure – D to Board's Report

## CERTIFICATE ON CORPORATE GOVERNANCE
## TO THE MEMBERS OF HATSUN AGRO PRODUCT LIMITED
## FOR THE FY ENDED 31.03.2025

We have examined the compliance of conditions of Corporate Governance by **M/s. HATSUN AGRO PRODUCT LIMITED** ("the Company") for the year ended **31st March, 2025** as stipulated in Regulations 17 to 27 of Chapter IV and Clauses (b) to (i) of Regulation 46 (2) and Para C & D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and Management, we certify that the Company has complied with the conditions of Corporate Governance stipulated in Regulations 17 to 27 of Chapter IV and Clauses (b) to (i) of Regulation 46(2) and Para C & D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") for the period from **1st April, 2024 to 31st March, 2025.**

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

Place: Chennai
Date: 28/04/2025

**FOR S DHANAPAL & ASSOCIATES LLP**
**A Firm of Practising Company Secretaries**
**(Firm Regn. No. L2023TN014200)**
**LLPIN: ACB 0368**

**RAMANATHAN NACHIAPPAN**
**DESIGNATED PARTNER**
**MEMBERSHIP NO :F6665**
**C.P. NO.: 11084**
**UDIN: F006665G000220868**
**Peer Review Certificate No. 1107/2021**

# Annexure E to the Board's Report
# Dividend Distribution Policy

**1. Objective**

This Dividend Distribution Policy (Hereinafter referred to as "DDP" or "Policy") is being formulated to strike right balance between the quantum of Dividend paid and amount of profits retained in the business for various purposes. Our Board of Directors at the time of taking decision towards declaration or recommendation of Interim or Final Dividend from time to time shall consider the parameters laid down under this policy.

**2. Philosophy**

The DDP is driven by the philosophy to maximise the shareholders' wealth and shareholder value in the Company through various means. By virtue of this Policy, the Company would give priority to utilise its profits towards working capital requirements, capital expenditure to meet expansion needs, reducing debt from its books of accounts, earmarking reserves for inorganic growth opportunities and thereafter distribute the surplus profits in the form of dividend to the shareholders.

**3. Regulatory Framework**

The Securities Exchange Board of India ("SEBI") on July 8, 2016 has notified the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2016 whereby Regulation 43A has been inserted after Regulation 43 in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which requires top five hundred listed companies (based on market capitalisation of every financial year) to formulate a Dividend Distribution Policy.

Hatsun Agro Product Limited being one of the top five hundred listed companies as per the market capitalisation as on the last day of the immediately preceding financial year, (31.03.2016) framed this policy to comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and continues to comply with the amended Regulation also.

**4. Definitions**

**4.1. Unless repugnant to the context:**

4.1.1 "Act" shall mean the Companies Act, 2013 including the Rules made thereunder, as amended from time to time.

4.1.2 "Applicable Laws" shall mean the Companies Act, 2013 and Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time and such other act, rules or regulations which provides for declaration and distribution of Dividend.

4.1.3 "Company"or "HAP" shall mean Hatsun Agro Product Limited.

4.1.4 "Chairman" shall mean the Chairman of the Board of Directors of the Company.

4.1.5 "Compliance Officer" shall mean the Compliance Officer of the Company appointed by the Board of Directors pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4.1.6 "Board" or "Board of Directors" shall mean Board of Directors of the Company.

4.1.7 "Dividend" shall mean Dividend as defined under Companies Act, 2013.

4.1.8 "MD & CEO" shall mean Managing Director of the Company.

4.1.9 "Policy or this Policy" shall mean the Dividend Distribution Policy.

4.1.10 "SEBI Regulations" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 together with the circulars issued thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being inforce.

**4.2. Interpretation**

4.2.1 In this Policy, unless the contrary intention appears:

4.2.1.a. the clause headings are for ease of reference only and shall not be relevant to interpretation;

4.2.1.b. a reference to a clause number includes a reference to its sub-clauses;

4.2.1.c. words in singular number include the plural and vice versa;

4.2.1.d. Words and expressions used and not defined in this Policy but defined in Companies Act, 2013 or rules made thereunder or Securities and Exchange Board of India Act, 1992 or regulations made thereunder or Depositories Act, 1996 shall have the meanings respectively assigned to them in those Acts, Rules and Regulations.

**5. Parameters for declaration of Dividend**

5.1 In line with the philosophy stated above in Clause 2, the Board of Directors of the Company, shall consider the following parameters for declaration of Dividend:

**5.1.1 Financial Parameters/Internal Factors:**
The Board of Directors of the Company would consider the following financial parameters before declaring or recommending dividend to shareholders:

a. Net operating profit after-tax;

b. Working capital requirements;

c. Capital expenditure requirements;

d. Fund acquisitions and/or new businesses;

e. Cash flow required to meet contingencies;

f. Outstanding borrowings;

g. Past Dividend Trends;

**5.1.2 External Factors:**
The Board of Directors of the Company would consider the following external factors before declaring or recommending dividend to shareholders:

a. Prevailing legal requirements, regulatory conditions or restrictions laid down under the Applicable Laws including tax laws;

b. Dividend pay-out ratios of companies in the same industry.

**5.2 Circumstances under which the shareholders may or may not expect Dividend:**

The shareholders of the Company may not expect Dividend under the following circumstances:

a. Whenever a significant expansion project requiring higher allocation of capital is envisaged by the Company;

b. When higher working capital requirements adversely impact free cash flow;

c. When any acquisitions or joint ventures requiring significant allocation of capital is envisaged by the Company;

d. Whenever Company proposes to utilise surplus cash for buy-back of securities; or

e. In the event of inadequacy of profits or whenever the Company has incurred losses.

**5.3 Utilisation of retained earnings:**

The Company may declare dividend out of the profits of the Company for the year or out of the profits for any previous year or years or out of the free reserves available for distribution of Dividend, after having due regard to the parameters laid down in this Policy and applicable laws.

**5.4 Parameters adopted with regard to various classes of shares:**

i. Presently, the Authorised Share Capital of the Company is divided into equity share of ₹1 each and Preference shares of ₹100 each. At present, the issued and paid-up share capital of the Company comprises only equity shares.

ii. The Company shall first declare dividend on outstanding preference shares, if any, at the rate of dividend fixed at the time of issue of preference shares and thereafter, the dividend would be declared on equity shares.

iii. As and when the Company issues other kind of shares, the Board of Directors may suitably amend this Policy.

**6 Procedure**

a. The Chief Financial Officer in consultation with the MD of the Company shall recommend any amount to be declared/ recommended as Dividend to the Board of Directors of the Company.

b. The agenda of the Board of Directors where Dividend declaration or recommendation is proposed shall contain the rationale of the proposal.

c. Pursuant to the provisions of applicable laws and this Policy, interim Dividend approved by the Board of Directors will be confirmed by the shareholders and final Dividend, if any, recommended by the Board of Directors, will be subject to shareholders' approval, at the ensuing Annual General Meeting of the Company.

d. The Company shall ensure compliance of provisions of Applicable Laws and this Policy in relation to Dividend declared by the Company.

**7 Disclosure:**

The Company shall make appropriate disclosures as required under the SEBI Regulations.

**8 General**

a. This Policy would be subject to revisions/amendments in accordance with the guidelines as may be issued by Ministry of Corporate Affairs, Securities Exchange Board of India or such other regulatory authority as may be authorised, from time to time, on the subject matter.

b. The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this Policy.

c. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

# Annexure – F to Board's Report

## Form-A-Disclosure of Particulars with Respect to Conservation of Energy

### 1. POWER & FUEL CONSUMPTION

| Electricity Consumption: | 2024-2025 | 2023-2024 |
|---|---|---|
| **a) Purchased** | | |
| Units | 14,50,50,464 | 13,47,85,996 |
| Total Amount (₹) | 1,23,28,50,178 | 1,14,09,01,716 |
| **Rate/Unit (₹)** | **8.50** | **8.46** |
| **b) Through Diesel Generation** | | |
| Quantity of Diesel Consumed (Ltrs) | 15,64,533 | 12,24,060 |
| Units | 42,69,398 | 37,98,918 |
| Total Amount (₹) | 14,48,57,438 | 12,66,32,136 |
| **Cost per Unit ((₹)/Unit)** | **33.93** | **33.33** |
| **Unit per Liter of Diesel Oil** | **2.73** | **3.10** |

### 2. COAL CONSUMPTION

| Coal Consumption | 2024-2025 | 2023-2024 |
|---|---|---|
| Quantity in Kg. | 2,50,62,451 | 2,92,16,432 |
| Total Amount (₹) | 19,34,46,391 | 23,09,13,697 |
| **Average Rate (₹)/KG)** | **7.72** | **7.90** |

### 3. FURNACE OIL CONSUMPTION

| Furnace Oil Consumption | 2024-2025 | 2023-2024 |
|---|---|---|
| Quantity in Ltrs | 7,023 | 85,565 |
| Total Amount (₹) | 3,19,306 | 38,51,078 |
| **Average Rate (₹/LT)** | **45.47** | **45.01** |

### 4. FIREWOOD CONSUMPTION

| Firewood Consumption | 2024-2025 | 2023-2024 |
|---|---|---|
| Quantity in Kg. | 3,49,54,439 | 3,32,99,898 |
| Total Amount (₹) | 16,81,83,019 | 15,23,93,003 |
| **Average Rate (₹/KG)** | **4.81** | **4.58** |

| Briquette Consumption | 2024-2025 | 2023-2024 |
|---|---|---|
| Quantity in Kg. | 78,99,800 | 66,10,205 |
| Total Amount (₹) | 6,35,27,535 | 5,34,81,239 |
| **Average Rate (₹/KG)** | **8.04** | **8.09** |

### 5. CONSUMPTION PER UNIT OF PRODUCTS i.e. PER LITRE OF MILK

**Milk & Milk Products**

| Period | UOM | Units in Lakhs | Processed Qty in Lakhs | Unit/litre |
|---|---|---|---|---|
| 2021-22 | KwH | 1,030 | 12,171 | 0.085 |
| 2022-23 | KwH | 1,185 | 12,447 | 0.095 |
| 2023-24 | KwH | 1,263 | 13,424 | 0.094 |
| 2024-25 | KwH | 1,421 | 13,758 | 0.103 |

## RESEARCH AND DEVELOPMENT

**1.Specific Areas in which R & D is being carried out by the Company**

**a) Process Development**

(i) New automatic instruments such as MB Scan for auto detection of MBRT time, indicating the microbial quality of milk is used for process.

(ii) Implemented the usage of Food Scan 2 for butter analysis, reducing the testing time to less than a minute.

(iii) Launched new spoonable products such as fruit yoghurts, Greek yoghurts in the fermented products category.

(iv) Introduced yoghurt sips a first of its kind of industry, where a healthy yoghurt was served in a fun shippable packaging.

(v) Development of various new flavours of Ice Creams and Ice Cream cakes based on the festivals, events such as merry cap ice cream for Christmas.

**b) Ongoing process of Product Diversification:** NIL

**c) Constantly upgrading/enhancing Quality of Products to be on a par with International Standards. :** NIL

**d) Food Safety Assurance:**

(i) Instruments such as GC-MS which help in detection of food fraud such as adulteration of milk fat with other fats. Along with detection of Pesticide residues in dairy, fruit, nuts and water.

(ii) Introduced LC-MS which can combat modern food safety issues through detection of antibiotic residues, Aflatoxins and melamine.

Expenditure incurred on R&D are merged with appropriate expenditure/capital accounts and not shown separately. Please refer to the note given below on R&D Expenditure.

**2. Benefits derived**

Continuous upgradation of the quality of products has resulted in better acceptance of the products by all classes of consumers.

**3. Future plan of action**

More importance will be given on product/process development/innovation, to bring down cost without compromising on product quality and to achieve international standards in quality and taste.

**4. Expenditure on R & D***

(a) Capital : Nil
(b) Recurring : Nil
(c) Total : Nil
(d) Total R & D Expenditure
as a percentage of Total Turnover : Nil

* The expenditures incurred on R&D are merged with the appropriate expenditure/capital accounts.

**5. i) The Steps taken or Impact on Conservation of Energy:** Arrangements have been made with the private players engaged in the setting up and generation of Solar Power for consuming Clean and Renewable Energy to minimise the energy consumption from the Electricity Boards. Please refer to BRSR for other details.

**ii) The Steps taken by the Company for utilising alternate sources of energy:**
The Company uses green energy (Solar Power) at a Tariff which is less than the Power Tariff fixed by the State Electricity Boards. For other details related to this, please refer to BRSR.

**iii) The Capital Investment on Energy Conservation Equipment:** NIL

## TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

**1. Efforts Made**

The Company has undertaken efforts to absorb the best available technology for processing of milk and manufacturing milk related products like replacement of existing reciprocating compressor with scroll compressor in the refrigeration unit of our Bulk Coolers, VFD installation for scroll compressor and also energy purchase from Windmill /Solar.

**2. Benefits**

Absorption of the best technology reflects in the Company's products, which are clearly differentiated from its competitors and its processes that consistently deliver more with less expenditure. Due to the measures taken above, there were considerable improvement in compressor efficiency coupled with reduction in power consumption and power cost.

**Foreign Exchange Earnings and Outgo** (₹ in Crores)

| S.No. | Particulars | Year Ended 31st March, 2025 | Year Ended 31st March, 2024 |
|---|---|---|---|
| 1. | Foreign exchange earnings | 22.00 | 13.30 |
| 2. | CIF Value of Imports | 49.36 | 39.36 |
| 3. | Expenditure in foreign currency | 3.33 | 2.11 |
| 4. | Dividend paid in foreign currency | NIL | NIL |

**For and on behalf of the Board of**
**HATSUN AGRO PRODUCT LIMITED**

| | |
|---|---|
| **Sd/-** | **Sd/-** |
| R.G. Chandramogan | C. Sathyan |
| Chairman | Vice Chairman |
| (DIN: 00012389) | (DIN: 00012439) |

Date: 28th April, 2025
Place: Chennai

# Annexure – G to the Board's Report
# Form AOC-1

## Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/Joint Ventures

**[Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of the Companies (Accounts) Rules, 2014]**

## Part A: Subsidiaries

**(Information in respect of each subsidiary with amounts in ₹ in Crores)**

| S.No | Particulars | Details |
|---|---|---|
| 1. | Name of the subsidiary company | Milk Mantra Dairy Private Limited |
| 2. | The date since when subsidiary was acquired | 27th January, 2025 |
| 3. | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | No |
| 4. | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | No |
| 5. | Share capital | 3.17 |
| 6 | Reserves & surplus | 58.73 |
| 7. | Total Assets | 110.70 |
| 8. | Total Liabilities | 48.80 |
| 9. | Investments | 3.43 |
| 10. | Turnover | 290.94 |
| 11. | Profit before taxation | (13.14) |
| 12. | Provision for taxation | (5.97) |
| 13. | Profit after taxation | (7.17) |
| 14. | Proposed Dividend | Nil |
| 15. | Extent of shareholding (in percentage) | 100% |

**Notes:**

1. Names of subsidiaries which are yet to commence operations: Nil
2. Names of subsidiaries which have been liquidated or sold during the year: Nil

## Part B : Associates and Joint Ventures

The Company does not have Associate Companies and Joint Ventures during the year ended 31st March 2025.

**For and on behalf of the Board of**

**HATSUN AGRO PRODUCT LIMITED**

| | |
|---|---|
| **Sd/-** | **Sd/-** |
| R.G.Chandramogan | C. Sathyan |
| Chairman | Vice Chairman |
| DIN: 00012389 | DIN: 00012439 |

Date: 28th April, 2025

Place: Chennai

# Annexure – H to the Board's Report
# Form 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,

**Details of contracts or arrangements or transactions not at arm's length basis**

There were no contracts or arrangements or transactions entered in during the year ended 31st March 2025, which were not at arm's length basis.

**Details of material contracts or arrangement or transactions at arm's length basis-**

No material transactions.

**For and on behalf of the Board of**

**HATSUN AGRO PRODUCT LIMITED**

| | |
|---|---|
| **Sd/-** | **Sd/-** |
| R.G. Chandramogan | C. Sathyan |
| Chairman | Vice Chairman |
| (DIN: 00012389) | (DIN: 00012439) |

Date: 28th April, 2025

Place: Chennai

# REPORT ON CORPORATE GOVERNANCE

## I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The checks and balances between the Board of Directors, Management and the Investors prove to be the essence of Corporate Governance process which ensures effective functioning of an Organisation that can produce long term value to all the Stakeholders. It is the system by which business corporations are directed and controlled. Corporate Governance structure specifies the distribution of rights and responsibilities among different participants in the Company such as the Board, Management, Shareholders and other Stakeholders and specifies the rules and procedures for making decisions on Corporate Affairs. Your Company has been, is and will be committed to the best practices in Corporate Governance ensuring ethically driven business process based on values, maximising value of Shareholder in a sustainable way while ensuring fairness to all the Stakeholders, Customers, Vendors, Employees both permanent and on contract, Dealer partners, Farmers, Local, State and Central Governments, Customers and the Society at large. Your Company believes that, to enhance the value of all the Stakeholders, good Corporate Governance is essential for achieving long-term corporate goals. In this pursuit, Your Company gives importance to ensuring fairness, transparency and integrity of the management, in order to protect the interests of all its stakeholders.

Your Company's Board of Directors, Senior Management and all the employees commit themselves to serve to the best interests of all the Stakeholders-both individually in their respective positions in the Organisation and as a Team. Your Board of Directors perceive their role as trustees to the stakeholders in particular and the society at large.

Strong leadership and the best Corporate Governance practices have been the Company's hallmark. Your Company has adopted a Code of Conduct for its employees including the Managing Director and the Whole-time Director as well as its Non-Executive Directors.

Your Company continues to focus on its resources, strengths and strategies to achieve its vision of brand building, maximising stakeholders' return and developing people to deliver the same, while upholding the core values of excellence, integrity, responsibility, unity and understanding, which are fundamentals to the running of the Company's business.

The Governance mechanism covers aspects related to composition and role of the Board, Chairman and Directors, Board diversity, definition of independence, Committees of the Board and all the aspects required to be covered as per the Regulations.

These codes are available on the Company's website. Your Company keeps its Corporate Governance policies under constant review to conform, wherever applicable, with best practices and principles. Your Company is in compliance with the requirements of the guidelines on Corporate Governance stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

## II. BOARD OF DIRECTORS

1. As on 31st March, 2025, your Company had Eight Directors with Four Non-Executive Independent Directors – Two among them were Independent Woman Directors - Two Non-Executive Non-Independent Directors and Two Executive Directors. The Chairman of the Company during the year was a Non-Executive Non-Independent Director. The composition of the Board during the year was in conformity with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

2. During the year the following changes took place:

a. Mrs. Bharathi Baskar was appointed as Non-Executive Independent Woman Director w.e.f. July 15, 2024.

b. Mr. J Shanmuga Priyan was appointed as Managing Director w.e.f. September 12, 2024.

c. Mr. C Sathyan, Executive Director was re-designated as Executive Vice Chairman from the position of Managing Director w.e.f. September 12, 2024.

d. Mr. P Vaidyanathan and Mr. D Sathyanarayan Non-Executive Non-Independent Directors resigned from the Board w.e.f. the close of business hours on September 12, 2024.

e. Mr. Tammineedi Balaji and Dr. Chalini Madhivanan Non-Executive Independent Directors ceased from their position w.e.f. the close of business hours on September 22, 2024 due to completion of second and final term of their Independent Directorships.

3. Mr. R G Chandramogan, Chairman and Mr. C Sathyan, Executive Vice Chairman are relatives in terms of Section 2(77) of the Companies Act, 2013 read with the relevant Rules made thereunder. None of the other Directors are related to each other.

4. None of the Directors holds directorship in more than 7 listed entities. None of the Independent Directors hold Independent Directorship in more than 7 listed entities. Whole-time Director i.e., the Executive Vice Chairman and Managing Director do not hold directorship in any other listed entity. None of the Directors on the Board was a Member in more than 10 committees or acted as Chairman of more than 5 committees across all Companies in which he /she is a Director. The Directors have disclosed to the Company about the committee positions they occupy in other Companies and notify changes as and when they take place.

5. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships /Memberships held by them in other Companies are given below. Chairmanships/Memberships of Board Committees include only Audit and Stakeholders' Relationship Committees.

**Table 1: Composition of Board of Directors as on 31st March, 2025**

| NAME AND DESIGNATION OF THE DIRECTOR | CATEGORY | NUMBER OF BOARD MEETINGS DURING THE YEAR 2024-25 | | WHETHER ATTENDED LAST AGM | NUMBER OF DIRECTORSHIPS IN OTHER COMPANIES | | NUMBER OF COMMITTEE POSITIONS HELD IN OTHER PUBLIC COMPANIES | | NAME OF OTHER LISTED ENTITY IN WHICH THE DIRECTORSHIP IS BEING HELD AND THE CATEGORY OF DIRECTORSHIP |
|---|---|---|---|---|---|---|---|---|---|
| | | HELD | ATTENDED | YES/NO | CHAIRMAN | MEMBER | CHAIRMAN | MEMBER | |
| Mr. R.G. CHANDRAMOGAN (Chairman and Non-Executive Director) | Promoter - Chairman and Non-Executive Non-Independent Director | 7 | 7 | Yes | Nil | Nil | Nil | Nil | Not Applicable |
| MR. C. SATHYAN (Executive Vice Chairman) | Promoter Group - Vice Chairman (Executive) | 7 | 7 | Yes | Nil | Nil | Nil | Nil | Not Applicable |
| Mr. J. SHANMUGA PRIYAN (Managing Director)[1] | Managing Director (Executive) | 7 | 3 | NA | Nil | 1 | Nil | Nil | Not Applicable |
| Mr. K.S. THANARAJAN (Non-Executive Director) | Non-Executive Non-Independent Director | 7 | 5 | Yes | Nil | Nil | Nil | Nil | Not Applicable |
| Mr. S. SUBRAMANIAN (Director) | Non-Executive Independent Director | 7 | 6 | Yes | Nil | Nil | Nil | Nil | Not Applicable |
| Mr. V.R. MUTHU (Director) | Non-Executive Independent Director | 7 | 5 | Yes | Nil | 6 | Nil | 1 | Thangamayil Jewellery Ltd.* |
| DR. ARCHANA NARAYANASWAMY (Woman Director) | Non-Executive Independent Director | 7 | 5 | Yes | Nil | 1 | Nil | Nil | Not Applicable |
| Mrs. BHARATHI BASKAR (Woman Director)[2] | Non-Executive Independent Director | 7 | 3 | Yes | Nil | Nil | Nil | Nil | Not Applicable |
| Mr. P. VAIDYANATHAN (Non-Executive Director)[3] | Non-Executive Non-Independent Director | 7 | 3 | Yes | Nil | 3 | Nil | Nil | Not Applicable |
| MR. TAMMINEEDI BALAJI (Director)[4] | Non-Executive Independent Director | 7 | 1 | Yes | Nil | 4 | Nil | Nil | Not Applicable |
| Dr. CHALINI MADHIVANAN (Women Director)[4] | Non-Executive Independent Director | 7 | 3 | Yes | Nil | 1 | Nil | Nil | Not Applicable |
| MR. D. SATHYANARAYAN (Non-Executive Director)[3] | Non-Executive Non-Independent Director | 7 | 2 | Yes | Nil | 1 | Nil | Nil | Not Applicable |

* - Ceased to be an Independent Director from Thangamayil Jewellery Ltd. w.e.f.,28.07.2024

1 - Appointed as a Managing Director w.e.f. September 12, 2024

2 - Appointed as a Non-Executive Independent Director w.e.f. July 15, 2024

3 - Resigned from their position of Non-Executive Non-Independent Directors w.e.f. September 12, 2024

4 - Ceased to be a Non-Executive Independent Directors w.e.f. the close of business hours on September 22, 2024 due to completion of second and final term of Independent Directorships.

**LIST OF CORE SKILLS/EXPERTISE/COMPETENCIES**

The Board identifies the following skills/expertise/competencies for conducting the affairs of the business of the Company in an effective, sustainable and socially responsible manner:

- Knowledge of Dairy Industry, its Operations, Products etc.,
- Knowledge of customs and practices in the rural areas, animal husbandry, techniques to interact with the rural mass and procure the milk;
- Knowledge of technological development and implementation of the same in the dairy industry for the effective running of business;
- Financial, Accounting and Legal knowledge and acumen to run the business to the expectation of the Stakeholders;
- Ability to closely follow the competitive business environment and implementation of strategies for the beneficial performance;
- Knowledge of inducting the required human resource, motivating them for achieving the ultimate business objectives etc.,
- Compliance with the requirement of various Statutes applicable to the Company.

**A Chart/Matrix setting out the Skills/Expertise/Competence of the Board of Directors with names and their expertise**

| S.No | Name of the Director | Management Skill | Knowledge on Dairy Industry, its operations, products etc., | Finance, Accounting and Legal Knowledge and compliance with the requirement of various Statutes | Implementation of strategies for the beneficial performance and Marketing skills |
|---|---|---|---|---|---|
| 1 | Mr. R.G. Chandramogan | ✔ | ✔ | ✔ | ✔ |
| 2 | Mr. C. Sathyan | ✔ | ✔ | ✔ | ✔ |
| 3 | Mr. J. Shanmuga Priyan | ✔ | ✔ | ✔ | ✔ |
| 4 | Mr. K.S. Thanarajan | ✔ | ✔ | ✔ | ✔ |
| 5 | Mr. S. Subramanian | ✔ | ✔ | ✔ | ✔ |
| 6 | Mr. V.R. Muthu | ✔ | | ✔ | ✔ |
| 7 | Dr. Archana Narayanaswamy | ✔ | | | ✔ |
| 8 | Mrs. Bharathi Baskar | ✔ | | ✔ | ✔ |

Note: The mark "✔" indicates the presence of requisite knowledge.

The Board believes that the present composition of Board of Directors is well diversified. The Chairman, Vice Chairman and the Managing Director on the Board of the Company have decades of experience in the Dairy business and are effective in implementation of various strategies and running the business successfully and consistently. Similarly, the Non-Executive Directors are Professionals in their respective areas like Finance, Business, Banking, Medicine, Engineering, Statutory Compliances etc., and are experienced in various fields including the dairy industry and contribute their knowledge for the effective running of the business of the Company.

6. The Board has met 7 (Seven) times during the year and the gap between two meetings did not exceed 120 Days. The said Meetings were held on 22-Apr-2024, 15-May-2024, 15-Jul-2024, 12-Sep-2024, 04-Nov-2024, 16-Jan-2025 and 20-Jan-2025. The necessary quorum was present for all the meetings.

None of the Non-Executive Directors has any material pecuniary relationship or transactions with the Company.

Mr. C. Sathyan, Vice Chairman is the son of Mr. R. G. Chandramogan, the Chairman of the Company and they are related to each other. Except the relationship between the Chairman and the Vice Chairman, none of the other Directors have any relationship inter-se.

**SUCCESSION PLANNING**

The Nomination and Remuneration committee evaluates and recommends to the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and to the Senior Management. The Company focuses on maintaining the required skills and experience for smooth functioning of the business by identifying the talent within and outside the Organisation and determine the eligible persons for succession to the Senior level. By integrating workforce planning with strategic business planning, the Company puts the necessary financial and human resources in place so that its objectives can be met. Our Board has 8 (Eight) directors with broad and diverse skills and viewpoints to aid the Company in advancing its strategy. Besides this, promoting Senior Management within the Organisation fuels the ambitions of the talent force to earn future leadership roles.

7. The minimum information as required under Part A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is made available to the Board.

The Board has established procedures to enable the Board to periodically review compliance reports of all the laws applicable to the Company (prepared by the Company) as well as steps taken by the Company to rectify instances of non-compliances, if any.

**Performance evaluation criteria for Independent Directors (Section 149 read with Schedule IV of the Companies Act, 2013):**

The following are the annual evaluation criteria laid down by the Nomination and Remuneration Committee for the Independent Directors and these are subject to review from time to time:

**Evaluation based on professional conduc**t:

- Whether Independent Director upholds ethical standards of integrity and probity?

- Whether Independent Director acts objectively and constructively while exercising his/her duties?
- Whether Independent Director exercises his/her responsibilities in a bonafide manner in the interest of the Company?
- Whether Independent Director devotes sufficient time and attention to his/her professional obligations for informed and balanced decision making?
- Whether Independent Director dis-allows any extraneous considerations that will vitiate his/her exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making?
- Whether Independent Director – abuses his/her position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person?
- Whether Independent Director refrains from any action that would lead to loss of his/her independence?
- Where/When circumstances arise which makes an independent director lose his/her independence, whether the independent director has immediately informed the Board accordingly?
- Whether Independent Director assists the Company in implementing the best corporate governance practices?

**Evaluation based on Role and functions:**

- Whether Independent Director helps in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct?
- Whether Independent Director brings an objective view in the evaluation of the performance of Board and management?
- Whether Independent Director scrutinises the performance of management in meeting agreed goals and objectives and monitors the reporting of performance?
- Whether Independent Director satisfies himself/herself on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible?
- Whether Independent Director has taken actions to safeguard the interests of all stakeholders, particularly the minority shareholders?
- Whether Independent Director balances the conflicting interest of the stakeholders?
- Whether Independent Director during the Board/ Committee Meetings along with other members determines appropriate levels of remuneration of Executive Directors, Key Managerial Personnel and ensures Senior Management have a prime role in appointing and where necessary recommends removal of Executive Directors, Key Managerial Personnel and Senior Management?
- Whether Independent Director moderates and arbitrates in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest?

**Evaluation based on duties:**

- Whether Independent Director undertakes appropriate induction and regularly update and refresh his/her skills, knowledge and familiarity with the Company?
- Whether Independent Director seeks appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts?
- Whether Independent Director strives to attend all meetings of the Board of Directors and of the Committees of which he/she is a member?
- Whether Independent Director participates constructively and actively in the Committees of the Board in which he/she is chairperson or member?
- Whether Independent Director strives to attend the General Meetings of the Company?
- Where Independent Director has concerns about the running of the Company or a proposed action, whether he/she ensures that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting?
- Whether Independent Director does not unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board?
- Whether Independent Director gives sufficient attention and ensures that adequate deliberations are held before approving related party transactions and assure himself/ herself that the same are in the interest of the Company?
- Whether Independent Director ascertains and ensures that the Company has an adequate and functional vigil mechanism and also ensures that the interests of a person who uses such mechanism are not prejudicially affected on account of such use?
- Whether Independent Director reports concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct?
- Whether Independent Director acts within his/her authority, assists in protecting the legitimate interests of the Company, shareholders and its employees?
- Whether Independent Director does not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law?

**The details of familiarisation programmes imparted to the Independent Directors can be viewed on the below mentioned weblink:**

https://www.hap.in/pdf/policies/Familiarization-Session-Details-2025.pdf

| EQUITY SHARES HELD BY NON-EXECUTIVE DIRECTORS | | |
|---|---|---|
| Name of the Director | Designation | Number of equity shares held as on 31st March, 2025 |
| Mr. R.G. Chandramogan | Non-Executive & Non-Independent Director | 12,22,41,149 |
| Mr. K.S. Thanarajan | Non-Executive & Non-Independent Director | 6,68,179 |
| Mr. V.R. Muthu | Non-Executive & Independent Director | 59,773 |
| Dr. Archana Narayanaswamy | Non-Executive & Independent Director | 60,000 |

None of the other Non-Executive Directors hold any shares in the Company as on 31st March, 2025.

**Risk Management**

The Company has established a robust risk assessment and minimisation procedures, which are reviewed by the Board periodically. The Company has a structure in place to identify and mitigate various risks that would be faced by it from time to time. The risks are reviewed periodically, new risks if any are identified, assessed, and control measures are designed to put in place with fixed timelines for mitigating the risk. The Company has set up a Risk Management Committee to review the risks and provide measures to control the same.

## III. AUDIT COMMITTEE

The Audit Committee plays an important role in overseeing the internal control and the financial reporting system of the Company. The Company has an independent audit committee constituted in line with the provisions of Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with Section 177 of the Companies Act, 2013.

The Audit Committee comprises of Five Members – four Non-Executive Independent Directors and one Non-Executive Non Independent Director.

During the year, the Audit Committee was re-constituted w.e.f. September 13, 2024 pursuant to the appointment of Mrs. Bharathi Baskar and Dr. Archana Narayanaswamy and the resignation of Mr. P. Vaidyanathan from the Directorship and completion of term of Independent Directorships by Mr. Tammineedi Balaji and Dr. Chalini Madhivanan from the committee. The Audit Committee at present comprises of Mr. S Subramanian, Mr. K S Thanarajan, Mr. V R Muthu, Dr. Archana Narayanaswamy and Mrs. Bharathi Baskar.

The Chairman of the Committee is an Independent Director and he has excellent financial and accounting knowledge and all the other Members are financially literate. The Company Secretary acts as the Secretary of the Committee.

The Committee met 5 (five) times during the year on 22-Apr-24, 15-Jul-2024, 12-Sep-2024, 04-Nov-2024 and 16-Jan-2025. The time gap between any two meetings was less than 120 days. Necessary quorum was present for all the meetings.

**TABLE 2: COMPOSITION AND ATTENDANCE RECORD OF AUDIT COMMITTEE**

| NAME OF THE DIRECTOR | CATEGORY | STATUS | NO. OF MEETINGS | |
|---|---|---|---|---|
| | | | HELD | ATTENDED |
| S. Subramanian | Independent | Chairman | 5 | 4 |
| V.R. Muthu | Independent | Member | 5 | 5 |
| Dr. Archana Narayanaswamy | Independent | Member | 5 | 5 |
| Bharathi Baskar # | Independent | Member | 5 | 2 |
| K.S. Thanarajan | Non-Executive Non-Independent | Member | 5 | 4 |
| P Vaidyanathan $ | Non-Executive Non-Independent | Member | 5 | 3 |
| Tammineedi Balaji $ | Independent | Member | 5 | 1 |

\# - Appointed w.e.f September 12, 2024

$ - Resigned/Completed the term w.e.f. September 12, 2024

**The Functions/Terms of Reference of the Audit Committee include the following:**

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditors and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the Statutory Auditors.
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by the management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.
  - Modified Opinion if any in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.) the statement of funds utilised for the purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the Company with the related parties, if any
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors on any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors as applicable.
- To review the functioning of the Whistle-Blower mechanism.
- Approval of appointment of Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

**The Audit Committee is empowered to**

- Investigate any activity within its terms of reference.
- Seek information from any employee.
- Obtain outside legal or other professional advice.
- Secure attendance of outsiders with relevant expertise, if it considers necessary.

**The Company has systems in place to ensure that the Audit Committee reviews:**

- Management discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions (as defined by the audit committee), submitted by the management.
- Management letters / letters of internal control weaknesses issued by the statutory auditors.
- Internal audit reports relating to internal control weaknesses.
- The appointment, removal and terms of remuneration of the Chief Internal Auditors shall be subject to review by the Audit Committee
- Statement of deviations if any
- Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- Annual statement of funds utilised for purposes other than those stated in the offer document/prospectus /notice in terms of Regulation 32(7).
- Total fees for all services paid by the Company on a consolidated basis to the Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditor is a part.

**IV. NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee comprised of Three Members – All the members are Non-Executive Independent Directors.

During the year, the Nomination and Remuneration Committee was re-constituted w.e.f September 13, 2024 pursuant to the appointment of Mrs. Bharathi Baskar and Mr. V R Muthu replacing Mr. Tammineedi Balaji, Dr. Chalini Madhivanan and Mr. K S Thanarajan from the committee (due to their completion of term of Office has Independent Directors/stepping down from the committee).
The Nomination and Remuneration Committe at present comprises of Mr. S Subramanian, Mr. V R Muthu and Mrs. Bharathi Baskar.

The Chairman of the Committee is an Independent Director. The Company Secretary acts as the Secretary of the Committee.

**The Role/Terms of Reference of the Nomination and Remuneration Committee include:**

(1) formulation of the criteria for determining qualifications, positive attributes and Independence of a Director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees;

(2) formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors taking in to consideration, the attendance, active participation in discussion, pointing out deviations on compliances if any etc.,

(3) devising a policy on diversity of Board of Directors;

(4) identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.

(5) Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

(6) Recommend to the Board, all the remuneration, in whatever form, payable to Senior Management.

The Committee has met 3 (three) times during the financial year on 15-Jul-2024, 12-Sep-2024 and 16-Jan-2025.

| TABLE 3: COMPOSITION AND ATTENDANCE RECORD OF NOMINATION AND REMUNERATION COMMITTEE | | | | |
|---|---|---|---|---|
| NAME OF THE DIRECTOR | CATEGORY | STATUS | NO. OF MEETINGS | |
| | | | HELD | ATTENDED |
| S. Subramanian | Independent | Chairman | 3 | 2 |
| V. R. Muthu# | Independent | Member | 3 | 1 |
| Bharathi Baskar# | Independent | Member | 3 | 1 |
| K S Thanarajan$ | Non-Executive Non-Independent | Member | 3 | 2 |
| Dr. Chalini Madhivanan$$ | Independent | Member | 3 | 2 |
| Tammineedi Balaji$$ | Independent | Member | 3 | 1 |

# - Appointed as a Member w.e.f. September 13, 2024
$ - Replaced on reconstitution w.e.f. September 13, 2024
$$ - Due to Completion of 2 Consecutive terms of 5 years each as Independent Directors, they were replaced on reconstitution w.e.f. September 13, 2024

**REMUNERATION DETAILS OF DIRECTORS**

(a) The details of remuneration paid to the Executive Vice Chairman and Managing Director are as follows:

**(Amount in ₹)**

| TABLE 4: REMUNERATION DETAILS OF EXECUTIVE DIRECTORS | | | |
|---|---|---|---|
| **Name of the Director** | **Salary & Allowances** | **Perquisites, Contributions & Other Benefits** | **Total** |
| Mr. C Sathyan Executive Vice Chairman[1] | 1,34,70,000 | 61,200 | 1,35,31,200 |
| Mr. J Shanmuga Priyan Managing Director[2] | 37,90,112 | 1,82,235 | 39,72,347 |

1. Re-designated as Executive Vice Chairman with effect from 12th September, 2024
2. Appointed as Managing Director with effect from 12th September, 2024

(b) The details of sitting fees/remuneration paid for to Non-Executive Directors for the year ended 31st March 2025 are as follows:

(Amount in ₹)

**TABLE 5: REMUNERATION DETAILS OF NON-EXECUTIVE DIRECTORS**

| Name of the Director | Sitting fee* | Other Remunerations | Total |
|---|---|---|---|
| Mr. K.S. Thanarajan | 4,95,000 | - | 4,95,000 |
| Mr. S. Subramanian | 6,30,000 | - | 6,30,000 |
| Mr. V. R. Muthu | 4,95,000 | - | 4,95,000 |
| Dr. Archana Narayanaswamy | 4,80,000 | - | 4,80,000 |
| Mrs. Bharathi Baskar[1] | 2,85,000 | - | 2,85,000 |
| Mr. P Vaidyanathan[2] | 2,70,000 | - | 2,70,000 |
| Mr. T Balaji[3] | 1,05,000 | - | 1,05,000 |
| Dr. Chalini Madhivanan[3] | 2,70,000 | - | 2,70,000 |
| Mr. D Sathyanarayan[2**] | 1,50,000 | 2,50,000** | 4,00,000 |

1. Appointed as a Non-Executive Independent Director w.e.f July 15, 2024
2. Resigned from their position of Non-Executive Non-Independent Director w.e.f September 12, 2024
3. Ceased to be a Non-Executive Independent Director w.e.f the close of business hours on September 22, 2024 due to completion of second and final term of Independent Directorship

* Exclusive of taxes
** Mr. D. Sathyanarayan, Non-Executive Non-Independent Director of the Company was entitled to a monthly remuneration of ₹50,000/- from 01st April, 2024 to 31st March, 2025 approved by the members of the Company by way of passing a Special Resolution through postal ballot on 13th December, 2023. However, he was not paid any remuneration from the month of October' 2024 since he resigned from the Board on September 12, 2024.

Note:
All the Executive Directors are covered under the Company's Leave Encashment Policy and Gratuity Scheme along with other employees of the Company. Contribution to Gratuity Scheme is based on the actuarial valuation made on an overall Company basis and hence individual figures for the directors are not available.

The Remuneration of Managerial Personnel as mentioned above is being summarised under three major groups viz.,Salary and Allowances, Contribution to PF and other funds and other perquisites and benefits. No Commission on the Profits of the Company is payable to the above said Managerial Personnel.

The Remuneration of Managerial Personnel as mentioned above are fixed components which is in accordance with the approval of the Shareholders obtained for their appointments. There is no Performance linked incentives given to the above said Managerial Personnel.

None of the above Managerial Personnel are entitled to any Stock Options.

There is NO pecuniary relationship/transaction that has taken place between the Company and the Non-Executive Directors during the financial year 2024-25 other than the payments, the details of which have been furnished above.

**DIRECTORS AND OFFICERS LIABILITY INSURANCE (D&O INSURANCE)**

D&O insurance for all the Directors including Independent Directors is in place.

**POLICY ON SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION**

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his/her appointment, as per Company's Policy.

b) The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the position.

c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years, provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a Special Resolution.

**Remuneration:-**

**1) Remuneration to Managing Director/Whole-time Directors:**

a) The Remuneration/Commission etc. to be paid to Managing Director/Whole-time Directors, etc. shall be governed as per the provisions of the Companies Act, 2013 and rules made there under and SEBI (LODR) Regulations, 2015 as amended or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/Whole-time Directors.

**2) Remuneration to Non-Executive/Independent Directors:**

a) The Non-Executive/Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 as amended. The amount of sitting fees shall be an amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b) All the remuneration of the Non-Executive/Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/limits as provided under the Companies Act, 2013 and rules made there under and SEBI (LODR) Regulations, 2015 as amended or any other enactment for the time being in force. The amount of such remuneration shall be an amount as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

d) Any remuneration paid to Non-Executive/Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

i) The Services are rendered by such Director in his capacity as a professional; and

ii) In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.

Remuneration Policy of the Company is attached with Board's Report and the same can be referred to in this regard.

**BOARD CONFIRMATION ON THE INDEPENDENCE OF INDEPENDENT DIRECTORS:**

The Board of Directors of the Company do hereby confirm that, in the opinion of the Board, the Independent Directors of the Company fulfil the conditions specified under SEBI (LODR) Regulations, 2015 as amended and they are independent of the Management.

**V. STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Stakeholders' Relationship Committee comprised of Four Members - Three Non-Executive Independent Directors and One Non-Executive Non-Independent Director.

During the year, the Stakeholders' Relationship Committee was re-constituted w.e.f. September 13, 2024 pursuant to the appointment of Dr. Archana Narayanaswamy and Mr. V. R. Muthu and the completion of term of Office as Independent Director by Mr. Tammineedi Balaji and Dr. Chalini Madhivanan. The Stakeholders Relationship Committe at present comprises of Mr. S Subramanian, Mr. K S Thanarajan, Mr. V R Muthu and Dr. Archana Narayanaswamy.

The Chairman of the Committee is an Independent Director. The Company Secretary acts as the Secretary of the Committee.

During the year, the meeting of the Committee was held on 22-Apr-2024 and 04-Nov-2024.

| TABLE 6: COMPOSITION AND ATTENDANCE RECORD OF THE STAKEHOLDERS' RELATIONSHIP COMMITTEE | | | | |
|---|---|---|---|---|
| NAME OF THE DIRECTOR | CATEGORY | STATUS | NO. OF MEETINGS | |
| | | | HELD | ATTENDED |
| S. Subramanian | Independent | Chairman | 2 | 2 |
| K. S. Thanarajan | Non-Executive Non-Independent | Member | 2 | 1 |
| V. R. Muthu# | Independent | Member | 2 | 1 |
| Dr. Archana Narayanaswamy# | Independent | Member | 2 | 1 |
| Dr. Chalini Madhivanan$ | Independent | Member | 2 | 1 |
| Tammineedi Balaji$ | Independent | Member | 2 | 0 |

# - Appointed w.e.f. September 13, 2024

$ - Replaced due to their Completion of 2 Consecutive terms of 5 years each as Independent Directors w.e.f. September 12, 2024

The Committee supervises the mechanism for redressal of shareholders'/investors' grievances and ensures cordial investor relations. The Committee takes care of the following matters:

- Transmission/Split/Sub-division/Consolidation of shares.
- Issue of duplicate share certificates.
- Registration of Power of Attorneys, Probate Letters of transmission or similar other documents.
- Scrutiny of the performance of the Registrar & Share Transfer Agent and recommending measures for overall improvement of the quality of service.
- Resolving the grievances of the security holders of the listed entity including complaints related to transfer /transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Any allied matter(s) out of and incidental to these functions and not herein above specifically provided for.

**Details of Complaints received in SCORES during the year**

| | |
|---|---|
| No.of Shareholder's complaints received during the financial year | - NIL |
| No.of complaints resolved | - NIL |
| No. of complaints not solved to the satisfaction of Shareholders | - NIL |
| Number of complaints remaining unresolved and pending | - NIL |

| TABLE 7: NATURE OF COMPLAINTS RECEIVED AND REDRESSED DURING 2024 - 25 | | |
|---|---|---|
| S. NO | NATURE OF COMPLAINTS | RECEIVED & REDRESSED DURING THE YEAR |
| 1. | Correspondence regarding demat/general | NIL |
| 2. | Correspondence regarding non-receipt of share certificate, transfer/ transmission of shares | NIL |
| 3. | Revalidation of dividend warrants/non-receipt of dividend warrants/status of dividend payment | NIL |

**Details of Demat Suspense Account/Unclaimed Suspense Account**

In terms of Regulation 39 of the SEBI Listing Regulations, details of the equity shares lying in the Unclaimed Suspense Account are as follows:

| Particulars | No. of Shareholders | No. of Shares |
|---|---|---|
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year (i.e. April 01, 2024) | NIL | NIL |
| Number of Shareholders who approached the listed entity for transfer of shares from suspense account during the FY2024-25 | NIL | NIL |
| Number of Shareholders to whom shares were transferred from suspense account during the FY2024-25 | NIL | NIL |
| Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year (i.e. March 31, 2025) | NIL | NIL |

Your Company confirms that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

**Compliance Officer**

The name and designation of the Compliance Officer of the Company:

Mr. C Subramaniam,
Company Secretary & Compliance Officer
Corporate Office: Plot No.14 (TNHB),
Tamilnadu Housing Board "A" Road,
Sholinganallur, Chennai - 600119.

Phone No. : 091-044-24501622
Fax No. : 091-044-24501422
E-mail ID: secretarial@hap.in

## VI. OTHER COMMITTEES

### A. BORROWING AND INVESTMENT COMMITTEE

The Borrowing and Investment Committee comprises of four members of the Board namely Mr. R. G. Chandramogan (Chairman), Mr. C Sathyan, Mr. K. S. Thanarajan and Mr. S Subramanian. The Company Secretary acts as the Secretary of the Committee.

The Committee looks after the following:

- To Borrow Money from Banks and Financial Institutions /others on behalf of the Company upto a maximum aggregate amount of ₹1800 Crores.
- To Invest (within the limits mentioned in the provisions of the Companies Act, 2013) the funds of the Company in to Securities and enter in to Financial transactions on behalf of the Company.

During the year, the Meetings of the Committee were held on 23-Jul-2024, 12-Aug-2024, 20-Sep-2024, 27-Dec-2024, 18-Jan-2025, 18-Mar-2025 and 24-Mar-2025.

### B. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In terms of Section 135 of the Companies Act, 2013, the Board of Directors has constituted Corporate Social Responsibility Committee comprising of three members of the Board.

The Corporate Social Responsibility Committee comprised of three Members – One Executive Director, One Non-Executive Independent Director and One Non-Executive Non-Independent Director.

During the year, the Committee met on 22-April-2024.

**TABLE 8: COMPOSITION AND ATTENDANCE RECORD OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

| NAME OF THE DIRECTOR | CATEGORY | STATUS | NO. OF MEETINGS | |
|---|---|---|---|---|
| | | | HELD | ATTENDED |
| S. Subramanian | Independent | Chairman | 1 | 1 |
| K.S. Thanarajan | Non-Executive | Member | 1 | 0 |
| C. Sathyan | Executive | Member | 1 | 1 |

The Corporate Social Responsibility Committee has been formed to carry out the following duties:

a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy, indicating the activities to be undertaken in areas or subjects specified in Schedule VII of The Companies Act, 2013.

Activities relating to:—

- Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;
- Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts:
- Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;
- Contribution to the Prime Minister's National Relief Fund or Prime Minister’s Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government; and Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH);

Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs)

- Rural development projects.
- Slum area development
- Contribution to corpus of a Trust/Society/Section 8 Companies etc., created exclusively for CSR activities
- Disaster management, including relief, rehabilitation and reconstruction activities

b) To recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and

c) To monitor the Corporate Social Responsibility Policy of the Company from time to time.

Annual Report on CSR activities is provided separately in the Annexure to the Board's Report.

**C. RISK MANAGEMENT COMMITTEE**

As per Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Board of Directors has constituted the Risk Management Committee comprising of the following members:

**Mr. R.G. Chandramogan**
Non-Executive Non-Independent Director (Chairman)

**Mr. K.S. Thanarajan**
Non-Executive Non-Independent Director (Member)

**Mr. C. Sathyan**
Executive Director (Member)

**Mr. S. Subramanian**
Independent Director (Member)

The Committee has been formed to assess the risks associated with the operations of the Company, to implement measures to minimise the risk and to monitor the risk management plan of the Company.

During the year, the Committee met on 22-Apr-2024 and 04-Nov-2024.

**TABLE 9: COMPOSITION AND ATTENDANCE RECORD OF THE RISK MANAGEMENT COMMITTEE**

| NAME OF THE DIRECTOR | CATEGORY | STATUS | NO. OF MEETINGS | |
|---|---|---|---|---|
| | | | HELD | ATTENDED |
| R. G. Chandramogan | Non-Executive | Chairman | 2 | 2 |
| K. S.Thanarajan | Non-Executive | Member | 2 | 1 |
| C. Sathyan | Executive | Member | 2 | 2 |
| S. Subramanian | Independent | Member | 2 | 2 |

The objectives and scope/terms of reference of the Risk Management Committee broadly comprises of:-

- Review and approve the Risk Management Policy and associated frameworks, processes and practices of the Company.
- Ensuring that the Company is taking appropriate measures to achieve prudent balance between risk and reward in both the ongoing and new business activities.
- Evaluating significant risk exposures of the Company and assess management's actions to mitigate the exposures in a timely manner (including one-off initiatives, and ongoing activities such as business continuity planning, disaster recovery planning & testing and Cyber Security).
- Co-ordinating its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issues relating to risk management policy or practice).
- Reporting and making regular recommendations to the Board.

**VII. INDEPENDENT DIRECTORS MEETING:**

During the year under review, the Independent Directors met once on 16th January, 2025 inter alia, to discuss:

1. Evaluation of the performance of Non-Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting.

## VIII. GENERAL BODY MEETINGS

### (i) Annual General Meeting (AGMs)

**TABLE 10: DATE, TIME AND VENUE OF THE LAST THREE AGMs.**

| FINANCIAL YEAR | DATE | TIME | VENUE |
|---|---|---|---|
| 2021-22 | 20th September, 2022 | 10.00 A.M. | Meeting held through Video Conferencing at the Corporate Office of the Company as Deemed Venue. |
| 2022-23 | 05th September, 2023 | 10.45 A.M. | Meeting held through Video Conferencing at the Corporate Office of the Company as Deemed Venue. |
| 2023-24 | 28th August, 2024 | 10.00 A.M. | Meeting held through Video Conferencing at the Corporate Office of the Company as Deemed Venue. |

### (ii) Extra-Ordinary General Meeting

There was no Extra-Ordinary General Meeting of the Company held during the financial year 2024-25.

### (iii) Special Resolutions

(a) Following special resolutions were passed at the Annual General Meeting held for the financial year 2021-22 on 20th September, 2022:

- Approval for raising of funds through private placement of equity shares by way of qualified institutional placement.
- Approval for revision in the remuneration of Mr. C Sathyan (DIN: 00012439) Managing Director of the Company.

(b) Following special resolutions were passed at the Annual General Meeting held for the financial year 2022-23 on 05th September, 2023:

- Continuation of office of Non-Executive Non-Independent Director in the capacity of chairman by Mr. R.G. Chandramogan (DIN: 00012389).
- Continuation of office of Non-Executive Non- Independent Director by Mr. K.S. Thanarajan (DIN: 00012285).
-

(c) Following special resolutions were passed at the Annual General Meeting held for the financial year 2023-24 on 28th August, 2024:

- Appointment of Mrs. Bharathi Baskar (DIN: 10695960) as a Non-Executive Independent Woman Director for the First term of 5 consecutive years.

### (iv) Postal Ballot

During the year, three postal ballots were conducted by the Company to seek the approval of its members as required under the provisions of Section 110 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014.

**Postal Ballot No. 1:**
At the postal ballot voting which commenced on 23rd May, 2024 and ended on 21st June, 2024, the results of which were declared by the Company on 22nd June, 2024, the following Special Resolution was passed:

**Resolution No. 1 - Appointment of Dr. Archana Narayanaswamy (DIN: 03560101) as an Independent Woman Director for the First term of 5 consecutive years**

**Summary of voting as per scrutiniser's report is being provided for the above special resolution passed through the postal ballot on 21st June, 2024 as below:-**

| | Number of Shares | Number of Members |
|---|---|---|
| Total votes cast | 19,52,09,226 | 282 |
| Less: Invalid votes | 0 | 0 |
| Net valid votes cast | 19,52,09,226 | 282 |
| Votes cast in favour | 19,52,07,816 | 261 |
| Votes cast against | 1,410 | 21 |

**Result of voting:** The Special Resolution has been duly approved by the shareholders with an overwhelming majority of more than 99%.

Mr. N Ramanathan, Partner of S Dhanapal & Associates LLP, Practising Company Secretaries, who was appointed as Scrutiniser for the aforesaid Postal Ballot process, submitted his report dated 22nd June, 2024. In accordance with the said report, the above results were declared at the registered office of the Company on 22nd June, 2024.

**Postal Ballot No. 2:**
At the postal ballot voting which commenced on 29th September, 2024 and ended on 28th October, 2024 and the results of which were declared by the Company on 29th October, 2024, the following Special Resolutions were passed:

**Resolution No. 1 - Re-designation of Mr. C Sathyan (DIN: 00012439) from the position of Managing Director to the position of Executive Vice Chairman in Whole-time employment of the Company with effect from September 12, 2024 including the revision in remuneration payable to him**

**Summary of voting as per scrutiniser's report is being provided for the above special resolution passed through the postal ballot on 28th October, 2024 as below:-**

| | Number of Shares | Number of Members |
|---|---|---|
| Total votes cast | 19,68,57,289 | 255 |
| Less: Invalid votes | 0 | 0 |
| Net valid votes cast | 19,68,57,289 | 255 |
| Votes cast in favour | 19,68,53,952 | 229 |
| Votes cast against | 3,337 | 26 |

**Result of voting:** The Special Resolution has been duly approved by the shareholders with an overwhelming majority of more than 99%.

**Resolution No. 2 - Appointment of Mr. J. Shanmuga Priyan (DIN: 10773578) as a Director of the Company**

**Summary of voting as per scrutiniser's report is being provided for the above special resolution passed through the postal ballot on 28th October, 2024 as below:-**

| | Number of Shares | Number of Members |
|---|---|---|
| Total votes cast | 19,68,57,274 | 254 |
| Less: Invalid votes | 0 | 0 |
| Net valid votes cast | 19,68,57,274 | 254 |
| Votes cast in favour | 19,67,49,841 | 225 |
| Votes cast against | 1,07,433 | 29 |

**Result of voting:** The Special Resolution has been duly approved by the shareholders with an overwhelming majority of more than 99%.

**Resolution No. 3 - Appointment of Mr. J Shanmuga Priyan (DIN: 10773578) as the Managing Director of the Company for a term of 5 years w.e.f 12.09.2024 and fixing his remuneration**

**Summary of voting as per scrutiniser's report is being provided for the above special resolution passed through the postal ballot on 28th October, 2024 as below:-**

| | Number of Shares | Number of Members |
|---|---|---|
| Total votes cast | 19,68,57,261 | 253 |
| Less: Invalid votes | 0 | 0 |
| Net valid votes cast | 19,68,57,261 | 253 |
| Votes cast in favour | 19,67,51,937 | 227 |
| Votes cast against | 1,05,324 | 26 |

**Result of voting:** The Special Resolution has been duly approved by the shareholders with an overwhelming majority of more than 99%.

Mr. N Ramanathan, Partner of S Dhanapal & Associates LLP, Practising Company Secretaries, who was appointed as Scrutiniser for the aforesaid Postal Ballot process, submitted his report dated 29th October, 2024. In accordance with the said report, the above results were declared at the registered office of the Company on 29th October, 2024.

**Postal Ballot No. 3:**
At the postal ballot voting which commenced on 09th February, 2025 and ended on 10th March, 2025 and the results of which were declared by the Company on 11th March, 2025, the following Special Resolution was passed:

**Resolution No. 1 - Approval for the revised remuneration to Mr. J Shanmuga Priyan (DIN: 10773578) Managing Director of the Company with effect from 1st November, 2024 to 11th September, 2029**

**Summary of voting as per scrutiniser's report is being provided for the above special resolution passed through the postal ballot on 10th March, 2025 as below:-**

| | Number of Shares | Number of Members |
|---|---|---|
| Total votes cast | 19,25,54,433 | 232 |
| Less: Invalid votes | 0 | 0 |
| Net valid votes cast | 19,25,54,433 | 232 |
| Votes cast in favour | 19,25,47,265 | 202 |
| Votes cast against | 7,168 | 30 |

**Result of voting:** The Special Resolution has been duly approved by the shareholders with an overwhelming majority of more than 99%.

Mr. N Ramanathan, Partner of S Dhanapal & Associates LLP, Practising Company Secretaries, who was appointed as Scrutiniser for the aforesaid Postal Ballot process, submitted his report dated 11th March, 2025. In accordance with the said report, the above results were declared at the registered office of the Company on 11th March, 2025.

As on the date of this Report, there is No Special Resolution proposed to be passed through Postal Ballot.

**Postal Ballot Process:-**
The Postal Ballot process is conducted as per the procedures laid down under Rule 22 of The Companies (Management and Administration) Rules 2014 and Section 110 of the Companies Act, 2013. The process involves sending of postal ballot notice containing the subject matter of resolutions with explanatory statement for which the shareholders' approval is being sought to all the shareholders through registered post or electronic mail to the registered email ID's or through courier service facilitating the communication of assent or dissent of the shareholders to the resolution/s mentioned in the Postal Ballot Notice. The notice of postal ballot is also placed on the website of the Company. To conduct the postal ballot in a fair and transparent manner, the Board of Directors appoints one Scrutiniser who is not in the employment of the Company.

The Scrutiniser after the closing date of receipt of postal ballot forms, records the results and submits his/her consolidated report to the Chairman of the Company/an employee authorised by the Chairman within the specified timeline as mentioned in the above rules. The Chairman/the authorised employee, on receipt of the report declares the results and the resolution is deemed to have been duly passed on the last date of voting.

**IX. DISCLOSURES**

(i) There are no materially significant related party transactions of the Company which may have potential conflict with the interests of the Company at large. The Policy on Related Party Transactions can be seen on the Company's website https://www.hap.in/policies.php

(ii) The Company has complied with all the requirement of regulatory authorities. No penalties/strictures were imposed on the Company by National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed or by SEBI or by any other statutory authority on any matter related to capital market during the last three years.

**(iii) Whistle-Blower Policy/Vigil Mechanism**

The Company has adopted the Whistle-Blower Policy through which Directors, employees and business associates may report unethical business practices at work place without the fear of reprisal. The Company has set up a direct contact initiative under which all the Directors, employees/business associates have direct access to the Chairman of the Audit Committee and affirms that no personnel has been denied access to the Audit Committee.

The "Whistle-Blower Protection Policy" aims to:

- Allow and encourage Directors, employees and business associates to bring to the management's notice, concerns about suspected unethical behavior, malpractice, wrongful conduct, fraud, violation of policies etc.,
- Ensure timely and consistent Organisational response.
- Build and strengthen a culture of transparency and trust.
- Provide protection against victimisation.

It is hereby affirmed that No Director/KMP/Personnel of the Company was denied access to Audit Committee.

**(iv) Details of compliance of mandatory requirements:**

We comply with all the corporate governance requirements under the SEBI LODR Regulations, 2015 as amended from time to time and specifically to the requirements under Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46.

(v) We comply with the amended SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 which have given effect to the recommendation of Kotak Committee by SEBI and all further amendments made to that.

(vi) The Company has fulfilled the following non-mandatory requirements as prescribed in Part E of Schedule II as mentioned under Regulation 27 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended:

**The Board**

The Chairman of the Board is a Non-Executive Director who was entitled to a Remuneration as approved by the Shareholders. However, the Chairman waived his entitlement and has not received any remuneration from the financial year 2022 - 23 to 2024 - 25.

**Shareholders' Rights**

The Company regularly does statutory filings as required under the SEBI (LODR) Regulations, 2015 as amended and also updates the website of the Company on a regular basis. The financial results as and when approved by the Board are hosted on the investor column of the Company's website from which any shareholder can easily access and obtain the requisite information about the Company.

**Audit Qualifications**

There are no Audit qualifications during the year under review.

**Separate posts of Chairman and CEO**

Mr. R G Chandramogan is holding the Non-Executive Chairman position. Mr. C Sathyan re-designated as Executive Vice Chairman with effect from 12th September, 2024 from the position of Managing Director. Mr. R G Chandramogan, Chairman and Mr. C Sathyan, Executive Vice Chairman are relatives in terms of Section 2(77) of the Companies Act, 2013 read with the relevant Rules made thereunder.

Mr. J Shanmuga Priyan was appointed as Managing Director with effect from 12th September, 2024. He is not a relative of any other Directors of the Company.

**Reporting of Internal Auditor**

The Company has appointed Internal Auditors who have full access to the Audit Committee to report any finding/s during their audit.

**Reconciliation of Share Capital Audit**

A qualified practising Company Secretary carries out reconciliation of share capital to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The reconciliation of share capital audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

**Code of Conduct**

The Board has laid down a Code of Conduct for its Members and Senior Management Personnel of the Company. The code of conduct is available on the website of the Company, https://www.hap.in/board-of-directors.php#codes All the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct.

The Chairman and the Vice Chairman have affirmed to the Board that this Code of Conduct has been complied with by all the Board Members and Senior Management Personnel.

**Code for Prevention of Insider Trading Practices**

The SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, provides for governing the conduct of insiders, connected persons and persons who are deemed to be connected persons on matters relating to Insider Trading.

Regulation 9 (1) contained under Chapter IV of the amended SEBI (Prohibition of Insider Trading) Regulations, 2015 mandates listed companies and Board of Directors or head(s) of the Organisation of every intermediary to formulate a **Code of Conduct (hereinafter referred to as "Code")** to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations adopting the minimum standards as set out in the Regulations.

The amended SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations') was effective from November 24, 2022 to all the Designated Persons viz., Promoters, Directors, KMPs, Employees as specified and Connected Persons and their Immediate Relatives and extends to all activities within and outside an individual's duties at the Company.

In compliance with the above SEBI regulation on Prevention of Insider Trading, the Company has instituted a comprehensive code of conduct and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for its management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations. Dealing in Company's shares by the Board Members and Senior Management Personnel have been reported to the Committee periodically.

**Disclosure of accounting treatment in preparation of financial statements**

The Company has followed the guidelines of accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

**CEO & CFO Certification**

CEO and CFO certification on the financial statements and the cash flow statement for the year is enclosed and forms part of this report.

**X. MEANS OF COMMUNICATION**

The Company has its own website and all the vital informations relating to the Company, including official news releases and its performance including quarterly results, quarterly shareholding pattern etc., are posted on the website as per details furnished below:

Financial Results -
https://www.hap.in/financial-results.php

Shareholding Pattern -
https://www.hap.in/shareholding-pattern.php

The quarterly, half-yearly and annual financial results of the Company are published in leading English and Vernacular newspapers like The Financial Express (English – All India edition) and The Makkal Kural (Tamil - Regional).

No separate presentations were made to institutional investors or to the analysts.

A Management Discussion and Analysis Report have been included and forms part of this Annual Report.

The Company has one Wholly-Owned Subsidiary, Milk Mantra Dairy Private Limited.

The Company has not entered in to any agreements requiring disclosure under Clause 5A of Paragraph A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015 as amended.

The Business Responsibility and Sustainability Report (BRSR) has been included and forms part of this Annual Report.

The Company did not raise any funds through Rights Issue or preferential allotment or qualified institutions placement during the year.

During the financial year, there were no instances where the board had not accepted any recommendation of any committee of the board which is mandatorily required.

## XI. GENERAL SHAREHOLDER INFORMATION

### (i) Annual General Meeting

Circulars issued by the Ministry of Corporate Affairs (MCA) viz., the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 10/2022 dated December 28, 2022, 09/2023 dated 25th September, 2023 and the latest being 09/2024 dated 19th September, 2024 have permitted the holding of Annual General Meeting through Video Conference ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of the Members at a Common Venue. Based on the above, the Company has decided to conduct the 40th AGM through Video Conferencing (VC) or Other Audio Visual Means.

Consequent to the above developments, the relevant information has been updated in the "GENERAL SHAREHOLDER INFORMATION SECTION" of the Corporate Governance Report for the year ended 31st March, 2025:

**Annual General Meeting**

Day, Date and Time: Thursday, the 28th August, 2025 at 10:00 A.M.

Venue: Annual General Meeting through Video Conferencing/Other Audio Visual Means (VC/OAVM facility)

Deemed Venue for Meeting: Corporate Office: Plot No.14, TamilNadu Housing Board "A" Road, Sholinganallur,
Chennai - 600 119.

As required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 particulars of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting (AGM)are given in the Annexure to the Notice of the AGM to be held on Thursday, the 28th August, 2025 at 10:00 A.M.

### FINANCIAL CALENDAR

Financial Year : 1st April to 31st March
For the year ended 31st March, 2025, results were announced on

| | |
|---|---|
| First Quarter | : 15th July, 2024 |
| Half Year | : 04th November, 2024 |
| Third Quarter | : 16th January, 2025 |
| Annual | : 28th April, 2025 |

For the year ending 31st March, 2026 results will be announced as follows

| | |
|---|---|
| First Quarter | : within 45 days from the end of first quarter |
| Half Year | : within 45 days from the end of half year |
| Third Quarter | : within 45 days from the end of third quarter |
| Annual | : within 60 days from the end of financial year |

**(ii) Date of Book Closure/Record Date**

The date of book closure is as mentioned in the Notice of the AGM i.e., from 27th August, 2025 to 28th August, 2025 (both days inclusive).

**(iii) Dividend Payment Date**

During the year, the Interim dividend was declared by the Board of Directors. The details of dividend payment date are as follows;

**Table: 11**

| Date of Declaration | Rate of Dividend % | Record Date | Dividend Payment Date |
|---|---|---|---|
| 15th July, 2024 | 600% | 24th July, 2024 | 12th August, 2024 |

**(iv) Listing on Stock Exchanges**

At present, the Equity Shares of the Company are listed on National Stock Exchange of India Limited having its address at Exchange Plaza, 5th Floor, Plot No.C/1, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051 and BSE Limited having its address at 2nd Floor, New Trading Ring, P.J.Towers, Dalal Street, Mumbai 400 001. The annual listing fees for the financial years 2024-2025 and 2025-2026 have been paid to both the Exchanges.

**(v) Registrar and Share Transfer Agent**

As per the requirement of Securities and Exchange Board of India, M/s. Integrated Registry Management Services Private Limited (Formerly known as Integrated Enterprises (India) Limited) have been appointed as the Registrar and Share Transfer Agent to take care of all works related to Share Registry. The contact details of the Registrar and Share Transfer Agent are given below:

**M/s. INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED**
(Formerly known as Integrated Enterprises (India) Limited)
30, Ramana Residency, 4th Cross,
Sampige Road, Malleswaram,
Bangalore - 560 003.
Tel: 091 - 080 - 23460815 - 818
Fax: 091 - 080 - 23460819
E-mail: irg@integratedindia.in
gopi@integratedindia.in

All the communications relating to share transfers, share certificates, change of address, dividends and any other query relating to shares should be addressed to the above Registrar and Share Transfer Agent.

**(vi) Share Transfer System**

The share transfers in physical form is no longer permitted as per the amendment made to SEBI (LODR) Regulations, 2015 and Share Transfers can be effected only in dematerialised form after 01.04.2019. As per the clarification given by SEBI, for all the requests of the shareholders the RTA/Company will issue only the Letter of Confirmation (LOC) to the shareholders instead of altering the Physical Share certificates. After receiving the LOC the Shareholders need to submit that to their Depository Participany (DP) for processing their requests. Henceforth all the shareholders requests are being processed only through demat mode.

**(vii) Distribution of Shareholding**

**Table (a)** **Distribution of Shareholding as on 31st March, 2025**

| NO. OF EQUITY SHARES HELD | NO. OF SHAREHOLDERS | % TO CAPITAL | NO. OF SHARES | % TO NO. OF SHARES |
|---|---|---|---|---|
| 1 – 100 | 32,127 | 87.62 | 5,67,476 | 0.26 |
| 101 - 200 | 1,576 | 4.30 | 2,30,203 | 0.10 |
| 201 - 300 | 568 | 1.55 | 1,41,862 | 0.06 |
| 301 - 400 | 266 | 0.73 | 94,943 | 0.04 |
| 401 - 500 | 205 | 0.56 | 94,883 | 0.04 |
| 501 - 1,000 | 496 | 1.35 | 3,66,783 | 0.17 |
| 1,001 - 2,000 | 352 | 0.96 | 5,18,116 | 0.23 |
| 2,001 - 3,000 | 423 | 1.15 | 11,33,826 | 0.51 |
| 3,001 - 4,000 | 119 | 0.32 | 4,01,454 | 0.18 |
| 4,001 - 5,000 | 67 | 0.18 | 3,02,092 | 0.14 |
| 5,001 - 10,000 | 215 | 0.59 | 13,99,897 | 0.63 |
| 10,001 and above | 251 | 0.69 | 21,74,96,733 | 97.64 |

**Table (b)** **Category of Shareholders as at 31st March, 2025**

| CATEGORY | NO. OF FOLIOS/ SHAREHOLDERS | NO. OF SHARES HELD | SHARE HOLDING (%) |
|---|---|---|---|
| Promoters | 7 | 16,29,78,112 | 73.17 |
| Directors and their relatives | 26 | 45,73,046 | 2.05 |
| Bodies Corporate | 166 | 16,65,966 | 0.75 |
| NRIs | 582 | 34,06,436 | 1.53 |
| Others | 35,884 | 5,01,24,708 | 22.50 |
| **Total** | **36,665** | **22,27,48,268** | **100.00** |

**viii) Dematerialisation of shares and liquidity: About 99.67% of the Equity Shares are being held in dematerialised form as at 31st March, 2025. There is sufficient Liquidity in the Market.**

**DISTRIBUTION PATTERN WITH BREAK-UP OF PHYSICAL AND ELECTRONIC FORM AS AT 31ST MARCH, 2025**

| S.NO | NO. OF EQUITY SHARES | NO. OF FOLIOS/ SHAREHOLDERS | | | NO. OF FOLIOS/ SHAREHOLDERS (%) TO TOTAL | | | NO. OF SHARES | | | SHAREHOLDING (%) | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | PHY. | ELECT. | TOTAL | PHY. | ELECT. | TOTAL | PHY. | ELECT. | TOTAL | PHY. | ELECT. | TOTAL |
| 1 | 1 - 100 | 16 | 32,111 | 32,127 | 0.04 | 87.58 | 87.62 | 547 | 5,66,929 | 5,67,476 | 0.00 | 0.25 | 0.26 |
| 2 | 101 - 200 | 4 | 1,572 | 1576 | 0.01 | 4.29 | 4.30 | 570 | 2,29,633 | 2,30,203 | 0.00 | 0.10 | 0.10 |
| 3 | 201 - 300 | 9 | 559 | 568 | 0.02 | 1.52 | 1.55 | 2,473 | 1,39,389 | 1,41,862 | 0.00 | 0.06 | 0.06 |
| 4 | 301 - 400 | 2 | 264 | 266 | 0.01 | 0.72 | 0.73 | 793 | 94,150 | 94,943 | 0.00 | 0.04 | 0.04 |
| 5 | 401 - 500 | 4 | 201 | 205 | 0.01 | 0.55 | 0.56 | 2,000 | 92,883 | 94,883 | 0.00 | 0.04 | 0.04 |
| 6 | 501 - 1000 | 17 | 479 | 496 | 0.05 | 1.31 | 1.35 | 14,365 | 3,52,418 | 3,66,783 | 0.01 | 0.16 | 0.16 |
| 7 | 1001 - 2000 | 15 | 337 | 352 | 0.04 | 0.92 | 0.96 | 24,302 | 4,93,814 | 5,18,116 | 0.01 | 0.22 | 0.23 |
| 8 | 2001 - 3000 | 98 | 325 | 423 | 0.27 | 0.88 | 1.15 | 2,73,541 | 8,60,285 | 11,33,826 | 0.12 | 0.39 | 0.51 |
| 9 | 3001 - 4000 | 1 | 118 | 119 | 0.00 | 0.32 | 0.32 | 3,500 | 3,97,954 | 4,01,454 | 0.00 | 0.18 | 0.18 |
| 10 | 4001 - 5000 | 2 | 65 | 67 | 0.01 | 0.18 | 0.18 | 8,666 | 2,93,426 | 3,02,092 | 0.00 | 0.13 | 0.14 |
| 11 | 5001 - 10000 | 43 | 172 | 215 | 0.12 | 0.47 | 0.59 | 2,49,225 | 11,50,672 | 13,99,897 | 0.12 | 0.52 | 0.64 |
| 12 | 10001 & above | 8 | 243 | 251 | 0.02 | 0.66 | 0.69 | 1,49,384 | 21,73,47,349 | 21,74,96,733 | 0.07 | 97.58 | 97.64 |
| | **TOTAL** | **219** | **36,446** | **36,665** | **0.60** | **99.40** | **100.00** | **7,29,366** | **22,20,18,902** | **22,27,48,268** | **0.33** | **99.67** | **100.00** |

**ix) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:**

As on March 31, 2025, the Company did not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

**x) Details of Commodity Price Risk/Hedging Activities:**

For details, please refer to Note No.39 of Notes to Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2025

**xi) Plant Locations**:

1. **Salem Plant:** Attur Main Road, Karumapuram Village, Valapadi Block, Salem - 636 106, Tamil Nadu.
2. **Kancheepuram Plant:** No.144, Timmasamudram Village (White Gate), Chennai Bangalore Highway, Kancheepuram Taluk, Kancheepuram - 631 502, Tamil Nadu.
3. **Tirunelveli Plant:** S. No. 17/1, 18/2, 18/3, 18/5, Poolam Village, NH7 Tirunelveli Nagercoil Road, Nanguneri Taluk, Nanguneri Block, Tirunelveli - 627 152, Tamil Nadu.
4. **Redhills Plant:** No.114, Angadu Road, Nallur Village, Sholavaram Block, Thiruvallur, Redhills, Chennai - 600 067, Tamil Nadu.
5. **Belgaum Plant:** No. 277/2, Desur Village, Khanapur Road, Belgaum - 590 014, Karnataka.
6. **Honnali Plant:** No.109/2, Kundur Village, Honnali Taluk, Davangere District, Honnali - 577 219, Karnataka.
7. **Palacode Plant:** Sengan Pasuvanthalave Village, Veppalahalli Post, Palacode Taluk, Palakkodu Block, Dharmapuri - 636 805, Tamil Nadu.
8. **Madurai Plant:** Survey No. 76/1-B, 76/2-B, 75/2B3, Madurai-Dindigul Main Road, Thiruvalavaya Nallur Post, Nagari, Vadipatti Taluk, Madurai - 625 221, Tamil Nadu.
9. **Thalaivasal Plant:** V. Koot Road Pirivu, Attupannai, Periyeri Post, Attur Taluk, Thalaivasal Block, Salem - 636 112, Tamil Nadu.
10. **Vellisandhai Plant:** SF. No. 142/1B2, Vellisanthai, Velagalahalli, Palacode Taluk, Dharmapuri Block, Dharmapuri - 636 808, Tamil Nadu.
11. **Salem Milk Product Plant:** SF. No. 26/4, Chinnagoundapuram Village, Vazhappadi Taluk, Valapadi Block, Salem - 636 106, Tamil Nadu.
12. **Karur Plant:** Survey No. 871/1, Ayyampalam Village, Aravakurichy Taluk, Karur Block, Karur - 639 111, Tamil Nadu.
13. **Hyderabad Plant:** Sy.No. 32/Part, Door No 2-158/16/NR, Suraram Village, Qutubullapoor Mandal, Ranga Reddy District, Qutubullapur, Hyderabad - 500 055, Telangana.
14. **Chittoor Plant:** Sy.No. 821 & 822, Vavilthota Village, Puthalapattu Mandal, Chittoor District, Chittoor - 517 124, Andhra Pradesh.
15. **Palani Plant:** Sy.No.949, 504/4, Santhanchetti Valasu pirivu, Melkaraipatti Village, Palani Taluk, Dindigul - 624 617, Tamil Nadu.
16. **Sangola Plant:** Gate No.373/9/A, Chandolewadi, Ekhatpur Road, Sangola Taluk, Solapur - 413 307, Maharashtra.
17. **Walajapet Plant:** Survey No. 72/2B, 6A, 6B, Thenkadappanthangal Village, Musiri Road, Walajapet, Ranipet, Vellore - 632 513, Tamil Nadu.
18. **Shirashi Plant:** Survey No. 64/1, Shirashi Village, Mangalwedhe Taluk, Mangalwedha, Solapur District - 413 305, Maharashtra.
19. **Uthiyur Plant:** Survey No. 847/2, Uthiyur Village, Uthiyur-Kundadam Main Road, Kangayam Taluk, Kangayam Block, Tirupur - 638 701, Tamil Nadu.

20. **Govindapur Plant:** Sy. No. 117 Govindapur Village, Zahirabad Mandal, Zahirabad, Sangareddy - 502 220, Telangana.

21. **Sambalpur Plant:** Milk Mantra Dairy Pvt. Ltd. A subsidiary of Hatsun Agro Product Ltd. PO-Hatibari, PS-Jujomura, Dist - Sambalpur, 768 105, Odisha.

22. **Puri Plant:** Milk Mantra Dairy Pvt. Ltd. A subsidiary of Hatsun Agro Product Ltd. AT/PO-Sarada, Konark, Dist - Puri, 752 111, Odisha.

**xii) Address for Correspondence**

**For share transfers, share certificates, change of address, dividends and any other query relating to shares:**

**M/s. INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED**
(Formerly known as Integrated Enterprises (India) Limited)
30, Ramana Residency, 4th Cross
Sampige Road, Malleswaram
Bangalore - 560 003.
Tel: 091 - 080 - 23460815 - 818
Fax: 091 - 080 - 23460819
E-mail: irg@integratedindia.in
gopi@integratedindia.in

**For Investors' Assistance**
**Mr. C Subramaniam**
Company Secretary & Compliance Officer
Hatsun Agro Product Limited
Plot No.14 (TNHB), Tamilnadu Housing Board "A" Road,
Sholinganallur, Chennai - 600119
Phone No: 091-044-24501622; Fax No: 091-044-24501422
E-Mail: secretarial@hap.in; Website: www.hap.in

**xiii) List of Credit Ratings obtained:**

During the financial year, your Company has obtained/renewed the Credit Rating from CRISIL for availing the Bank Loan Facilities of ₹2,120 Crores until 31st March 2025.

1. Our Long Term Rating as CRISIL AA-/ Stable for the bank loan facilities of the Company.
2. There is no change in Company's rating by CRISIL during the year and it has reaffirmed the above rating.

**xiv) Other Disclosures:**

a.Total Fees for all the Services paid the Company, on Consolidated basis to Statutory Auditors for the Financial Year 2024-25 was ₹0.98 Crores (excluding tax) for your Company ie., Hatsun Agro Product Limited and ₹0.35 Crores (excluding tax) for your Wholly Owned Subsidiary Company ie., Milk Mantra Dairy Private Limited in 2024-25 totaling ₹1.33 Crores (excluding tax) for the Group.

b.During the financial year 2024-25, no Independent Directors resigned from the Company, before expiry of their term.

c.The Company has formulated a Policy for Determining Material Subsidiaries and the same is available on the Company's website: https://www.hap.in/policies.php
Though, Milk Mantra Dairy Private Limited is a Wholly Owned Subsidiary of the Company, it is not a Material Subsidiary of the Company. The Company does not have any material subsidiary.

d.There has been no instance of non-compliance of any requirement of corporate governance report as stated in sub-paras (2) to (10) of Schedule V (C) (10) of SEBI (Listing Obligations and Disclosure Requirements), 2015

e.The Company has not entered into any agreements requiring disclosure specified under Regulation 30A read with Clause 5A of Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements), 2015.

**f. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

a. Number of complaints filed during the financial year - NIL

b. Number of complaints disposed of during the financial year - NIL

c. Number of complaints pending as on end of the financial year - NIL

g. During the financial year 2024-25, the Company has provided security of ₹20 crores to Milk Mantra Dairy Private Limited, a wholly owned subsidiary of the Company. The same has been revoked on 31st March, 2025. Except the above, there were no Loans/Advances extended to Firms/Companies in which Directors are interested.

**h. COMPANY SECRETARY CERTIFICATE**

A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority forms part of the Annual Report.

**i. SENIOR MANAGEMENT:**

The Senior Management Personnel of the Company other than KMPs consists of Mr. S Muthusamy, AVP - Human Resources, Mr. A Sundarvenkatraman, AVP-Sales, Mr. Srinivasa Rao, Senior General Manager, Quality Assurance and Mr. Anil Kumar P A, Senior Vice President - Quality Assurance.

## DECLARATION

## REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for the members of the Board and the Senior Management Personnel and these Codes are available on the Company's website https://www.hap.in/policies.php We confirm that the members of the Board and the Senior Management Personnel have complied with the Code of Conduct in respect of the financial year ended March 31, 2025.

For
**HATSUN AGRO PRODUCT LIMITED**

| | |
|---|---|
| **Sd/-** | **Sd/** |
| R.G. Chandramogan | C. Sathyan |
| Chairman | Vice Chairman |
| DIN: 00012389 | DIN: 00012439 |

Place: Chennai
Date: 28th April, 2025

**CEO & CFO CERTIFICATION PURSUANT TO REGULATION 17(8) OF SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

As required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, We, J Shanmuga Priyan, Managing Director and H Ramachandran, Chief Financial Officer of Hatsun Agro Product Limited hereby certify that:

1. We have reviewed the Audited financial statements for the quarter and year ended 31st March 2025 and that to the best of our knowledge and belief:

(a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(b) these statements together present a true and fair view of the state of affairs of the Company and of the results of operations and cash flows. The financial statements have been prepared in conformity in all material respects, with the existing generally accepted accounting principles, including accounting standards, applicable laws and regulations.

2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or isolative of the Company's code of conduct.

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4. We have indicated to the auditors and the Audit Committee:

(a) significant changes in internal control over financial reporting during the year;

(b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or other employees having a significant role in the Company's internal control system over financial reporting.

However during the year, there were no such changes or any such instances.

**Sd/-**
J. Shanmuga Priyan
Managing Director
DIN: 10773578

**Sd/-**
H. Ramachandran
Chief Financial Officer

Date: 28th April, 2025
Place: Chennai

# MANAGEMENT DISCUSSION & ANALYSIS

## OVERVIEW

Hatsun Agro Product Limited ("HAP" or "the Company"), the largest Private Sector Dairy, in India is in the business of manufacturing and marketing Dairy Products especially Milk and Milk products such as Curd, Ghee, Paneer, SMP etc., Ice Creams and also Cattle Feeds.

HAP is a Listed Company, listed its Equity Shares on the Bombay Stock Exchange Limited and National Stock Exchange of India Limited and having its Registered Office in Chennai, Tamil Nadu, India.

The Financial Statements of the Company are prepared as per the Ind AS (Indian Accounting Standards), the provisions of the Companies Act, 2013 and the guidelines issued by the Securities and Exchange Board of India (SEBI).

## GENERAL ECONOMIC SCENARIO & INDUSTRY STRUCTURE

The global economy exhibited steady yet uneven growth across regions in 2024. A notable trend was the slowdown in global manufacturing, especially in Europe and parts of Asia, due to supply chain disruptions and weak external demand. In contrast, the services sector performed better, supporting growth in many economies. Inflationary pressures eased in most economies. However, services inflation has remained persistent. Although commodity prices have stabilised, the risk of synchronised price increase persists. With growth varying across economies and last-mile disinflation proving sticky, central banks may chart varying paths of monetary easing. This will lead to uncertainty over future policy rates and inflation trajectories. This apart, geopolitical tensions, ongoing conflicts, and trade policy risks continue to pose significant challenges to global economic stability.

In this global context, India displayed steady economic growth. As per the first advance estimates of national accounts, India's real GDP is estimated to grow by 6.4 per cent in FY25. Growth in the first half of FY25 was supported by agriculture and services, with rural demand improving on the back of record Kharif production and favourable agricultural conditions. The manufacturing sector faced pressures due to weak global demand and domestic seasonal conditions. Private consumption remained stable, reflecting steady domestic demand. Fiscal discipline and strong external balance supported by a services trade surplus and healthy remittance growth contributed to macroeconomic stability. Together, these factors provided a solid foundation for sustained growth amid external uncertainties.

The growth of dairy industry in India is underpinned by a variety of factors. The industry significantly supports the rural economy of the country. Increasing population and a growing middle class are among the most important aspects, which ultimately increase demand for milk, curd, and other dairy products. A strong rural backbone of millions of small-scale dairy farmers back production and supply chain. The government induces dairy development with incentives and also provides subsidy for dairy farming. New technologies, such as modern dairy farming, automatic milking systems etc., improve efficiency and quality of production. Organised retailing and e-commerce platforms have improved the availability of dairy products. Furthermore, health-conscious consumers are propelling the demand for specialised dairy products like low-fat or organic milk.

Another significant pillar of strength for the Indian dairy industry is its robust production of milk. India has the distinction of being the largest milk producing country in the world. Furthermore, increasing focus on enhancing genetic quality of animals, along with better veterinary care, is improving quantity and quality of milk production. Increased per capita income and changing lifestyles influence the consumer preferences and have created a trend towards packaged, branded and convenience products. Its continuous expansion further derives from diversifications in the industry into niche segments such as flavored milk, cheese and ready-to-drink beverages. With increasing urbanisation and consumer preference turning towards healthier and higher-protein foods, the dairy sector is ready to grow further, benefiting both the economy and nutritional health of the populace.

### Dairy industry in India - a Snapshot:

Dairy is a significant part of the human diet across the world. It offers an abundance of nutrients in the form of calcium, minerals, and proteins. India's journey to the summit of the dairy market started in 1970 under the guidance of Dr. Verghese Kurien. 'Operation Flood' - a massive dairy development program, marked the beginning of India's transformation from a milk deficient nation to its largest producer. Home to over 61 million milk cows, India produced more than 239 million metric tons of milk in the fiscal year 2024. Unsurprisingly, the country reared nearly thrice the number of milk cows than in the entire European Union that year. Despite being an important contributor to the country's economy, the Indian dairy industry is highly unorganised, fragmented, and lacks technological advancements. The unorganised sector consisted of traditional milkmen who sold raw or unprocessed milk to their customers and other vendors. The organised sector, on the other hand, consisted of various private cooperatives and other corporates.

### Growing appetite for dairy products

Dairy products are the chief sources of protein for millions of lacto-vegetarians in the country. An even larger part of the population who cannot afford meat rely heavily on dairy for their dietary protein demand. The overall domestic consumption of milk was over 210 million metric tons in 2024. In addition, the daily consumption of milk was equal among men and women. India offers a variety of dairy-based cuisines that are unique to its diverse culture. Paneer, a soft and non-melting kind of cottage cheese, is very popular in the North and used in several dishes. Milk and curd are also indispensable to the many popular Indian beverages, including tea, coffee, and lassi. The Indian dairy market continues to be a vital economic sector that provides livelihood to a million people and contributes substantially to the country's GDP. The market is poised for considerable growth with continued modernisation and expansion initiatives.

**Ice Cream Market- India**

The Indian ice cream market has grown four-fold in the last decade and is expected to reach ₹45,000 Crores in the next three years, according to data from the Indian Ice Cream Manufacturing Association ("IICMA"). Though seasonal in nature, it has witnessed huge growth helped by tailwinds such as rise in disposable incomes, changing consumer preferences, and expanding distribution channels. India has seen a fourfold increase in ice cream consumption over the past ten years. In fact, this sector is projected to reach ₹45,000 Crores in the next 3 years and more than ₹90,000 Crores in the next 8 years, said the IICMA statement. Moreover, factors such as stability of prices for essential ingredients, such as milk solids and packaging materials, have enabled the ice cream manufacturers to maintain competitive pricing and enhance profitability. Consumers are increasingly attracted to premium, health-oriented, and innovative flavours, leading brands to launch plant-based, low-sugar, and high-protein ice creams, the association said. Besides, the government is offering incentives on investments in the food processing sector. This strategic approach positions India as an attractive destination for both domestic and international investors looking to capitalise on the growing ice cream market. Rising disposable incomes, urbanisation, and evolving consumer preferences are fuelling demand, especially in tier-1 and tier-2 cities.

**Ice Cream Market Key Drivers and Trends:**

**Rising Disposable Incomes:**
As Indians' income levels increase, they are spending more on discretionary items like ice cream, contributing to market growth.

**Preference for Premium and Indulgent Ice Creams:**
Consumers are increasingly seeking out high-quality, unique, and innovative flavors, driving demand for premium ice cream brands.

**Expansion of Modern Retail:**
The growth of supermarkets, hypermarkets and convenience stores provides wider access to a diverse range of ice cream products, further boosting sales.

**Heat Waves and Long Summers:**
India's tropical climate, with long summers and heat waves, leads to increased ice cream consumption as people seek relief from the heat.

**Innovative Products and Brands:**

Leading ice cream brands are launching new and unique products to cater to evolving consumer preferences and drive market growth.

**Health and Wellness Trends:**

The increasing demand for organic and vegan products, along with the launch of health-conscious ice cream options, is another factor contributing to market growth.

**Highlights of Union Budget 2025-26**

Highlights of the Union Budget 2025-26 presented on 01st February, 2025 by the Honourable Finance Minister Mrs. Nirmala Sitaraman are as follows:

- In 2025-26, the Department of Animal Husbandry and Dairying, Government of India has been allocated ₹4,840.40 Crores.

- The scheme that received the major budgetary support of ₹1,980 Crores is the Livestock Health and Disease Control Programme followed by ₹1,000 Crores for Dairy Development and ₹800 Crores for National Livestock Mission. The other major schemes/projects that received major allocation are the Infrastructure Development Fund (₹460 Crores), Livestock Census and Integrated Sample Survey (₹250 Crores) followed by that is Animal Health Institute (₹100 Crores).

- Under the Atma Nirbhar Bharat Abhiyan stimulus package, the Animal Husbandry Infrastructure Development Fund (AHIDF) was merged with the Dairy Processing & Infrastructure Development Fund (DIDF) for incentivising investments by individual entrepreneurs, private companies, MSME, Farmers Producers Organisations (FPOs), Section 8 companies and Dairy Cooperatives to establish:
  (i) Dairy processing and value addition infrastructure,
  (ii) Meat processing and value addition infrastructure
  (iii) Animal Feed Plant
  (iv) Breed improvement technology etc.

The budget provision is also for supporting the working capital requirement of the State Co-operative Dairy Federation (erstwhile Support to State Co-operative Dairy Federations)

- **Enhanced Credit through KCC:** KCC facility is available to the AH & Dairy farmers to meet the short-term credit requirements of rearing animals and birds. The working capital components in Animal Husbandry, as per the scale of finance the recurring cost towards feeding, veterinary aid, insurance of milch animals, labour, water and electricity supply are covered in AH-KCC. The Government of India has extended the benefit of KCC to Animal Husbandry and Dairy Farmers during 2019. As of 15.11.2024, more than 41.66 lakhs fresh KCCs were sanctioned for AHD Farmers. The loan limit under the Modified Interest Subvention Scheme has been enhanced from ₹3 lakhs to ₹5 lakhs for loans taken through the KCC in this budget.

- The Union Cabinet approved the Revised National Program for Dairy Development (NPDD) with an additional budget of ₹1,000 Crores with the key objective of improved milk procurement, processing capacity, and quality control, Enhanced market access for farmers and better pricing through value addition and strengthening of the dairy supply chain to increase rural income and development.

- The Union Cabinet has also approved the Revised Rashtriya Gokul Mission (RGM) to boost the livestock sector, with an additional outlay of ₹1,000 Crores.
- The Union Budget 2025-26 has emphasized agriculture as the foremost engine of India's development.
- On January 1, 2025, the Union Cabinet approved continuation of the Pradhan Mantri Fasal Bima Yojana and Restructured Weather Based Crop Insurance Scheme till 2025-26.
- On January 1, 2025, the Union Cabinet approved the extension of One-time Special Package on Di-Ammonium Phosphate (DAP) for the period from 01.01.2025 till further orders.
- The Union Cabinet, on November 25, 2024, approved the launching of the National Mission on Natural Farming (NMNF) with a total outlay of ₹2,481 Crores.
- On October 3, 2024, the Union Cabinet approved the rationalisation ation of all Centrally Sponsored Schemes (CSS) operating under Ministry of Agriculture and Farmer's into two-umbrella Schemes viz. Pradhan Mantri Rashtriya Krishi Vikas Yojana (PM-RKVY), and Krishonnati Yojana (KY).

**BUSINESS-WISE PERFORMANCE OF THE COMPANY**

**Milk Procurement and Cattle Care**

During the year, Hatsun Agro procured the milk daily from over 5,00,000 farmers across various villages, covering most of the southern states of India and Maharashtra. Active Bulk Coolers (ABCs) have been installed at more than 1,450 locations to ensure freshness and quality, and the milk is tested for Fat and SNF levels. Payments are made directly to farmers' bank accounts every 10 days through a dedicated database. The company recorded significant growth in milk procurement in FY25 compared to FY24, supported by strategically located processing and packaging plants in Tamil Nadu, Pondicherry, Andhra Pradesh, Telangana, Karnataka, Maharashtra, and Odisha.

Hatsun Agro's cattle monitoring team continued its commitment to helping dairy farmers enhance milk production efficiency and prevent cattle ailments. The company offers an AI-powered service and a comprehensive cattle management system to help farmers improve productivity. Under the SANTOSA brand, Hatsun Agro provided a range of cattle feed and supplements to improve milk yield and quality, ensuring cattle health.

**Strategic Acquisition – Milky Moo (Odisha)**

Hatsun Agro successfully acquired Milky Moo, a well-established dairy brand, for strengthening its presence in the eastern markets as part of its growth and expansion strategy by way of acquiring the entire Shareholding in the Company Milk Mantra Dairy Private Limited (owning the brand "Milky Moo") at a price of ₹233 Crores. This acquisition aligns with the company's vision to broaden its footprint across India, enhancing its procurement and distribution capabilities in key regions. Integrating Milky Moo's processing facilities, farmer network, and product portfolio will enable Hatsun Agro to serve a broader customer base while reinforcing its commitment to quality, freshness, and innovation in the dairy sector.

Furthermore, the acquisition gives Hatsun Agro a stronger foothold in value-added dairy products, such as curd, paneer, buttermilk, and yoghurt-based items, which have seen rising consumer demand. The Company is focused on seamless integration and operational synergies to maximise the benefits of this strategic move.

**Distribution Network**

HAP daily Fresh distributes milk, milk products, juice, and cocoa-based confectionery under the brands Arokya, Hatsun, Imiyo, and Hanobar. These products are available in over 3,206+ stores across Tamil Nadu, Pondicherry, Andhra Pradesh, Telangana, Karnataka, Maharashtra, and Goa. The product range included curd, ghee, cooking butter, table butter, lassi, buttermilk, paneer, yoghurt shakes, cheese spread, juice, and cocoa-based confectionery.

HAP daily I Plus distributes Arun Ice Creams and Hatsun dairy products through more than 794+ stores, including HAP ice cream cakes and kulfis.

The company expanded its reach through 4,000+ HAP Daily outlets, which have traditionally been strong in Tamil Nadu, Pondicherry, Karnataka, Andhra Pradesh, and Telangana. The expansion has been undertaken in states and districts and across Maharashtra, Kerala, Odisha, Goa, Chhattisgarh, Madhya Pradesh, West Bengal, Jharkhand, Gujarat, Bihar, and Andaman & Nicobar Islands.

**ibaco – Premium Ice Cream Outlet**

ibaco operates over 219 premium outlets, offering a wide range of popular ice cream flavours and exciting new products developed based on positive customer feedback.

**Exports – Arun Ice Creams**

Arun Ice Creams witnessed strong growth in existing global markets, with increasing consumer preference for its products. The brand took steps to expand its global distribution and explore new markets such as Singapore, Seychelles, Brunei, Maldives, Mauritius, UAE – Ajman, etc.,.

**New Product Development**

In FY24-25, Hatsun Agro introduced a variety of new products, including ice creams - the slice it range, kulfi flavours, toppings and fermented dairy products such as yoghurt and dairy-based spreads. The company plans to expand its product portfolio further in FY25 -26.

**Infrastructure**

Hatsun Agro invested significantly in developing advanced infrastructure to support producing high-quality products. The company established cold storage facilities in multiple states to maintain product freshness. Hatsun Agro continues to expand its production capacity to meet the growing consumer demand.

**FINANCIAL PERFORMANCE**

The financial performance is covered in the Directors' Report and can be referred to in the said Report.

**DETAILS OF SIGNIFICANT CHANGES (i.e., CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS WITH EXPLANATION:**

(i) **Debtors Turnover Ratio -** This stands at 307.79 compared to the previous year's 794.27. There is a change to the extent of 61.25 percent. The main reason for the significant change is on account of increase in closing balance of Debtors.

(ii) **Inventory Turnover Ratio -** This stands at 7.11 compared to previous year's 7.88. There is a change to the extent of 9.80 percent, which is not significant.

(iii) **Interest Coverage Ratio -** This stands at 1.07 compared to previous year's figure of 1.45. The change is (25.97) percent. There is decrease in debt service coverage ratio is due to increased loan repayments

(iv) **Current Ratio -** This stands at 0.64 compared to previous year's figure of 0.86. The change is 26.06 Percent. The reason for change is mainly on account of decrease in inventory.

(v) **Total Debt to Equity Ratio -** This stands at 1.22 compared to previous year's figure of 1.44. The change is 15.84 percent, which is not significant.

(vi) **Operating Profit Margin (%) -** This stands at 4.44 compared to previous year's figure of 4.48. The change is 0.04 Percent, which is not significant.

(vii) **Net Profit Margin (%) -** This stands at 3.29 compared to previous year's figure of 3.34. The change is 1.54 percent, which is not significant.

**DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF.-**

During the financial year under review, the Company's paid up Equity Share Capital did not undergo a change. The Paid Up Equity Share Capital stood at ₹22,27,48,268. The Company's Operations resulted in transfer of Surplus to Reserves which has resulted in increase in the Networth of the Company.

**OPPORTUNITIES**

Some of the factors that contribute to the growth of the Industry are as follows:

**Significant Milk Production Across India Drives the Growth of the India Dairy Market**

The dairy industry has been recognised as one of the dynamic sectors in the Indian agricultural industry and has witnessed phenomenal growth in its production and consumption in the last 15 years. The evolution of the dairy sector in India and the remarkable role played by the cooperatives and private dairies further make India the largest milk producer by contributing 23% of global milk production. Furthermore, recent growth in milk production is the changing composition of India's uniquely structured dairy herd. According to the data from the USDA's report on India Dairy and Products Annual 2021, around half of India's milk production is from water buffalo, and the other half is from cattle, including indigenous breeds and crossbred animals. Therefore, the huge availability of milk in the country boosts the production of value-added or processed products such as cheese, butter, curd, yogurt, ghee, and paneer. In addition, milk has strong demand in Indian households considering it wholesome food and drives the market growth.

**Supportive Government Schemes to Contribute to the Stellar Growth of the Market**

Dairy farming is one of the utmost components of agricultural activities in almost every part of the world, including India. The dairy industry in India serves as a tool for socioeconomic development. Thus, the Government of India is extensively working towards maintaining the standards of the industry by introducing different schemes/initiatives across the India market. The schemes include National Action Plan for Dairy Development (NAPD), National Programme for Dairy Development (NPDD), Interest Subvention on Working Capital Loans for Dairy Sector, Nationwide Artificial Insemination Programme (NAIP), and the National Animal Disease Control Programme. These government schemes have different aims; for example, the NAPD Indian scheme was aimed to increase the national milk production from 254.55 MMT by 2021-22 to 300 MMT by 2023-24.

On the other hand, the NPDD scheme was restructured in July 2021 and focused on strengthening the infrastructure for milk quality testing and primary chilling facilities. The NAIP programme aimed to increase milk production by giving birth to genetically superior male or female bovine breeds. Hence, such new plans further help dairy farmers, cooperatives, and private processors boost milk production.

The factors discussed above, throw ample opportunities for the entrepreneurs in the Dairy Industry to scale up their existing capacities to increase their business volumes and offer opportunities to the new entrants in the Dairy business. Also, the above positive factors attract foreign investment in a large scale which benefit the Industry as a whole and the Government in particular. Employment opportunities do expand that too both in Urban and Rural Areas and the economic activity thrives in all the geographical areas and contribute to the overall economic development of the Country and the well being of People and the Cattle at large.

**Consumers' Rising Health Awareness Related to Milk Boosts the Product Demand**

Based on type, the market is segmented into milk, cheese, butter, dairy desserts, milk powder, curd & yogurt, cream, and others. The milk segment holds the highest revenue as it is recognised as an essential component of the diet of billions of people worldwide as it provides important macro and micronutrients. Moreover, with the rising popularity of natural and farm-sourced milk and the growing awareness regarding its health benefits, milk consumption is likely to increase at a higher pace in India. In addition, apart from being consumed normally, milk is the basis for many sweet and savory food preparations such as ice cream, puddings, cheese, cream soups, and milkshakes. Thus, due to the popularity of dairy in India, there have been constant efforts taken by dairy entrepreneurs/startups to develop attractive and indulgent flavors to entice consumers.

Furthermore, several uses of ghee in preparing multiple dishes are considered nutritionally more beneficial than other oils/fats, thus immensely contributing to driving its demand in recent years. Likewise, paneer has also emerged as one of the most popular dairy products in the Indian sub-continent as it contains high amount of protein. Hence, the demand for ghee also increases in the forecast period.

**By Distribution Channel Analysis**
**Online Retail Channels to Witness Strong Growth due to Increasing Preference**

Based on distribution channel, the market is segmented into supermarkets/hypermarkets, specialty retailers, online retail stores, and others. Out of all the categories, the others segment, which includes local milk vendors and convenience stores, dominate the market. The increasing number of convenience stores across the country and easy accessibility of dairy products, such as milk, curd, and paneer, at such stores significantly contribute to the segmental growth. Moreover, many consumers prefer milk vendors in India as they provide fresh and raw milk, further promoting the market growth. Factors such as easy affordability and increased profit margins for small-scale vendors are likely responsible for triggering market growth in the coming years.

Furthermore, specialty retailers are also growing swiftly in developing and developed countries, including India. Advantages such as product expertise, unparalleled customer experience, and a wide variety of higher-quality products help promote segmental growth. These stores are specialised in selling a particular product of various brands and would not offer any other product apart from the specific range. Such factors help generate huge profit income and improve sales of dairy and dairy-based products.

**Projected Key Trends for 2025**

**Continued Market Growth:**

The Indian dairy market is projected to experience significant growth, driven by factors like increasing disposable incomes and a growing middle class, leading to higher demand for milk and dairy products. The market is expected to reach ₹57,001.81 Billion by 2033, with a CAGR of 12.35% between 2025 and 2033. This growth is also supported by the industry's strong rural backbone, with millions of small-scale dairy farmers contributing to production and supply chains.

**Technological Advancements:**

The industry is embracing technological advancements across various areas, including farm management, milk processing, packaging, and supply chain logistics. Automation and digitisation are helping to boost efficiency, enhance product quality, and ensure safety. Cold chain technologies are ensuring that dairy products remain fresh and nutritionally intact during transportation and storage.

**Changing Distribution Channels:**

A significant trend is the evolution of distribution channels, particularly with the emergence of Business-to-Consumer (B2C) startups. E-commerce platforms are expanding, providing consumers with easy access to a wide range of dairy products through online channels, further disrupting traditional distribution methods.

**Focus on Value-Added Products:**

There's a growing focus on value-added dairy products like cheese, yogurt, flavored milk, and probiotic drinks, which offer higher profit margins and align with changing consumer preferences. Companies are innovating to create new and exciting products, such as camel milk ice cream, to cater to diverse consumer preferences.

**Health and Wellness Trends:**

Health and wellness are becoming increasingly important for consumers, leading to demand for functional dairy products like protein-enriched milk, lactose-free milk, and probiotic yogurt. Consumers are also seeking clean-label products that are free from artificial additives and preservatives.

**Growth of Organic Dairy Products:**

The preference for natural and chemical-free food items is driving the demand for organic dairy products like milk, curd, and ghee. Consumers are increasingly prioritising environmental sustainability and health, which is boosting the demand for organic dairy options.

During the financial year 2024 - 25, your Company implemented the required strategies to sustain the profitability by expanding geographical area of its presence, adopting new technologies, online marketing by launching “Daily Moo” App, capital investments, etc.,

Hatsun Agro remains dedicated to providing quality dairy products to consumers while ensuring fair practices for farmers. The Company expresses gratitude to its stakeholders for their continued support and looks forward to a future of sustained growth and success.

Your Company has the excellent work force to achieve its goals, implement strategies and thus constantly improve its performance and rewarding all its stakeholders. The existing Human Resource is proving to be opportunity to unearth the potential of the Company, achieve the targets/milestones and mitigate the risks due to the unforeseen external negativities like fluctuating weather conditions, competitions, etc.

**THREATS**

**Low Productivity:**

Limited access to quality feed and fodder, traditional feeding practices, and inadequate veterinary care contribute to low milk yield per animal. Lack of effective breeding programs and poor herd management further exacerbate the issue. Seasonal variations in rainfall and rising temperatures can significantly reduce milk production.

**Quality Issues:**

Poor hygiene standards during milking and milk handling lead to high microbial counts and spoilage. Adulteration and the use of contaminants like pesticides, heavy metals, and veterinary drugs pose significant risks to public health.

**Market Challenges:**

Fluctuating market prices and the lack of a minimum support price (MSP) can make dairy farming less viable, particularly for small farmers. The entry of global dairy giants with aggressive pricing strategies and access to economies of scale can pose a threat to local dairy producers. Potential trade deals with countries like the EU could restrict India's ability to control dairy exports and protect its domestic market.

**Climate Change Impacts:**

Rising temperatures and erratic rainfall patterns can disrupt fodder production, increase feed costs, and reduce milk yield.

**Infrastructure and Logistics:**

Inadequate infrastructure, including cold storage facilities and transportation networks, can lead to milk spoilage and inefficient distribution. Lack of access to technology and information can hinder the adoption of efficient dairy farming practices.

**Disease Outbreaks:**

Outbreaks of diseases like Lumpy Skin Disease can cause significant losses to the dairy sector and impact cattle population.

**Consumer Behavior:**

A segment of the population may not prioritise milk quality, leading to a lack of willingness to pay for higher-quality products.

Your Company has been leveraging on the improvement given its economies of scale and with its inherent ability to adopt new technologies, which involves large investment in the production and distribution infrastructure affordable only by bigger companies like us.

Your Company enters new markets by expanding geographical areas, launching new product range, adopting new technologies, alternative market channel like online marketing. Your Company focuses on the consistent availability and procurement of quality milk throughout the year by improving the per capital yield of animals by applying scientific methods, genetic improvement, scientific feeding, properly managed animal husbandry practices etc., Your Company constantly educates the farmers on how to maintain quality and improve milk yield by arranging supply of good quality feeds to farmers.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The CEO and CFO certification provided in the CEO and CFO certification section of the Annual Report discusses the adequacy of our internal control systems and procedures.

## INFORMATION TECHNOLOGY

Successful implementation of SAP ERP facilitates an effective online MIS system, which helps in centralised control of operations at all the units of the Company. Your Company constantly upgrades and reconfigures this application to effectively monitor the increasing scale of operations of the Company. The hardware and network infrastructure are being constantly reviewed to increase the bandwidth and reduce operational costs. This is an ongoing process and your Company is committed to leverage the benefits of IT to enhance and optimise benefits to itself and its customers. Constant training and guidance has been provided to all the end users.

## MATERIAL DEVELOPMENTS IN HUMAN RESOURCES /INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

Your Company values its human resource as the most significant asset and the key focus is to attract, retain and develop talent as a resource. Your Company provides a congenial working atmosphere which will foster creative thinking. As part of manpower development and to enhance operational efficiency, training programmes have been organised for employees at all levels, wherever necessary.

The HR programmes of the Company focus on building capabilities and engaging employees through various initiatives to help the organisation consolidate and achieve sustainable future growth for the business.

Industrial Relations remained cordial at all the manufacturing locations of the Company during the year.

Effective employee communication through various channels ensured that all the employees are kept abreast of the current business situation. This has helped your Company to build mutual trust and confidence with the employees. The total strength of the Company as on 31st March, 2025 was 5,313.

## OUTLOOK AND RISKS & CONCERNS ARE COVERED UNDER OPPORTUNITIES AND THREATS

## FORWARD LOOKING STATEMENTS

Statements in this report describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations that involve risks and uncertainties. Such statements represent the intention of the Management and the efforts being put into place by them to achieve certain goals. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances. Therefore, the investors are requested to make their own independent assessments and judgments by considering all the relevant factors before making any investment decision.

# BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR) 2025

## SECTION A: I. GENERAL INFORMATION ABOUT THE COMPANY

| S. No. | Particulars | Details |
|---|---|---|
| 1. | Corporate Identity Number (CIN) of the Company | L15499TN1986PLC012747 |
| 2. | Name of the Company | HATSUN AGRO PRODUCT LIMITED |
| 3. | Year of Incorporation | 1986 |
| 4. | Registered Office Address | No 41 (49), Janaki Ram Colony Main Road, Janaki Ram Colony, Arumbakkam, Chennai - 600106 |
| 5. | Corporate Office Address | Plot No 14, Tamil Nadu Housing Board “A” Road, Sholinganallur, Chennai - 600119 |
| 6. | E-mail id | info@hap.in |
| 7. | Telephone | 91-44-24501622 |
| 8. | Website | www.hap.in |
| 9. | Financial year for which reporting is being done | FY2024-2025 (i.e., for the FY ended 31.03.2025) |
| 10. | Name of the Stock Exchange(s) where shares are listed | Equity shares are listed on BSE Limited and National Stock Exchange of India Limited |
| 11. | Paid-up Capital | ₹22.28 Crore |
| 12. | Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the Business Responsibility and Sustainability Report (BRSR) | Mr. S Muthusami<br>Email: muthusami@hap.in<br>Ph + 91-44-24501622 |
| 13. | Reporting boundary | Disclosures made in this report are on a standalone basis pertain to Hatsun Agro Product Limited. |
| 14. | Name of assurance provider | NA |
| 15. | Type of assurance obtained | NA |

## II. PRODUCTS/SERVICES

**16. Details of business activities (accounting for 90 % of the turnover):**

| S. No. | Description of main activity | Description of Business activity | % Of turnover of the Company |
|---|---|---|---|
| 1. | Milk & Milk Products | Manufacturing, Distribution, Sales & Marketing | 100 % |

**17. Products/Services sold by the Company (accounting for 90% of the Company's turnover):**

| S. No. | Product/Service | NIC Code | % of total Turnover contributed |
|---|---|---|---|
| 1. | Milk & Milk Products | 1050 | 100 |

**III. OPERATIONS**

**18. Number of locations where plants and/or operations/offices of the Company are situated:**

| Location | Number of plants | Number of offices | Total |
|---|---|---|---|
| India | 20 | 2 | 22 |
| USA (New Jersey) | - | 1 | 1 |

**19. Markets served by the entity:**

**a. Number of locations**

| Locations | Number |
|---|---|
| National (No. of States) & Union Territories | 15 |
| International (No. of Countries) | 5 |

**b. What is the contribution of exports as a percentage of the total turnover of the Company?**

0.25 %

**c. A brief on types of customers**

The Company serves Milk and Milk Products to customers both directly as well as through distributors, end users being consumers of Milk and Milk products.

**IV. EMPLOYEES**

**20. Details as at the end of Financial Year: March 31, 2025.**

**a. Employees and Workers (including differently abled):**

| S.No | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No.(B) | % (B/A) | No.(C) | % (C/A) |
| | | | EMPLOYEES | | | |
| 1. | Permanent (D) | 2,159 | 2,074 | 96% | 85 | 4% |
| 2. | Other than Permanent (E) | 742 | 724 | 98% | 18 | 2% |
| 3. | Total Employees (D+E) | 2,901 | 2,798 | 96% | 103 | 4% |
| | | | WORKERS | | | |
| 4. | Permanent (F) | 1,736 | 1,704 | 98% | 32 | 2% |
| 5. | Other than Permanent (G) | 676 | 658 | 97% | 18 | 3% |
| 6. | Total Workers (F+G) | 2,412 | 2,362 | 98% | 50 | 2% |

**b. Differently abled Employees and Workers:**

| S.No | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No.(B) | % (B/A) | No.(C) | % (C/A) |
| DIFFERENTLY ABLED EMPLOYEES | | | | | | |
| 1. | Permanent (D) | 5 | 5 | 100 | 0 | 0 |
| 2. | Other than Permanent (E) | 0 | 0 | 0 | 0 | 0 |
| 3. | Total Differently abled Employees (D+E) | 5 | 5 | 100 | 0 | 0 |
| DIFFERENTLY ABLED WORKERS | | | | | | |
| 4. | Permanent (F) | 0 | 0 | 0 | 0 | 0 |
| 5. | Other than Permanent (G) | 0 | 0 | 0 | 0 | 0 |
| 6. | Total Differently abled Workers (F+G) | 0 | 0 | 0 | 0 | 0 |

**21. Participation/Inclusion/Representation of women**

| | Total (A) | No. and percentage of Females | |
|---|---|---|---|
| | | No.(B) | % (B/A) |
| Board of Directors | 8 | 2 | 25 |
| Key Management Personnel | 4 | 0 | 0 |

**22. Turnover rate for permanent employees/workers: (Past 3 Years)**

| EMPLOYEES | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | FY 2024 - 25 | | | FY 2023- 24 | | | FY 2022 - 23 | | |
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Employees | 34.73% | 28.74% | 34.53% | 21.66% | 30.14% | 22.01% | 18.89% | 19.67% | 18.92% |

| WORKERS | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | FY 2024 - 25 | | | FY 2023- 24 | | | FY 2022 - 23 | | |
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Workers | 29.08% | 37.31% | 29.29% | 21.01% | 48.00% | 24.52% | 14.23% | 25.00% | 14.69% |

**V. Holding, Subsidiary and Associate Companies (including joint ventures)**

**23. Names of holding/subsidiary/associate companies/joint ventures**

| S.No | Name of the holding /Subsidiary/associate companies/joint ventures (A) | Indicate whether holding/Subsidiary/ Associate/Joint Venture | % of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|---|---|---|---|---|
| 1. | Milk Mantra Dairy Private Limited | Subsidiary Company | 100% | No |

## VI. CSR DETAILS

**24. Whether Corporate Social Responsibility (CSR) is applicable as per section 135 of the Companies Act, 2013:** Yes

(ii) Turnover: ₹8,667.24 Crores (As on 31.03.2025)

(iii) Net worth: ₹1,724.21 Crores (As on 31.03.2025)

## VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) (If yes, then Provide web-link for grievance redressal policy) | FY 2024 - 2025 | | | FY 2023 - 2024 | | |
|---|---|---|---|---|---|---|---|
| | | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Communities | Yes, a mechanism is in place to interact with various Stakeholders and address their concerns Web link: www.hap.in | NIL | NIL | - | NIL | NIL | - |
| Investors (other than shareholders) | | NIL | NIL | - | NIL | NIL | - |
| Shareholders | | NIL | NIL | - | NIL | NIL | - |
| Employees and workers | | NIL | NIL | - | NIL | NIL | - |
| Customers | | 324 | 318 | Please refer to the Note given below. | 279 | 276 | Please refer to the Note given below. |
| Value Chain Partners | | NIL | NIL | - | NIL | NIL | - |
| Others | | NIL | NIL | NIL | NIL | NIL | NIL |

Note: Complaints related to products. All the Complaints are attended to and resolved immediately. Pending numbers relate to the Customers who are not reachable.

**26. Overview of the Company's material responsible business conduct issues**

Indicated below are material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to Company's business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications.

| S. No. | Material issue identified | Indicate whether risk or opportunity (R/O | Rationale for identifying the risk/ opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 1 | GHG Emissions | Risk | With an increase in the manufacturing capacity - to keep up with the production demand, the GHG emissions will go up | The Company is progressively working towards use of new and improved technology providing efficient system to reduce GHG Emissions with which this risk can be mitigated. | Negative – The Company may be required to set up improved and efficient systems and processes to reduce the GHG Emissions which will require a new or additional setting up of required facilities resulting in additional capital/ revenue expenditure. |
| 2 | Waste Management | Opportunity | HAP has a robust collection and recycling process for its plastic waste. We also convert ETP scum to compost which is used in irrigation land | Better usage of our waste segregation and collection processes to improve the efficiency of the process | Positive – The waste generated (Scum) is used back in our land. Plastic recycling reduces further costs on plastic packaging. |
| 3 | Water Management | Risk | Water being a finite resource will pose a risk to the operations of our business. | HAP has a community led water management and conservation projects. Rainwater harvesting is being practiced in our manufacturing locations. Reduction in raw water usage in manufacturing facilities implemented. | Positive- We are taking efforts to ensure efficient water management to reduce cost and burden on the environment. |
| 4 | Energy Management | Opportunity | Processes and Systems are in place to ensure maximum energy efficiency and this will be continuously improved | HAP sources Power from Solar panels, Bio gas etc., this and usage of LEDs and natural lighting ensures effective energy management and mitigate the risk. | Positive – Any cost incurred for improving the energy management system will fetch positive outcomes and reduced cost in the long run. |
| 5 | Employee Health and Safety | Risk | This can lead to decreased productivity | Many efforts and initiatives have been put in place to ensure employee health and safety. | Neutral – Immediate incurring of expenditure on this count will result in financial outgo. But, Any cost incurred towards employee health and safety will yield positive results in the long term |

**SECTION B**

**MANAGEMENT AND PROCESS DISCLOSURES**

This Section is aimed at helping businesses demonstrate the Structures, Policies and Processes put in place towards adopting the NGRBC Principles and Core elements.

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

| | Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| | **Policy and management processes** | | | | | | | | | |
| 1. | a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| | b. Has the policy been approved by the Board? (Yes/No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| | c. Web Link of the Policies, if available | https://www.hap.in/pdf/policies/brsr-policies.pdf | | | | | | | | |
| 2. | Whether the entity has translated the policy into procedures. (Yes/No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 3. | Do the enlisted policies extend to your value chain partners? (Yes/No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 4. | Name of the national and international codes/ certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle. | As a proof of Commitment to consistent quality assurance, Hatsun has the necessary policy/ies that conform/s to the National Standards viz.,<br>ISO 22000<br>FSSC 22000<br>Export Import certification (EIC) | | | | | | | | |
| 5. | Specific commitments, goals and targets set by the entity with defined timelines, if any. | 1. The company is committed to achieve the goal of utilising Biogas to the extent of about 1200 units per day of gas generation replacing the present utilisation of electricity<br>2. The company targets to plant 2500 trees in all its plants | | | | | | | | |
| 6. | Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met. | 1. The company achieved about 1000 units per day by utilisation of gas generated. The shortfall was due to the delay in receipt of necessary input materials from our vendors.<br>2. The company planted about 35000 trees in its plants. | | | | | | | | |

**Governance, leadership, and oversight**

**7. Statement by Director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements (listed Company has flexibility regarding the placement of this disclosure).**

Doing business in a responsible and sustainable manner is one of the key goals for us. The Company is committed to integrating environmental, social and governance (ESG) principles into its business. We instituted practices like monitoring consumption of resources and setting targets towards reduction in consumption of electricity, fuel, water, and various other practices. The Company has also established policy for Environment, Health, and Safety - Managing Director.

**8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies)**

Managing Director (DIN: 10773578) under the guidance of the Board of Directors and its Committees is responsible for implementation and oversight of the Business Responsibility policies.

**9. Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No) - Yes.**

**If yes, provide details.**

Risk Management Committee as the Board Committee is responsible for sustainability related issues.

**10. Details of Review of NGRBCs by the Company:**

| Subject for Review | Indicate whether review was undertaken by Director /Committee of the Board /Any other Committee | | | | | | | | | Frequency (Annually/Half yearly/Quarterly/Any other – please specify) | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up action | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Annually. | | | | | | | | |
| Compliance With statutory requirements of relevance to the principles, and, rectification of any non-compliances | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Yes | Annually. | | | | | | | | |

**11. Has the Company carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.**

No. However all the policies and processes are subject to audits/reviews done internally in the Company from time to time.

**12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:**

All the principles are covered by the policies.

**SECTION C**

**PRINCIPLE WISE PERFORMANCE DISCLOSURES**

**PRINCIPLE 1. BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE:**

**ESSENTIAL INDICATORS**

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

During the year, the Board of Directors of the Company (including its committees) has invested time on various updates comprising matters relating to an array of issues pertaining to the business, regulations, economy and environmental, social and governance parameters.

| Segment | Total number of training and awareness programs held | Topics/Principles covered under the training and its impact | % of persons in respective category covered by the awareness programs |
|---|---|---|---|
| Board of Directors | 4 | All the Policies and Business updates | 100 |
| Key Managerial Personnel | 4 | 1. Anti-Bribery & Anti-Corruption (ABAC) Policy<br>2. HAP Code of Conduct<br>3. Prevention of Sexual Harassment (POSH)* | 100 |
| Employees other than BOD and KMPs | 7 | 1.Compliance training for Specific Roles<br>2. Prevention of Sexual Harassment (POSH) | 50.40 |
| Workers | 53 | 1. Induction Training & EHS Training<br>2. Prevention of Sexual Harassment (POSH)<br>3 . Process Training<br>a) GMP Training (Good Manufacturing Practices)<br>b) GHP Training (Good Hygiene Practices)<br>c) SOP Training<br>d) Food safety Training<br>4. HAP Code of Conduct | 45 |

**2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):**

| Monetary | | | | | |
|---|---|---|---|---|---|
| Type | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In INR) | Brief of the Case | Has an appeal been preferred? (Yes/No) |
| Penalty/Fine<br>Settlement<br>Compounding Fee | NIL | | | | |

| | Non – Monetary | | | |
|---|---|---|---|---|
| Type | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institution | Brief of the Case | Has an appeal been preferred? (Yes/No) |
| Imprisonment<br>Punishment | NIL | | | |

**3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.**

Nil.

**4. Does the Company have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, the Company has an anti-corruption and anti-bribery policy which is available on the website of the Company.

weblink: https://www.hap.in/pdf/policies/Anti%20Corruption%20Anti%20Bribery%20Policy.pdf

**5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:**

| Catagery | FY 2024 - 25 | FY 2023 - 24 |
|---|---|---|
| Directors<br>KMPs<br>Employees<br>Workers | Nil | Nil |

**6. Details of complaints regarding conflict of interest:**

| Particulars | Number | Remarks | Number | Remarks |
|---|---|---|---|---|
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | Nil | | | |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs | Nil | | | |

**7. Details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest**

Not applicable.

**8. Number of days of accounts payables ((Accounts payable *365)/Cost of goods/services procured) in the following format:**

| | FY 2024 - 25 | FY 2023 - 24 |
|---|---|---|
| No. of days of accounts payables | 15.88 | 10.59 |

**9. Open-ness of business**

Details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties.

| Parameter | Metrics | FY 2024 - 25 | FY 2023 - 24 |
|---|---|---|---|
| Concentration of Purchases | a. Purchases from trading houses as % of total purchases | Nil | Nil |
| | b. Number of trading houses where purchases are made from | Nil | Nil |
| | c. Purchases from top 10 trading houses as % of total purchases from trading houses | Nil | Nil |
| Concentration of Sales | a. Sales to dealers/distributors as % of total sales | 90.42 | 98.50 |
| | b. Number of dealers/distributors to whom sales are made | 4,448 | 3,400 |
| | c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors | 3.13 | 0.80 |

| Parameter | Metrics | FY 2024 - 25 | FY 2023 - 24 |
|---|---|---|---|
| Share of RPT's-in | a. Purchase (Purchases with related parties/Total Purchases) | 0.00%* | 0.00% |
| | b. Sales (Sales to related parties/Total Sales) | 0.24% | Nil |
| | c. Loans & advances (Loans & advances given to related parties/Total loans & advances) | Nil | Nil |
| | d. Investments (Investments in related parties/Total Investments made) | 87.33% | Nil |

* is less than rounding of norms of the company.

**PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE:**

**ESSENTIAL INDICATORS**

**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the Company, respectively**

| Catagery | FY 2024 - 25 (₹ in Crores) | FY 2023 - 24 (₹ in Crores) | Details of improvements in environmental and social impacts |
|---|---|---|---|
| R&D | 0 | 0 | In all the investments, company focusses at sustainable technologies, human health, and well-being |
| Capex | 16.62 | 12.83 | Projects for Pollution Control, Safety for Employee & Community, Climate Change, Solar energy into electricity etc. |

**2. a. Does the Company have procedures in place for sustainable sourcing?**
No. However HAP plans to introduce sustainable sourcing in the coming years.

**b. If yes, what percentage of inputs were sourced sustainably?**
Not applicable.

**3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life.**

**a) Plastics (including packaging)**
We collect plastic waste through waste management agencies and dispose through Pollution Control Board authorised recyclers.

**b) E-waste**
This is not applicable as the company is not reclaiming any E-waste. Our E-waste (generated within premises) broadly includes computers, servers, scanners, PSs, batteries, air conditioners etc. All such E-wastes are being disposed off through registered E-waste vendors from Pollution Control Board.

**c) Hazardous waste**
Our products do not involve in generation of hazardous waste; hence it is not applicable.

**d) Other waste**
Not applicable.

**4. Whether Extended Producer Responsibility (EPR) is applicable to the Company's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

Our packing material goes to the end user directly and for that EPR is applicable to us. The Company is recycling it through WMA (Waste Management Agencies) via certified recyclers as per waste collection plan submitted to Central Pollution Control Board ('CPCB').

**PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS:**

**ESSENTIAL INDICATORS**

**1. a. Details of measures for the well-being of employees:**

| Category | Percentage of Employees covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health Insurance | | Accident Insurance | | Maternity Benefits | | Paternity Benefits | | Day Care Facilities | |
| | | Number (B) | % (B/A) | Number (C) | % (C/A) | Number (D) | % (D/A) | Number (E) | % (E/A) | Number (F) | % (F/A) |
| | Permanent Employees | | | | | | | | | | |
| Male | 2074 | 2074 | 100% | 2074 | 100% | NA | NA | NIL | NIL | 2074 | 100% |
| Female | 85 | 85 | 100% | 85 | 100% | 85 | 100% | NIL | NIL | 85 | 100% |
| Total | 2159 | 2159 | 100% | 2159 | 100% | 85 | 4% | NIL | NIL | 2159 | 100% |
| | Other than Permanent Employees | | | | | | | | | | |
| Male | 724 | 724 | 100% | 724 | 100% | NA | NA | NIL | NIL | 724 | 100% |
| Female | 18 | 18 | 100% | 18 | 100% | 18 | 100% | NIL | NIL | 18 | 100% |
| Total | 742 | 742 | 100% | 742 | 100% | 18 | 2% | NIL | NIL | 742 | 100% |

**b. Details of measures for the well-being of workers**

| Category | % of workers covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health Insurance | | Accident Insurance | | Maternity Benefits | | Paternity Benefits | | Day Care Facilities | |
| | | Number (B) | % (B/A) | Number (C) | % (C/A) | Number (D) | % (D/A) | Number (E) | % (E/A) | Number (F) | % (F/A) |
| | Permanent Workers | | | | | | | | | | |
| Male | 1704 | 1704 | 100% | 1704 | 100% | NA | NA | NIL | NIL | 1704 | 100% |
| Female | 32 | 32 | 100% | 32 | 100% | 32 | 100% | NIL | NIL | 32 | 100% |
| Total | 1736 | 1736 | 100% | 1736 | 100% | 32 | 2% | NIL | NIL | 1736 | 100% |
| | Other than Permanent Workers | | | | | | | | | | |
| Male | 658 | 658 | 100% | 658 | 100% | NA | NA | NIL | NIL | 658 | 100% |
| Female | 18 | 18 | 100% | 18 | 100% | 18 | NA | NIL | NIL | 18 | 100% |
| Total | 676 | 676 | 100% | 676 | 100% | 18 | 3% | NIL | NIL | 676 | 100% |

**c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent)**

| | FY 2024 - 25 | FY 2023 - 24 |
|---|---|---|
| Cost incurred on well-being measures as a % of total revenue of the company | Nil | Nil |

**2. Details of retirement benefits, for current and previous Financial Year:**

| Benefits | FY 2024 - 25 | | | FY 2023 - 24 | | |
|---|---|---|---|---|---|---|
| | No of employees covered as a % of total employees | No of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N. A) | No of employees covered as a % of total employees | No of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N. A) |
| PF | 100% | 100% | Y | 100% | 100% | Y |
| Gratuity | 100% | 100% | Y | 100% | 100% | Y |
| ESI | 24% | 57% | Y | 31.48% | 14.02% | Y |
| Others – please specify | - | - | | - | - | - |

**3. Accessibility of workplaces: Are the premises/offices of the Company accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not,whether any steps are being taken by the Company in this regard.**

Yes. All our plant premises and head office are accessible to differently abled employees.

**4. Does the Company have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Equal opportunity is covered as part of our HAP Code of Conduct. web-link:www.hap.in

The Company provides equal opportunities to all its employees and to all eligible applicants for employment in the Company. It does not unfairly discriminate on any ground including race, caste, religion, colour, ancestry, marital status, gender, sexual orientation, age, nationality, ethnic origin, disability, or any other category prescribed by applicable law. The Company also has a Diversity Policy addressing the persons with disability.

The Company has zero tolerance for harassment and discrimination of employees at the workplace. We promote a culture wherein employees can freely raise and discuss issues concerning themselves with their Superiors, or Regional HR Managers.

We have a robust policy on Prevention of Sexual Harassment at workplace (POSH) and a formal process for dealing with harassment or discrimination complaints. Further regular communication and awareness campaigns are conducted by the Company for employees at regular intervals.

**5. Return to work and Retention rates of permanent employees and workers that took parental leave:**

| Gender | Permanent employees | | Permanent workers | |
|---|---|---|---|---|
| | Return to work rate | Retention rate | Return to work rate | Retention rate |
| **Male** | - | - | - | - |
| **Female** | - | - | - | - |
| **Total** | - | - | - | - |

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief:**

| | Yes/No (if yes, then give details of the mechanism in brief) |
|---|---|
| Permanent workers | Yes, The Company has a system where employees can freely raise and discuss issues concerning themselves with their Superiors, Business Leaders, or Human Resource (HR) Managers. The Company has created several channels through which employees can discuss, have an engagement, and seek clarification on their issues. The employees can provide their feedback or complaints to their respective HR managers |
| Other than permanent workers | |
| Permanent employees | |
| Other than permanent employees | |

**7. Membership of employees and worker in association(s) or Unions recognised by the listed Company.**

Nil.

**8. Details of training given to employees and workers:**

| EMPLOYEES | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Category | FY 2024 - 25 | | | | | FY 2023 - 24 | | | | |
| | Total Employees (A) | On Health & safety measures | | On Skill upgradation | | Total Employees (D) | On Health & safety measures | | On Skill upgradation | |
| | | Number (B) | % (B/A) | Number (C) | % (C/A) | | Number (E) | % (E/D) | Number (F) | % (F/D) |
| Male | 2798 | 2454 | 88% | 1876 | 67% | 2394 | 87 | 4% | 1511 | 63% |
| Female | 103 | 87 | 84% | 84 | 82% | 94 | 8 | 9% | 76 | 81% |
| Total | 2901 | 2541 | 88% | 1960 | 68% | 2488 | 95 | 4% | 1587 | 64% |

| WORKERS | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Category | FY 2024 - 25 | | | | | FY 2023 - 24 | | | | |
| | Total Employees (A) | On Health & safety measures | | On Skill upgradation | | Total Employees (D) | On Health & safety measures | | On Skill upgradation | |
| | | Number (B) | % (B/A) | Number (C) | % (C/A) | | Number (E) | % (E/D) | Number (F) | % (F/D) |
| Male | 2362 | 1978 | 84% | 1756 | 74% | 2665 | 269 | 10% | 1154 | 43% |
| Female | 50 | 45 | 90% | 43 | 86% | 69 | 12 | 17% | 58 | 84% |
| Total | 2412 | 2023 | 84% | 1799 | 75% | 2734 | 281 | 10% | 1212 | 44% |

**9. Details of performance and career development reviews of employees and worker:**

| Category | FY 2024 - 25 | | | FY 2023 - 24 | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. (B) | % (B/A) | Total (C) | No. (D) | % (D/C) |
| | EMPLOYEES | | | | | |
| Male | 2798 | 2798 | 100% | 2394 | 2394 | 100% |
| Female | 103 | 103 | 100% | 94 | 94 | 100% |
| Total | 2901 | 2901 | 100% | 2488 | 2488 | 100% |
| | WORKERS | | | | | |
| Male | 2362 | 2362 | 100% | 2665 | 2665 | 100% |
| Female | 50 | 50 | 100% | 69 | 69 | 100% |
| Total | 2412 | 2412 | 100% | 2734 | 2734 | 100% |

**10. Health and safety management system:**

**a. Implementation of occupational health and safety management system has been implemented by the Company along with extent of coverage.**

Yes, The Safety & Health Management system covers activities across all manufacturing locations, offices, research laboratories and supply chain partners and ensure the protection of environment and health & safety of its employees, contractors, visitors, and relevant stakeholders.

**b. Processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the Company.**

- Work Permit System
- Internal & External Audit
- Near Miss and Incident Reporting system
- Safety Observation system
- Noise Assessment
- Hazard Identification and Risk Analysis

**c. Whether the Company has Processes for identification and reporting of occupational hazards by workers and action to be taken to remove themselves from such risks.**

Yes, we encourage our employees to report near-miss incidents identified which is analysed and corrective action taken. All sites have specific procedure for reporting of work-related hazard, injuries, unsafe condition, and unsafe act.

**d. Do the employees/workers of the Company have access to non-occupational medical and healthcare services? (Y/N)**

Yes, first aid kits are always maintained and are available on the premises. All the employees are covered under health insurance scheme/ESI scheme

**11. Details of safety related incidents, in the following format:**

| Safety Incident/Number | Category | FY 2024 - 25 | FY 2023 - 24 |
|---|---|---|---|
| Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) | Employees | 0 | 0 |
| | Workers | 0 | 0 |
| Total recordable work-related injuries | Employees | 0 | 0 |
| | Workers | 0 | 0 |
| No. of fatalities | Employees | 0 | 0 |
| | Workers | 0 | 0 |
| High consequence work-related injury or ill-health (excluding fatalities) | Employees | 0 | 0 |
| | Workers | 0 | 0 |

**12. Measures taken by the Company to ensure a safe and healthy workplace:**

- Medical examination done yearly once
- Quarterly fire drills are carried out at all locations
- Fire alarm systems and smoke detectors are installed at all premises
- Fire extinguishers are kept filled to ensure effective use during fire
- Emergency Contact details such as Police, Hospitals and Fire Brigade are also displayed on the display board
- Fire exits

**13. Number of Complaints on the following made by employees and workers:**

| Category | FY 2024 - 25 | | | FY 2023 - 24 | | |
|---|---|---|---|---|---|---|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | Nil | | | Nil | | |
| Health & Safety | | | | | | |

**14. Assessments for the year:**

| Category | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Health and safety practices | 100 % |
| Working Conditions | 100 % |

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health and safety practices and working conditions.**

All critical factors involved in an incident are determined through root cause analysis & investigation and corrective/preventive actions are identified to prevent recurrence.

The detailed investigation and root causes identified by internal cross-functional team are reviewed by the Senior Management. Learning from incident is further discussed in the morning safety meeting, toolbox talk, safety committee meet, contractor communication meet, etc. to bring awareness and prevent recurrence of incidents. The closure of investigation action points is reviewed in safety reviews on a periodic basis.

**PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS:**

**ESSENTIAL INDICATORS:**

**1. Describe the processes for identifying key stakeholder groups of the Company.**

The key stakeholders are identified through impact assessment process. The stakeholders who are having immediate impact on the functioning of the Company are identified as the key stakeholders. At present, the key stakeholders are Shareholders, Employees, Vendors, Customers, Regulators, Suppliers and Farmers.

**2. List stakeholder groups identified as key for the Company and the frequency of engagement with each stakeholder group.**

| Stakeholder Group | Whether identified as Vulnerable & Marginalised Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Others | Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|---|---|---|---|---|
| Shareholders | No | Annual General Meeting, Postal Ballot, E Mail, Quarterly updates and Company website. | Ongoing | Overall performance and Operations of the Company, Dividend, Profitability, Growth Prospects, Financial indicators such as Earnings Before Interest and Tax, Profit After Tax etc., |
| Employees | No | E-Mail, HAP HUB Portal, Review Meetings | Ongoing | Employee engagement, performance and well being. |
| Vendors | No | E-Mail, Vendor meetings | Ongoing | Vendor engagement |
| Customers | No | Newspaper Advertisements, Television Commercial Advertisements in Public places, Pamphlets, Company website | Ongoing | Production, Product quality, Product availability, Marketing |
| Regulators | No | Newspaper Advertisements, Company Website E-Mail, Periodic Statutory Filings | Ongoing | Compliance of Statutory Provisions within the stipulated time |
| Suppliers | No | E-Mail, periodic meetings | Ongoing | Supplier engagement, Quality, Timely delivery and payments |
| Farmers | No | On site Meetings | Ongoing | Timely payment for milk procurement |

**PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS:**

**ESSENTIAL INDICATORS:**

**1. Employees and workers who have been provided training on human rights issues and policy(ies) of the Company:**

| Category | FY 2024 - 25 | | | FY 2023 - 24 | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. of employees/ workers covered (B) | % (B/A) | Total (C) | No. of employees/ workers covered (D) | % (D/C) |
| | Employees | | | | | |
| Permanent | Nil. Our Company is in the process of instituting appropriate system to provide training on human rights issues and policy(ies) of the Company to all its employees | | | | | |
| Other than permanent | | | | | | |
| Total Employees | | | | | | |
| Workers | | | | | | |
| Permanent | Nil. Our Company is in the process of instituting appropriate system to provide training on human rights issues and policy(ies) of the Company to all its workers. | | | | | |
| Other than permanent | | | | | | |
| Total Employees | | | | | | |

**2. Details of minimum wages paid to employees and workers**

| Category | FY 2024 - 25 | | | | | FY 2023 - 24 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Equal Minimum Wage | | More than Minimum Wage | | Total (D) | Equal Minimum Wage | | More than Minimum Wage | |
| | | No.(B) | % (B/A) | No.(C) | % (C/A) | | No.(E) | % (E/D) | No.(F) | % (F/D) |
| Employees | | | | | | | | | | |
| Permanent | | | | | | | | | | |
| Male | 2074 | 0 | 0% | 2074 | 100% | 1785 | 0 | 0% | 1785 | 100% |
| Female | 85 | 0 | 0% | 85 | 100% | 72 | 0 | 0% | 72 | 100% |
| Other than Permanent | | | | | | | | | | |
| Male | 724 | 0 | 0% | 724 | 100% | 609 | 0 | 0% | 609 | 100% |
| Female | 18 | 0 | 0% | 18 | 100% | 22 | 0 | 0% | 22 | 100% |

| Category | FY 2024 - 25 | | | | | FY 2023 - 24 | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Equal Minimum Wage | | More than Minimum Wage | | Total (D) | Equal Minimum Wage | | More than Minimum Wage | |
| | | No.(B) | % (B/A) | No.(C) | % (C/A) | | No.(E) | % (E/D) | No.(F) | % (F/D) |
| Workers | | | | | | | | | | |
| Permanent | | | | | | | | | | |
| Male | 1704 | 0 | 0% | 1704 | 100% | 2195 | 0 | 0% | 2195 | 100% |
| Female | 32 | 0 | 0% | 32 | 100% | 44 | 0 | 0% | 44 | 100% |
| Other than Permanent | | | | | | | | | | |
| Male | 658 | 0 | 0% | 658 | 100% | 470 | 0 | 0% | 470 | 100% |
| Female | 18 | 0 | 0% | 18 | 100% | 25 | 0 | 0% | 25 | 100% |

**3. Details of remuneration/salary/wages:**

**a. Median remuneration/wages**

| | Male | | Female | |
|---|---|---|---|---|
| | **Number** | **Median remuneration/ salary/wages of respective category** | **Number** | **Median remuneration/ salary/wages of respective category** |
| Board of Directors (BoD) | 2 | ₹1,03,72,333 | Nil | Nil |
| Key Managerial Personnel | 3 | ₹34,83,525 | Nil | Nil |
| Employees other than BoD and KMP | 2,794 | ₹27,613 | 103 | ₹31,500 |
| Workers | 2,362 | ₹19,761 | 50 | ₹18,530 |

**b. Gross wages paid to females as % of total wages paid by the entity:**

| | FY 2024 - 25 | FY 2023 - 24 |
|---|---|---|
| Gross wages paid to females as % of total wages | 3.02% | 2.83% |

**4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Y/N)**

The Head of Human Resources responsible for the human resources function and Chief Operating Officer shall jointly oversee and address any issue arising from any human rights impact or issues caused or contributed to by the business.

**5. Internal mechanisms in place to redress grievances related to Human Rights issues.**

The mechanism to redress grievances under human rights is same as for other grievances. On receipt of any Complaint by through email, letter, oral, etc., Human resources department will investigate and appropriate action will be taken within the stipulated time.

**6. Number of Complaints on the following made by employees and workers:**

| Category of Complaints | FY 2024 - 2025 | | FY 2023 - 2024 | |
|---|---|---|---|---|
| | **Filed during the year** | **Pending resolution at the end of year** | **Filed during the year** | **Pending resolution at the end of year** |
| Sexual Harassment | NIL | NIL | NIL | NIL |
| Discrimination at workplace | NIL | NIL | NIL | NIL |
| Child Labour | NIL | NIL | NIL | NIL |
| Forced Labour/ Involuntary Labour | NIL | NIL | NIL | NIL |
| Wages | NIL | NIL | NIL | NIL |
| Other human rights related issues | NIL | NIL | NIL | NIL |

**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

| Particulars | FY 2024 - 25 | FY 2023 - 24 |
|---|---|---|
| Total Complaints reported under sexual harassment of Women at workplace (prevention, prohibition, and redressal) Act 2013 (POSH) | Nil | Nil |
| Complaints on POSH as a % of female employees/workers | Nil | Nil |
| Complaints on POSH upheld | Nil | Nil |

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

The Company is committed to a workplace free of harassment, including sexual harassment at the workplace, and has zero tolerance for such unacceptable conduct. HAP encourages reporting of any harassment concerns and is responsive to complaints about harassment or other unwelcome or offensive conduct. Committees have been constituted across locations to enquire into complaints of sexual harassment and to recommend appropriate action. Regular awareness and training sessions are conducted to ensure that the employees are fully aware of the aspects of sexual harassment and of the redressal mechanism.

**9. Do human rights requirements form part of your business agreements and contracts? (Yes/No).**

Yes. Human rights requirements form a part of the Company's business agreements and contracts as and where relevant.

**10. Assessments for the year:**

| Particulars | % of plants and offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Child labor | All the Offices and Plants of the Company were assessed by the Company's internal Audit Team and Compliance ensured. |
| Forced/involuntary labor | |
| Sexual harassment | |
| Discrimination at workplace | |
| Wages | |
| Others – please specify | NIL |

**11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 10 above.**

Not applicable.

**PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT:**

**ESSENTIAL INDICATORS:**

**1. Details of total energy consumption (in Joules or multiples) and energy intensity:**

| Parameter | FY 2024 - 25 | FY 2023 - 24 |
|---|---|---|
| From renewable sources | | |
| Total electricity consumption (A) (in GJ) | 3,27,975 | 3,39,519 |
| Total fuel consumption (B) | NIL | NIL |
| Energy consumption through other sources (C) | NIL | NIL |
| **Total energy consumed from renewable sources (A+B+C) in GJ** | **3,27,975** | **3,39,519** |
| From non-renewable sources | | |
| Total electricity consumption (D) in GJ | 2,96,648 | 2,40,818 |
| Total fuel consumption (E) in GJ | 14,51,949 | 13,68,181 |
| Energy consumption through other sources (F) | NIL | NIL |
| **Total energy consumed from non- renewable sources (D+E+F) in GJ** | **17,48,597** | **16,08,999** |
| **Total energy consumed (A+B+C+D+E+F) in GJ** | **20,76,572** | **19,48,518** |
| Energy intensity per rupee of turnover (Total energy consumed/Revenue from operations) | 239.58 GJ/Crore | 243.86 GJ/Crore |
| Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/Revenue from operations adjusted for PPP) | NA | NA |
| Energy intensity in terms of physical output | 0.0015 GJ/Litre of milk | 0.0015 GJ/Litre of milk |
| Energy intensity (optional) - the relevant metric may be selected by the entity | - | - |

Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No.

**2. Does the Company have any sites/facilities identified as designated consumers (DCs) under the Performance,Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

Not applicable.

**3. Details of disclosures related to water.**

| Parameter | FY 2024 - 25 | FY 2023 - 24 |
|---|---|---|
| **Water withdrawal by source (in kiloliters)** | | |
| (i) Surface water | 0 | 0 |
| (ii) Groundwater | 9,88,196 | 8,79,039 |
| (iii) Third party water | 21,42,079 | 16,96,640 |
| (iv) Seawater/desalinated water | 0 | 0 |
| (v) Others (Milk condensate) | 1,58,778 | 2,61,847 |
| (vi) Others (rain water) | 11,935 | 5.409 |
| **Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)** | 31,30,275 | 25,75,679 |
| **Total volume of water consumption (in kilolitres)** | 33,00,988 | 28,42,935 |
| Water intensity per rupee of turnover (Total water consumption/Revenue from operations | 380.85 KL/Crore | 355.81 KL/Crore |
| **Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total water consumption/Revenue from operations adjusted for PPP) | NA | NA |
| **Water intensity in terms of physical output** | 2.44 Litre water /Litre of milk | 2.18 Litre water /Litre of milk |
| Water intensity (optional) – the relevant metric may be selected by the entity Turnover (Water Consumed/Turnover) | - | - |

Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency?

**No.**

**4. Details related to water discharged:**

| Parameter | FY 2024 - 25 | FY 2023 - 24 |
|---|---|---|
| **Water discharge by destination and level of treatment (in kiloliters)** | | |
| (i) To Surface water | | |
| - No treatment | 0 | 0 |
| - With treatment – please specify level of treatment | 0 | 0 |
| (ii) To Groundwater | | |
| - No treatment | 0 | 0 |
| - With treatment – please specify level of treatment | 0 | 0 |
| (iii) To Seawater | | |
| - No treatment | 0 | 0 |
| - With treatment – please specify level of treatment | 0 | 0 |
| (iv) Sent to third-parties | | |
| - No treatment | 69,595 | 58,996 |
| - With treatment – please specify level of treatment | 0 | 0 |
| (v) Others | | |
| - No treatment | 0 | 0 |
| - With treatment – Effluent treatment plant | 24,14,131 | 21,86,616 |
| **Total water discharged (in kiloliters)** | **24,83,726** | **22,45,612** |

Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency?

No.

**5. Has the Company implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

No.

**6. Details of air emissions (other than GHG emissions) by the Company.**

| Parameter | Unit | FY 2024 - 25 | FY 2023 - 24 |
|---|---|---|---|
| NOx | mg/Nm$^3$ | 26 | 12 |
| SOx | mg/Nm$^3$ | 33 | 43 |
| Particulate matter (PM) | mg/Nm$^3$ | 75 | 74 |
| Persistent organic pollutants (POP) | NA | NA | NA |
| Volatile organic compounds (VOC) | NA | NA | NA |
| Hazardous air pollutants (HAP) | NA | NA | NA |
| Others - please specify | NA | NA | NA |

**Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency?**

No.

**7. Details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) and its intensity, in the following format:**

| Parameter | Unit | FY 2024 - 25 | FY 2023 - 24 |
|---|---|---|---|
| **Total Scope 1** (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | Metric tons of CO2 equivalent | 98,543 | 87,373 |
| **Total Scope 2 emissions** (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) | Metric tons of CO2 equivalent | 70,042 | 56,860 |
| **Total Scope 1 and Scope 2 emission intensity per rupee of turnover** (Total Scope 1 and Scope 2 GH Gemissions/Revenue from operations) | Metric tons of CO2 /Crore | 19.45 | 18.05 |
| **Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations adjusted for PPP) | NA | NA | NA |
| **Total Scope 1 and Scope 2 emission intensity in terms of physical output** | Kg of CO2 /Liter of milk | 0.12 | 0.11 |
| **Total Scope 1 and Scope 2 emission intensity** (optional) – the relevant metric may be selected by the entity | - | - | - |

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency?

No.

**8. Does the Company have any project related to reducing Green House Gas emission? If yes, then provide details.**

Yes, Biogas Genset has been installed in some of our plants viz., Salem, Govindapur, Shirashi through which power is being generated and consumed captively. Also Solar plants have been installed in some of our plants viz., Tirunelveli, Palani, Kolasanahalli, Shirashi, Belgaum, Honnalli, Uthiyur and head office.

**9. Details related to waste management by the Company**

| Parameter | FY 2024 - 25 | FY 2023 - 24 |
|---|---|---|
| **Total Waste generated (in metric tonnes)** | | |
| Plastic waste (A) | 1,849.35 | 2,121.46 |
| E-waste (B) | 45.77 | 116.98 |
| Bio-medical waste (C) | NIL | NIL |
| Construction and demolition waste (D) | NIL | NIL |
| Battery waste (E) | 111.86 | 50.83 |
| Radioactive waste (F) | NIL | NIL |
| Other Hazardous waste. Please specify, if any. (G) - Used Oil | 28.23 | 30.95 |
| Other Non-hazardous waste generated (H). (ETP Scum) | 2,746.00 | 2,348.00 |
| Total (A+B + C + D + E + F + G + H) | 4,781.21 | 4,668.22 |
| **Waste intensity per rupee of turnover** (Total waste generated/Revenue from operations) | 0.55 T/Crore | 0.58 T/Crore |
| **Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total waste generated/Revenue from operations adjusted for PPP) | NA | NA |
| **Waste intensity in terms of physical output** | 0.00379 Kg/ Litre of milk | 0.00358 Kg/ Litre of milk |
| **Waste intensity** (optional) – the relevant metric may be selected by the entity | - | - |
| **For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)** | | |
| Category of waste | | |
| (i) Recycled | 2,035.21 | 2,320.22 |
| (ii) Re-used | 2,746.00 | 2,348.00 |
| (iii) Other recovery operations | NIL | NIL |
| **Total** | **4,781.21** | **4,668.22** |
| **For each category of waste generated, total waste disposed by nature of disposal method (in metric tons)** | | |
| Category of waste | | |
| (i) Incineration | NIL | NIL |
| (ii) Landfilling | NIL | NIL |
| (iii) Other disposal operations | NIL | NIL |
| **Total** | **NIL** | **NIL** |

**Note:** Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency?
No.

**10. Waste management practices adopted in our establishments. The strategy adopted by our Company to reduce usage of hazardous and toxic chemicals in our products and processes and the practices adopted to manage such wastes.**

We strive to reduce waste and recycle the same as much as possible. Our waste primarily comprises of plastic waste, ETP scum etc., The Company ensures responsible waste management practices involving 100 % recycling of plastic waste as per EPR PWM. The ETP scum is converted as compost.

**11. If the Company has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format.**

| S. No | Location of Operations /Offices | Type of Operations | Whether the Conditions of environmental approval/clearance are being complied with (Y/N) If no, the reasons thereof and corrective action taken, if any |
|---|---|---|---|
| 1. | Uthiyur Village, Kangeyam Taluk, Tirupur District, Tamilnadu | Production/Processing of Milk & Milk Products | Yes. All the conditions of environmental approval/clearance are being complied with. |

**12. Details of environmental impact assessments of projects undertaken by the Company based on applicable laws, in the current financial year.**

Not applicable.

**13. Is the Company compliant with the applicable environmental law/regulations/guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules there under (Y/N). If not, provide details of all such non compliance, in the following format.**

Yes. The Company is fully compliant with all the applicable laws/regulations/guidelines applicable to it in India and has not received any complaint.

**PRINCIPLE 7: BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT.**

**ESSENTIAL INDICATORS**

**1. a. Number of affiliations with trade and industry chambers/associations.**

The Company was a member of three trade and industry chambers/associations during FY 2024 - 2025.

**b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the Company is a member of/affiliated to.**

| S. No | Name of the trade and industry chambers/ associations | Reach of trade and industry chambers/ association state/National) |
|---|---|---|
| 1. | Indian Dairy Association | National |
| 2. | Indian Ice Cream Association | National |
| 3. | Tamil Nadu Chamber of Commerce | State |

**2. Details of corrective action taken or underway on any issues related to anticompetitive conduct by the Company, based on adverse orders from regulatory authorities.**

Not applicable.

**PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPEMENT:**

**ESSENTIAL INDICATORS**

**1. Details of Social Impact Assessments (SIA) of projects undertaken by the Company based on applicable laws, in the current financial year.**

As per the applicable laws, SIA is Not applicable.

**2. Information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by our Company.**

Nil.

**3. Describe the mechanisms to receive and redress grievances of the community.**

The Company has set up a framework of multiple mechanisms to receive and redress grievances, for the community. The stakeholder shares a proposal with the needs required. The Company then follows the below mentioned Steps:

a. Need Assessment: At the first stage, the proposal is reviewed to assess the need and the proposed outcome and impact. The implementing agency is reviewed for the fulfilment of regulatory criteria and prior experience in working for a similar cause.

b. Regular interactions with community: This is done by physical visits, virtual meetings, feedbacks review of outcomes, third party reports, photos, etc.,

c. In case there is a grievance and can be resolved by the Company, the proposal for resolution is submitted to the HoDs and with their approval grievances redressed.

Nil.

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers**

| Parameter | FY 2024 - 2025 | FY 2023 - 2024 |
|---|---|---|
| Directly sourced from MSMEs/small producers | 29 % | 38 % |
| Sourced directly from within the district and neighboring district | 71 % | 62 % |

Note: The above percentages do not contain the data relating to the milk sourced from the farmers.

**5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost**

| Location | FY 2024 - 2025 | FY 2023 - 2024 |
|---|---|---|
| Rural | Nil | Nil |
| Semi urban | Nil | Nil |
| Urban | Nil | Nil |
| Metropolitan | Nil | Nil |

(Place to be categorised as per RBI Classification System - rural/semi-urban/urban/metropolitan)

**PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER:**

**ESSENTIAL INDICATORS.**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**
We have given toll free number in all our products packing through which customer can complain about our products. All the complaints are recorded in the company portal and action taken through the responsible person.

**2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:**

| Parameter | As a percentage to total turnover |
|---|---|
| Environmental and social parameters relevant to the product | 100 % |
| Safe and responsible usage | 100 % |
| Recycling and/or safe disposal | Not applicable |

**3. Number of consumer complaints in respect of the following:**

| Category | FY 2024 - 25 | | | FY 2023 - 24 | | |
|---|---|---|---|---|---|---|
| | Received during the year | Pending resolution at end of year | Remarks | Received during the year | Pending resolution at end of year | Remarks |
| Data privacy | NIL | NIL | NIL | NIL | NIL | NIL |
| Advertising | NIL | NIL | NIL | NIL | NIL | NIL |
| Cyber-security | NIL | NIL | NIL | NIL | NIL | NIL |

| Category | FY 2024 - 25 | | | FY 2023 - 24 | | |
|---|---|---|---|---|---|---|
| | Received during the year | Pending resolution at end of year | Remarks | Received during the year | Pending resolution at end of year | Remarks |
| Delivery of essential services | NIL | NIL | NIL | NIL | NIL | NIL |
| Restrictive Trade Practices | NIL | NIL | NIL | NIL | NIL | NIL |
| Unfair Trade Practices | NIL | NIL | NIL | NIL | NIL | NIL |
| Other | NIL | NIL | NIL | NIL | NIL | NIL |

**4. Details of instances of product recalls on account of safety issues.**

| | Number | Reasons for recall |
|---|---|---|
| Voluntary Recalls | NIL | NIL |
| Forced Recalls | NIL | NIL |

**5. Does the Company have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

Yes, The Company has framed policies with respect to information technology/cyber security risk which set forth limits, mitigation strategies and internal controls. www.hap.in

Information Security Management Policy and Cyber Security and Cyber Resilience Policy are in place for protecting the organisation's cyberspace against cyber-attacks, threats, and vulnerabilities.

The Company has Personal Data Protection Standard to ensure that all the Personal Data is kept secured using appropriate technical and organisational measures including necessary policies, processes, and controls. The Company implements and maintains as a minimum, the information security standards and frameworks required by applicable laws and regulations.

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.**
Not applicable.

**7. Provide the following information relating to data breaches:**

a. Number of instances of data breaches - **NIL**

b. Percentage of data breaches involving personally identifiable information of customers - **NA**

c. Impact, if any, of the data breaches - **NA**

# INDEPENDENT AUDITOR'S REPORT

## To The Members of Hatsun Agro Product Limited

## Report on the Audit of the Standalone Financial Statements

**Opinion**

We have audited the accompanying standalone financial statements of Hatsun Agro Product Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion**

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

**Key Audit Matters**

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

| Sr. No. | Key Audit Matter | Auditor's Response |
|---|---|---|
| 1. | Existence of Inventories<br>(Refer Note 2(j) and Note 8 to the Standalone Financial Statements)<br><br>The Company's inventory primarily comprises of milk products, feed, butter and skimmed milk powder. The Company holds inventory at various locations including Plants, Carrying and Forwarding Agent locations and Premises taken on lease.<br>We noted that the overall inventories are 87% of the total current assets of the Company, and the inventory primarily comprises of long-life products, which are held for internal consumption and for sale to customers.<br><br>In view of the above, we have identified existence of inventories as a key audit matter. | In view of the significance of the matter we performed the following audit procedures relating to existence of inventories, among others, to obtain sufficient appropriate audit evidence:<br><br>1. We evaluated the design, implementation and tested the operating effectiveness of key controls that the Company has in relation to physical verification of inventories including the appropriateness of conducting, recording and reconciling physical verification of inventories and tested the implementation thereof.<br><br>2. For the sampled locations and inventories selected, we performed:<br><br>- physical verification and checked the reconciliation of inventory counts with book records.<br><br>- roll-forward/backward procedures as at the year end, where applicable. |

**Information Other than the Financial Statements and Auditor's Report Thereon**

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in Board's Report including Annexures to the Board's Report, Report on Corporate Governance, Management Discussion and Analysis and Business Responsibility and Sustainability Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's reports thereon.

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

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

**Responsibilities of Management and Board of Directors for the Standalone Financial Statements**

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

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

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for not complying with the requirement of audit trail as stated in (i)(vi) below.

c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.

f) The modification relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph (b) above.

g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements.

h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

i) 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 has disclosed the impact of pending litigations on its financial position in its standalone financial statements - Refer Note 35(i) to the standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in Note 47 (vi) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in Note 47 (vii) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) The interim dividend declared and paid by the Company during the year and until the date of this report is in accordance with section 123 of the Act, as applicable. The Company has not proposed final dividend for the year.

vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that audit trail feature was not enabled at the application level to log any direct data changes during the period from January 27, 2025 to March 01, 2025.

Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with, in respect of accounting software for the period for which the audit trail feature was enabled and operating.

Regarding the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 on preservation of audit trail according to the statutory requirements, the Company has retained the records from April 01, 2023.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

**Krishna Prakash E**
Partner
(Membership No. 216015)
UDIN: 25216015BMOAUQ4161

Place: Chennai
Date: April 28, 2025

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

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

**Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")**

We have audited the internal financial controls with reference to standalone financial statements of Hatsun Agro Product Limited (the "Company") as at March 31, 2025 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

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

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

**Auditor's Responsibility**

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

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

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

**Meaning of Internal Financial Controls with reference to standalone financial statements**

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of Management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to standalone financial statements**

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

**Opinion**

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

**For DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

**Krishna Prakash E**
Partner
(Membership No. 216015)
UDIN: 25216015BMOAUQ4161

Place: Chennai
Date: April 28, 2025

**ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT**

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

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 state that:

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

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

(b) The Company has a program of verification of property, plant and equipment, capital work-in-progress and right-of-use assets so to cover all the items once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain property, plant and equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the registered sale deeds provided to us, we report that, the title deeds of all the immovable properties of land and buildings (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company) disclosed in the financial statements included in property, plant and equipment and capital work-in-progress are held in the name of the Company as at the balance sheet date.

Immovable properties of land and buildings whose title deeds have been pledged as security for borrowings are held in the name of the Company based on the confirmations directly received by us from lenders/custodians.

(d) The Company has not revalued any of its property, plant and equipment (including right-of-use assets) and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories, when compared with the books of account.

(b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of ₹5 Crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of identified current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising stock statements, statements on ageing analysis of the debtors, and other stipulated financial information filed by the Company with such banks are in agreement with the unaudited books of account of the Company of the respective quarters and no material discrepancies have been observed.

iii) The Company has made investments in and provided guarantee to companies, firms, limited liability partnerships or any other parties during the year, in respect of which

(a) The Company has stood guarantee during the year, details of which are given below:

| Particulars | Guarantee |
|---|---|
| **A. Aggregate amount granted/provided during the year** | |
| - Milk Mantra Dairy Private Limited (Subsidiary) | 20.00 |
| **B. Balance outstanding as at balance sheet date in respect of above case:*** | |
| - Milk Mantra Dairy Private Limited (Subsidiary) | - |

(b) The investments made and guarantee provided during the year are, in our opinion not prejudicial to the Company's interest.

The Company has not provided any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year, and hence reporting under clause 3(iii) (c), (d), (e) and (f) of the Order is not applicable.

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of investments made and guarantees provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

vi. The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013 related to the manufacture of milk powder. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. According to the information and explanations given to us, in respect of statutory dues:

a. Undisputed statutory dues, including Income Tax, Goods and Services Tax, Provident fund, Employees' state insurance, Duty of Custom, Cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities in all cases during the year.

There were no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income Tax, Cess, duty of Custom and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

b. Details of dues of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025 on account of disputes are given below:

| Name of the Statute | Nature of the Dues | Amount Unpaid (₹ In Crores) | Period to which the Amount Relates | Forum where Dispute is Pending |
|---|---|---|---|---|
| Income Tax Act, 1961 | Income tax[1] | 32.66 | FY 2017-18 and FY 2022-23 | Commissioner of Income Tax (Appeals) |
| Income Tax Act, 1961 | Income tax | 5.95 | FY 2019-20 and FY 2021-22 | High Court of Madras |
| Income Tax Act, 1961 | Income tax | 6.41 | FY 2020-21 | Assistant Commissioner of Income Tax |
| The Central Goods and Services Tax Act, 2017 | Goods and Service Tax[2] | 5.28 | 2017-18 to 2021-22 | Commissioner (Appeals), GST Department |
| The Central Goods and Services Tax Act, 2017 | Goods and Service Tax[3] | 0.09 | 2017-18 to 2020-21 | State Tax Officer, GST Kerala |
| Customs Act, 1962 | Import Duty[4] | 12.95 | 2017-18, 2018-19 and 2020-21 | Commissioner of Customs, Chennai II (Imports) |
| The Employee Provident Fund Act, 1952 | Provident Fund[5] | 1.42 | May 2016 to Jan 2019 | Regional Provident Fund Commissioner, Salem |
| Sales Tax | Sales Tax[6] | 0.18 | 2011-12 | Chhattisgarh Commercial Tax Tribunal, Raipur |
| The Central Goods and Services Tax Act, 2017 | Goods and Service Tax[7] | 84.91 | 2017-21 | Deputy Commissioner, State Tax, LTU II Chennai |
| The Central Goods and Services Tax Act, 2017 | Goods and Service Tax[8] | 0.07 | 2019-20 | Superintendent, Central Tax, GST Kolkata |
| The Central Goods and Services Tax Act, 2017 | Goods and Service Tax[9] | 0.08 | 2018-19 | Assistant Commissioner, State Tax, Chhattisgarh |
| The Central Goods and Services Tax Act, 2017 | Goods and Service Tax[10] | 0.25 | 2018-19 | State Tax Officer, GST Delhi |
| The Central Goods and Services Tax Act, 2017 | Goods and Service Tax[11] | - | July 2017 to February 2022 | Deputy Commissioner of Central Tax, Bangalore |
| The Central Goods and Services Tax Act, 2017 | Goods and Service Tax[12] | - | July 2017 to February 2022 | Superintendent, Central Tax, GST Hyderabad |
| The Central Goods and Services Tax Act, 2017 | Goods and Service Tax[13] | - | July 2017 to February 2022 | State Tax Officer, GST Andhra Pradesh |
| The Central Goods and Services Tax Act, 2017 | Goods and Service Tax[14] | - | July 2017 to February 2022 | Assistant Commissioner, GST Andhra Pradesh |

1.Net of ₹3.77 Crores paid under protest
2.Net of ₹7.55 Crores paid under protest
3.Net of ₹0.07 Crores paid under protest
4.Net of ₹0.02 Crores paid under protest
5.Net of ₹0.77 Crores paid under protest
6.Net of ₹0.16 Crores paid under protest
7.Net of ₹3.91 Crores paid under protest
8.Net of ₹0.02 Crores paid under protest
9.Net of ₹0.01 Crores paid under protest
10.Net of ₹0.01 Crores paid under protest
11.Net of ₹0.43 Crores paid under protest
12.Net of ₹0.17 Crores paid under protest
13.Net of ₹0.25 Crores paid under protest
14.Net of ₹0.03 Crores paid under protest

viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

ix. (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries.

x. (a) The Company has not issued any of its securities (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable to the Company.

xi. (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under Sub -section (12) of Section 143 of the Companies Act, 2013 has been filed in Form ADT 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) As represented to us by the Management, there were no whistle-blower complaints received by the Company during the year and up to the date of this report.

xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements, etc., as required by the applicable accounting standards.

xiv. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports issued to the Company during the year and covering the period up to December 2024 and the internal audit report was issued after the balance sheet date for the period from January 2025 to March 2025, for the period under audit.

xv. In our opinion, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence, provisions of Section 192 of the Companies Act, 2013 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. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(d) The Group does not have any CIC as part of the Group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report 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. The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there are no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

**For DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

**Krishna Prakash E**
Partner
(Membership No. 216015)
UDIN: 25216015BMOAUQ4161

Place: Chennai
Date: April 28, 2025

**STANDALONE BALANCE SHEET AS AT MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | NOTES | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-Current Assets** | | | |
| (a) Property, plant and equipment | 3 | 2,596.93 | 2,351.72 |
| (b) Right-of-use assets | 4C | 439.85 | 403.03 |
| (c) Capital work-in-progress | 4D | 244.65 | 238.40 |
| (d) Goodwill | 4A | 7.74 | 7.74 |
| (e) Other intangible assets | 4B | 2.64 | 4.23 |
| (f) Financial assets | | | |
| (i) Investments | 5 (i) | 266.79 | 30.44 |
| (ii) Other financial assets | 5 (ii) | 68.23 | 64.18 |
| (g) Other non-current assets | 6 | 52.92 | 38.64 |
| (h) Non-current tax assets | 7 | 10.07 | 5.72 |
| (i) Deferred tax assets (net) | 16 | 5.04 | - |
| **Total Non-Current Assets** | | **3,694.86** | **3,144.10** |
| **Current assets** | | | |
| (a) Inventories | 8 | 987.17 | 1,452.32 |
| (b) Financial assets | | | |
| (i) Trade receivables | 9 | 28.16 | 10.06 |
| (ii) Cash and cash equivalents | 10A | 50.06 | 50.73 |
| (iii) Bank balances other than (ii) above | 10B | 11.78 | 2.59 |
| (iv) Other financial assets | 11 | 14.96 | 17.07 |
| (c) Other current assets | 12 | 44.62 | 57.73 |
| **Total Current Assets** | | **1,136.75** | **1,590.50** |
| **Total Assets** | | **4,831.61** | **4,734.60** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| (a) Equity share capital | 13 | 22.28 | 22.28 |
| (b) Other equity | 14 | 1,701.93 | 1,549.97 |
| **Total Equity** | | **1,724.21** | **1,572.25** |
| **Liabilities** | | | |
| **Non Current Liabilities** | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 15 | 934.44 | 955.54 |
| (ii) Lease liabilities | 37 | 358.75 | 327.26 |
| (b) Provisions | 15A | 23.36 | 19.89 |
| (c) Deferred tax liabilities (net) | 16 | - | 1.69 |
| (d) Other non-current liabilities | 17 | 11.70 | 17.38 |
| **Total Non-Current Liabilities** | | **1,328.25** | **1,321.76** |
| **Current Liabilities** | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 15 | 1,162.07 | 1,316.01 |
| (ii) Lease liabilities | 37 | 111.00 | 99.49 |

Contd...

**STANDALONE BALANCE SHEET AS AT MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | NOTES | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|---|
| (iii) Trade payables - Total outstanding dues of: | 18 | | |
| • Micro enterprises and small enterprises | | 11.63 | 3.13 |
| • Creditors other than micro enterprises and small enterprises | | 229.23 | 185.20 |
| (iv) Other financial liabilities | 19 | 202.91 | 190.65 |
| (b) Other current liabilities | 21 | 43.36 | 31.47 |
| (c) Provisions | 20 | 18.95 | 14.64 |
| **Total Current Liabilities** | | **1,779.15** | **1,840.59** |
| **Total Equity and Liabilities** | | **4,831.61** | **4,734.60** |

See accompanying notes to the financial statements

In terms of our report attached
**For Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's registration no.
117366W/W-100018)

**Sd/-**
Krishna Prakash E
Partner
Membership no. 216015

For and on behalf of the Board of Directors of
**Hatsun Agro Product Limited**

**Sd/-**
R.G. Chandramogan
Chairman
DIN: 00012389

**Sd/-**
C. Sathyan
Vice Chairman
DIN: 00012439

**Sd/-**
J. Shanmuga Priyan
Managing Director
DIN: 10773578

**Sd/-**
H. Ramachandran
Chief Financial Officer

**Sd/-**
C. Subramaniam
Company Secretary

Place: Chennai
Date: April 28, 2025

Place: Chennai
Date: April 28, 2025

**STANDALONE STATEMENT OF PROFIT AND LOSS AS AT MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | NOTES | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|---|
| (I) INCOME | | | |
| Revenue from operations | 22 | 8,667.24 | 7,990.40 |
| Other income | 23 | 19.47 | 22.58 |
| **Total income** | | **8,686.71** | **8,012.98** |
| (II) EXPENSES | | | |
| Cost of materials consumed | 24 | 5,826.93 | 6,359.08 |
| Purchases of stock-in-trade | 25 | 4.90 | 7.05 |
| Changes in inventories of finished goods, stock-in-trade and work-in-progress | 26 | 176.40 | (747.10) |
| Employee benefits expense | 27 | 243.31 | 226.21 |
| Finance costs | 28 | 181.68 | 154.18 |
| Depreciation and amortisation expense | 29 | 465.30 | 409.49 |
| Other expenses | 30 | 1,402.04 | 1,246.20 |
| **Total Expenses** | | **8,300.56** | **7,655.11** |
| **(III) Profit before tax (I-II)** | | **386.15** | **357.87** |
| **(IV) Tax expense** | 33 | | |
| Current tax | | 107.49 | 128.40 |
| Deferred tax | | (6.78) | (37.80) |
| **Total tax expense** | | **100.71** | **90.60** |
| **(V) Profit after tax (III-IV)** | | **285.44** | **267.27** |
| **(VI) Other comprehensive (income)/loss** | 31 | | |
| (i) Items that will not be reclassified to profit or loss | | | |
| - Remeasurement of net defined benefit liability | | (0.22) | 2.75 |
| - Income tax relating to items that will not be reclassified to profit or loss | | 0.05 | (0.69) |
| **Total other comprehensive (income)/loss** | | **(0.17)** | **2.06** |
| **(VII) Total comprehensive income for the year (V±VI)** | | **285.61** | **265.21** |

Contd...

**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | NOTES | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|---|
| **(VIII) Earnings per equity share (face value of Re.1/- each (March 31, 2024: Re.1/- each))** | 32 | | |
| Computed on the basis of total profit for the year | | | |
| Basic (₹) | | 12.81 | 12.00 |
| Diluted (₹) | | 12.81 | 12.00 |

See accompanying notes to the financial statements

In terms of our report attached
**For Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's registration no.
117366W/W-100018)

**Sd/-**
Krishna Prakash E
Partner
Membership no. 216015

Place: Chennai
Date: April 28, 2025

For and on behalf of the Board of Directors of
**Hatsun Agro Product Limited**

**Sd/-**
R.G. Chandramogan
Chairman
DIN: 00012389

**Sd/-**
C. Sathyan
Vice Chairman
DIN: 00012439

**Sd/-**
J. Shanmuga Priyan
Managing Director
DIN: 10773578

**Sd/-**
**H. Ramachandran**
Chief Financial Officer

**Sd/-**
C. Subramaniam
Company Secretary

Place: Chennai
Date: April 28, 2025

**STANDALONE CASH FLOW STATEMENT THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **Cash flow from operating activities** | | |
| Net profit before taxation | 386.15 | 357.87 |
| **Adjustments for:** | | |
| Depreciation and amortisation expense | 465.30 | 409.49 |
| Gain on disposal of property, plant and equipment (net) | (3.35) | (15.35) |
| Deferred income recognised | (0.67) | (0.67) |
| Interest income | (3.90) | (3.21) |
| Gain on redemption of mutual fund investments | (2.79) | (1.68) |
| Finance costs | 181.68 | 154.18 |
| **Operating cash flows before movements in working capital** | **1,022.42** | **900.63** |
| (Increase)/decrease in inventories | 465.15 | (876.08) |
| (Increase)/decrease in trade receivables | (18.10) | (2.26) |
| (Increase)/decrease in other financial assets | (1.94) | (0.02) |
| (Increase)/decrease in other assets | 5.29 | 7.95 |
| Increase/(decrease) in other financial liabilities | 14.66 | 12.46 |
| Increase/(decrease) in provisions | 8.00 | 5.55 |
| Increase/(decrease) in trade payables and other liabilities | 59.41 | 4.44 |
| **Cash generated from operations** | **1,554.89** | **52.67** |
| Income taxes paid (net of refunds) | (111.84) | (124.12) |
| **Net cash generated from/(used in) operating activities** | **1,443.05** | **(71.45)** |
| **Cash flow from investing activities** | | |
| Purchases of property, plant and equipment (including capital work-in-progress and other intangible assets) | (653.26) | (535.27) |
| (Increase)/decrease in bank balances not considered as cash and cash equivalents | (9.29) | 2.17 |
| Acquisition of subsidiary | (233.00) | - |
| Purchases of mutual fund investments | (538.03) | (971.45) |
| Proceeds from sale of mutual fund investments | 539.83 | 973.13 |
| Purchases of other investments | (2.36) | (9.83) |
| Proceeds from disposal of property, plant and equipment | 12.34 | 149.59 |
| Interest received | 3.90 | 3.21 |
| **Net cash (used in) investing activities** | **(879.87)** | **(388.45)** |
| **Cash flow from financing activities** | | |
| Proceeds from non-current borrowings | 525.67 | 636.02 |
| Repayments of non-current borrowings | (573.42) | (309.18) |
| (Repayments of)/proceeds from current borrowings (net) | (127.29) | 496.77 |
| Dividends paid | (133.65) | (133.65) |

**Contd...**

**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| Repayment of lease liabilities | (109.48) | (98.49) |
| Interest and finance costs paid | (145.68) | (117.95) |
| **Net cash (used in)/generated from financing activities** | **(563.85)** | **473.52** |
| **Net (decrease)/increase in cash and cash equivalents** | **(0.67)** | **13.62** |
| Cash and cash equivalents at the beginning of the year | 50.73 | 37.11 |
| **Cash and cash equivalents at the end of the year** | **50.06** | **50.73** |
| **Components of cash and cash equivalents** | | |
| Cash-on-hand (refer Note 10A) | 0.02 | 0.02 |
| Balances with banks (refer Note 10A) | 50.04 | 50.71 |
| **Total cash and cash equivalents** | **50.06** | **50.73** |

Changes in Liabilities arising from financing activities

| PARTICULARS | April 1, 2024 | Cash flow | Non-cash changes: Net additions to Lease Liabilities | March 31, 2025 |
|---|---|---|---|---|
| Borrowings | 2,271.55 | (175.04) | - | 2,096.51 |
| Lease Liabilities | 426.75 | (109.48) | 152.46 | 469.75 |

| PARTICULARS | April 1, 2023 | Cash flow | Non-cash changes: Net additions to Lease Liabilities | March 31, 2024 |
|---|---|---|---|---|
| Borrowings | 1,447.94 | 823.61 | - | 2,271.55 |
| Lease liabilities | 344.93 | (98.49) | 180.31 | 426.75 |

See accompanying notes to the financial statements

In terms of our report attached
**For Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's registration no. 117366W/W-100018)

**Sd/-**
Krishna Prakash E
Partner
Membership no. 216015

For and on behalf of the Board of Directors of
**Hatsun Agro Product Limited**

**Sd/-**
R.G. Chandramogan
Chairman
DIN: 00012389

**Sd/-**
C. Sathyan
Vice Chairman
DIN: 00012439

**Sd/-**
J. Shanmuga Priyan
Managing Director
DIN: 10773578

**Sd/-**
H. Ramachandran
Chief Financial Officer

**Sd/-**
C. Subramaniam
Company Secretary

Place: Chennai
Date: April 28, 2025

Place: Chennai
Date: April 28, 2025

**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

## A. EQUITY SHARE CAPITAL

| Year | Balance at the beginning of the year | Changes during the year | Balance at the end of the year |
|---|---|---|---|
| 2024-25 | 22.28 | - | 22.28 |
| 2023-24 | 22.28 | - | 22.28 |

## B. OTHER EQUITY

| Particulars | Reserves and surplus | | | | | Items of OCI | Total |
|---|---|---|---|---|---|---|---|
| | Capital Reserve | Capital Redemption Reserve | Securities Premium Reserve | General Reserve | Retained Earnings | Employee defined benefit plan | Total Other Equity |
| **As at April 01, 2023** | 0.74 | 8.99 | 881.98 | 41.65 | 477.26 | 7.79 | 1,418.41 |
| Profit for the year | - | - | - | - | 267.27 | - | 267.27 |
| Other comprehensive income for the year (net of income tax) | - | - | - | - | - | (2.06) | (2.06) |
| **Transactions with owners in the capacity of owners** | | | | | | | |
| Payment of interim dividend | - | - | - | - | (133.65) | - | (133.65) |
| **As at March 31, 2024** | **0.74** | **8.99** | **881.98** | **41.65** | **610.88** | **5.73** | **1,549.97** |
| Profit for the year | - | - | - | - | 285.44 | - | 285.44 |
| Other comprehensive income for the year (net of income tax) | - | - | - | - | - | 0.17 | 0.17 |
| **Transactions with owners in the capacity of owners** | | | | | | | |
| Payment of interim dividend | - | - | - | - | (133.65) | - | (133.65) |
| **As at March 31, 2025** | **0.74** | **8.99** | **881.98** | **41.65** | **762.67** | **5.90** | **1,701.93** |

See accompanying notes to the financial statements

In terms of our report attached

**For Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's registration no. 117366W/W-100018)

**Sd/-**
Krishna Prakash E
Partner
Membership no. 216015

Place: Chennai
Date: April 28, 2025

For and on behalf of the Board of Directors of
**Hatsun Agro Product Limited**

**Sd/-**
R.G. Chandramogan
Chairman
DIN: 00012389

**Sd/-**
C. Sathyan
Vice Chairman
DIN: 00012439

**Sd/-**
J. Shanmuga Priyan
Managing Director
DIN: 10773578

**Sd/-**
H. Ramachandran
Chief Financial Officer

**Sd/-**
C. Subramaniam
Company Secretary

Place: Chennai
Date: April 28, 2025

# NOTES TO FINANCIAL STATEMENTS - STANDALONE

Notes forming part of the standalone financial statements for the year ended March 31, 2025

**1.1 Corporate Information**

Hatsun Agro Product Limited ('the Company or HAPL') with CIN Number L15499TN1986PLC012747 is principally engaged in the business of processing and marketing of milk, milk products and ice cream. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on National Stock Exchange of India Limited (NSE) and BSE Limited. The registered office of the Company is located at No.41 (49), Janakiram Colony Main Road, Janakiram Colony, Arumbakkam, Chennai 600 106. The Company has plants across various locations in India.

**2. Basis of Accounting and Preparation of Financial Statements**

**2.1 Statement of Compliance:**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards) Rules 2015 and other relevant provisions of the Companies Act 2013.

**2.2 Basis of preparation and presentation**

The financial statements have been prepared on accrual basis under the historical cost convention except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on above basis, except for lease transactions that are within the scope of Ind AS 116 - Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 - Inventories or value in use in Ind AS 36 - Impairment of Assets

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

**2.3. Standards issued but not yet effective**

a) The Ministry of Corporate Affairs vide notification dated 9 September 2024 and 28 September 2024 notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024 and Companies (Indian Accounting Standards) Third Amendment Rules, 2024, respectively, which amended/ notified certain accounting standards (see below), and are effective for annual reporting periods beginning on or after 1 April 2024:

• Lease Liability in Sale and Leaseback – Amendments to Ind AS 116

These amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

**b) New Ind AS 117 Insurance Contracts:**

Ind AS 117 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes Ind AS 104 Insurance Contracts. Ind AS 117 outlines a general model, which is modified for insurance contracts with direct participation features, described as the variable fee approach. The general model is simplified if certain criteria are met by measuring the liability for remaining coverage using the premium allocation approach. The general model uses current assumptions to estimate the amount, timing and uncertainty of future cash flows and it explicitly measures the cost of that uncertainty. It takes into account market interest rates and the impact of policyholders' options and guarantees. The Company does not have any contracts that meet the definition of an insurance contract under Ind AS 117

**2.4. Summary of material accounting policies**

**a. Use of Estimates**

The preparation of the financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. Examples of such estimates include provision for doubtful receivables

/advances, provision for employee benefits, useful lives of property plant and equipment, assessment of control, provision for contingencies etc. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively in the year in which the estimate is revised and/or in future years, as applicable.

**b. 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

The Company classifies all other liabilities 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.

**Foreign Currencies**

The Company's financial statements are presented in INR, which is also the company's functional currency.

**Transactions and balances**

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rate at the date of the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

**c. Revenue Recognition**

The Company derives revenue primarily from sale of milk and milk products. Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

Revenue is measured based on at the amount of transaction price (net of variable consideration) allocated to that performance obligation .The transaction price of goods sold and services rendered is net of variable consideration on account of customer return, various discounts, rebates, schemes offered by the Company as a part of the contract. The company recognises revenue when it transfer control of product to a customer.

Revenues and costs relating to sales contracts are recognised as the related goods are delivered, and titles have passed, at which time all the following conditions are satisfied-:

- the Company has transferred to the buyer the control over the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the company ; and
- the costs incurred or to be incurred in respect of the transactions can be measured reliably.

'The Company accounts for discounts and pricing incentives to customers as a reduction of revenue based on the ratable allocation of the discounts/ incentives to each of the underlying performance obligation that corresponds to the progress by the customer towards earning the discount/ incentive."

**Interest income**

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

**d. Government grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

**e. Taxes**

**Current Income Tax**

The tax payable for the current year is based on taxable profit for the year .Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable and deductible. 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 to compute the amount are those that are enacted or substantively enacted, at the reporting date. 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. A provision is recognised for those matters for which the tax determination is uncertain but considered probable that there will be future outflow of funds to a tax authority. The provision is measured at the best estimate of the amount expected to be payable. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

**Deferred Tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

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

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

**Current and Deferred tax**

Current and Deferred tax are recognised in Profit and Loss except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or equity or directly in equity respectively

**f. Property plant and equipment**

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated.

Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. An item of PPE is derecognised upon disposal or when no future economic benefit are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in P&L.

Properties in course of construction for production, supply or administrative purposes or for purposes not yet determined, are carried at cost less any recognised impairment loss. Cost includes professional fees and qualifying assets borrowing cost capitalised in accordance with Company's accounting policy. Depreciation on these assets, determined on the same basis as other property assets, commence when the assets are ready for its intended use.

Cost of spares relating to specific Property Plant and Equipment individually greater than ₹1 Lakh per unit is capitalised. All other are expensed as repair and maintenance costs in profit or loss as incurred.

Furnitures and fixtures, Office equipments are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Leasehold Improvements thereon are amortised over the primary period of lease.

Depreciation on assets is provided using the straight-line method based on rates specified in Schedule II to the Companies Act, 2013 or on estimated useful lives of assets by the management, whichever is higher.

Depreciation is also accelerated on assets, based on their condition, usability etc. as per the technical estimates of the Management, wherever necessary.

The estimated useful lives considered for depreciation/amortisation of PPE are as follows:

| Sl.No. | Asset Category | Estimated Useful Life (years) |
|---|---|---|
| 1 | Buildings | 30 |
| 2 | Plant and Equipment | 1-15 |
| 3 | Cans, crates (Included in plant and Equipment) | 1 |
| 4 | Windmill | 22 |
| 5 | Furniture & Fixtures | 1-10 |
| 6 | Office Equipment | 1-5 |
| 7 | Vehicle | 8-10 |
| 8 | Software | 3-5 |
| 9 | Computer Equipment | 1-3 |
| 10 | Leasehold improvements | 3-5years or over the lease period, if lower than the estimated useful life |

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**g. Intangible assets including Goodwill**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

**h. Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**i. Leases**

The Company's lease asset classes primarily consist of leases for land and buildings. 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. "

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option,
- lease payments to be made under an extension option if the Company is reasonably certain to exercise the option, and

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs

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

Certain lease arrangements includes 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 right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use 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. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.
The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

**j. Inventories**

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Finished goods and work in progress: Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on weighted average basis.

Traded goods: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Due allowance is estimated and made by the Management for slow moving/non-moving items of inventory of finished goods, wherever necessary, based on the technical assessment and such allowances are adjusted against the closing inventory value. 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.

**k. Impairment of non-financial assets**

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset’s recoverable amount. An asset’s recoverable amount is the higher of an asset’s or cash-generating unit’s (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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. 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. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses are recognised in the statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually as at reporting date and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

**l. 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, for example, under an insurance contract, the 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.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations might be small.

**m. Retirement and other employee benefits**

Retirement benefit in the form of provident fund and employee state insurance is a defined contribution plans. The Company has no obligation, other than the contribution payable to the plans. The Company recognises contribution payable to the plans as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund. The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method by actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income
- Remeasurement

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. 'The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

**iii) Long Term Employee Benefits:**

The Company's net obligation in respect of long term employee benefits for employees, being long term compensated absences, is the amount of future benefits that employee have earned in return for the service in the current and prior periods. The liability is determined by an independent actuary, using Projected Unit Credit Method. Actuarial gains and losses are recognised immediately as income or expense in the Statement of Profit and Loss. Obligation is measured at the present value of estimated future cash flows using a discount rate that is determined by reference to the market yields at the Balance Sheet date on Government Bonds where the currency and terms of the Government Bonds are consistent with the currency and estimated terms of the defined benefit obligation.

**n. 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 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. However trade receivables which do not contain a significant financing component are measured at transaction price. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

**Subsequent measurement**

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

- Debt instruments at amortised cost
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

**Trade Receivables**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflect the Company’s unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance

For trade receivables and contract assets, the Company applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables

**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.

This category is the most relevant to the Company. 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 profit or loss. The losses arising from impairment are recognised in the profit or loss.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

**Equity Investments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

**Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) 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 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.

**Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

b) Lease receivables under Ind AS 116

c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115

d) Loan commitments which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

**Financial liabilities**

**Initial recognition and measurement**

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

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

**Subsequent measurement**

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

**Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or 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.

**This category generally applies to borrowings.**

Borrowings are derecognised from the balance sheet when the obligation specified in the contract is extinguished, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless, at the end of the reporting period, the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

**o. 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.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

**p. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit/(loss) after tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**q. Operating Segment**

The Chief Operational Decision Maker (MD) monitors the operating results of the business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss reported by the segment periodically.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Accordingly, the Company operates in single segment viz., Milk and milk products.

**r. Earnings per share**

Basic earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits/reverse share splits and bonus shares ,rights issue as appropriate.

**s. Non-current assets held for sale**

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable.

Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

**t. Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

**u. Expenditure on Corporate Social Responsibility (CSR)**

The Company accounts the expenditure incurred towards Corporate Social Responsibility as required under the Act as a charge to the statement of profit and loss account.

**v. Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest crores as per the requirement of Schedule III, unless otherwise stated

**2.4 Critical Accounting judgements and Key sources of Estimation Uncertainty**

Inherent in the application of many of the accounting policies used in preparing the Financial statements is the need for Management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual outcomes could differ from the estimates and assumptions used.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.
In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial information are included in the following notes:

(i) Useful lives of property, plant and equipment (Refer Note f)

(ii) Assessment of impairment for long outstanding Capital work in progress projects on hold (Refer Note k)

(iii) Assets and obligations relating to employee benefits (Refer Note m)

(iv) Valuation and measurement of income taxes and deferred taxes (Refer Note e)

(v) Measurement of leases (Refer note i)

(vi) Assessment of Contingent liabilities and commitments (Refer Note t)

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**Note - 3 Property, plant and equipment, 4A - Goodwill and 4B - Other intangible assets**

| Description of Assets | Note 3 Property, plant and equipment | | | | | | | | | | Note 4A Goodwill | Note 4B Other intangible assets | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Freehold Land | Buildings | Plant and equipment | Windmill | Computer equipment | Furniture and Fixtures | Office equipment | Vehicles | LeaseHold Improvements | Total property, plant and equipment | Goodwill | Software | Total Other Intangibles assets |
| **I. Gross Carrying Value** | | | | | | | | | | | | | |
| **As at April 01, 2023** | **223.87** | **786.11** | **2,111.03** | **174.71** | **19.39** | **28.29** | **27.07** | **6.30** | **159.05** | **3,535.82** | **7.74** | **21.58** | **21.58** |
| Additions | 10.18 | 73.11 | 380.74 | - | 4.37 | 13.19 | 5.03 | 1.19 | 51.70 | 539.51 | - | 2.00 | 2.00 |
| Disposals | (0.60) | (0.63) | (160.24) | (174.71) | (4.29) | (1.36) | (4.45) | (1.45) | (16.36) | (364.09) | - | (4.67) | (4.67) |
| **As at March 31, 2024** | **233.45** | **858.59** | **2,331.53** | **-** | **19.47** | **40.12** | **27.65** | **6.04** | **194.39** | **3,711.24** | **7.74** | **18.91** | **18.91** |
| Additions | 1.37 | 59.55 | 510.23 | - | 7.53 | 11.13 | 3.48 | 5.02 | 30.98 | 629.29 | - | 0.73 | 0.73 |
| Disposals | (1.28) | (0.01) | (120.02) | - | (2.43) | (1.57) | (2.87) | (1.41) | (3.75) | (133.34) | - | - | - |
| **As at March 31, 2025** | **233.54** | **918.13** | **2,721.74** | **-** | **24.57** | **49.68** | **28.26** | **9.65** | **221.62** | **4,207.19** | **7.74** | **19.64** | **19.64** |
| **II. Accumulated depreciation** | | | | | | | | | | | | | |
| **As at April 01, 2023** | **-** | **111.32** | **939.69** | **48.42** | **9.07** | **12.04** | **16.99** | **1.31** | **120.31** | **1,259.15** | **-** | **16.06** | **16.06** |
| Charge for the year | - | 36.18 | 244.99 | 1.97 | 6.16 | 5.69 | 4.63 | 0.86 | 28.08 | 328.56 | - | 3.29 | 3.29 |
| Disposals | - | (0.62) | (150.58) | (50.39) | (4.19) | (1.34) | (4.25) | (0.61) | (16.21) | (228.19) | - | (4.67) | (4.67) |
| **As at March 31, 2024** | **-** | **146.88** | **1,034.10** | **-** | **11.04** | **16.39** | **17.37** | **1.56** | **132.18** | **1,359.52** | **-** | **14.68** | **14.68** |
| Charge for the year | - | 32.31 | 285.35 | - | 6.49 | 8.14 | 4.42 | 2.37 | 36.01 | 375.09 | - | 2.32 | 2.32 |
| Disposals | - | (0.01) | (113.75) | - | (2.22) | (1.52) | (2.82) | (0.62) | (3.41) | (124.35) | - | - | - |
| **As at March 31, 2025** | **-** | **179.18** | **1,205.70** | **-** | **15.31** | **23.01** | **18.97** | **3.31** | **164.78** | **1,610.26** | **-** | **17.00** | **17.00** |
| **III. Net Carrying Value (I-II)** | | | | | | | | | | | | | |
| **As at March 31, 2024** | **233.45** | **711.71** | **1,297.43** | **-** | **8.43** | **23.73** | **10.28** | **4.48** | **62.21** | **2,351.72** | **7.74** | **4.23** | **4.23** |
| **As at March 31, 2025** | **233.54** | **738.95** | **1,516.04** | **-** | **9.26** | **26.67** | **9.29** | **6.34** | **56.84** | **2,596.93** | **7.74** | **2.64** | **2.64** |

**Note:**

(i) Refer Note 15 for charges created against property, plant and equipment.

(ii) The goodwill of Rs. 7.74 (March 31, 2024: Rs. 7.74) is from a purchase transaction of acquisition from Jyothi Dairy Private Limited during FY 2014-15. Such goodwill is tested for impairment annually or more frequently, if there are any indicators for impairment. The Management does not foresee any risk of impairment on the carrying value of goodwill as on March 31, 2025.

(iii) The Company has not revalued its property, plant and equipment during the current or previous year.

(iv) The title deeds of all the immovable properties (other than the properties where the Company is the lessee and the lease arrangements are duly executed in favour of the Company), are held in the name of the Company.

(v) Depreciation for the year ended March 31, 2025 includes accelerated depreciation of Rs. 0.31 (March 31, 2024: Rs. 6.27).

(vi) Book value of assets held at third party locations as at March 31, 2025 is Rs. 107.72 and March 31, 2024 is Rs. 91.27.

(vii) Refer Note 35(ii) for contractual commitments with respect to acquisition of property, plant and equipment."

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

### 4C. Right of Use Assets

| DESCRIPTION OF ASSETS | BUILDINGS |
|---|---|
| I. Gross carrying value | |
| As at April 01, 2023 | 480.58 |
| Additions | 164.31 |
| Deletions | (15.76) |
| As at March 31, 2024 | 629.13 |
| Additions | 134.72 |
| Deletions | (20.27) |
| As at March 31, 2025 | 743.58 |
| II. Accumulated depreciation | |
| As at April 01, 2023 | 155.92 |
| Charge for the year | 77.64 |
| Deletions | (7.46) |
| As at March 31, 2024 | 226.10 |
| Charge for the year | 87.89 |
| Deletions | (10.26) |
| As at March 31, 2025 | 303.73 |
| III. Net carrying value (I-II) | |
| As at March 31, 2024 | 403.03 |
| As at March 31, 2025 | 439.85 |

### 4D. Capital Work-in-Progress

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| Capital Work-in-Progress | 244.65 | 238.40 |

| As at April 1, 2024 | Expenditure during the year | Capitalised during the year | As at March 31, 2025 |
|---|---|---|---|
| 238.40 | 443.59 | (437.34) | 244.65 |

| As at April 1, 2023 | Expenditure during the year | Capitalised during the year | As at March 31, 2024 |
|---|---|---|---|
| 254.50 | 352.54 | (368.64) | 238.40 |

**Capital work-in-progress (CWIP) ageing schedule**

| Particulars | Ageing in CWIP for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 Year | 1-2 years | 2-3 years | More Than 3 Years | |
| Balance as at March 31, 2025 | | | | | |
| Projects in Progress | 244.65 | - | - | - | 244.65 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **244.65** | **-** | **-** | **-** | **244.65** |
| Balance as at March 31, 2024 | | | | | |
| Projects in Progress | 236.96 | 1.44 | - | - | 238.40 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **236.96** | **1.44** | **-** | **-** | **238.40** |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

(ii) For capital work-in-progress, whose completion is overdue or has exceeded its cost compared to its original plan, project-wise details of when each project is expected to be completed are given below as of March 31, 2025 and March 31, 2024:

**As at March 31, 2025**

| Particulars | Amount of CWIP to be completed in | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Projects in Progress** | | | | | |
| Dairy Project | 14.72 | - | - | - | 14.72 |
| Feed Project | 0.13 | - | - | - | 0.13 |
| Ice cream Project | 14.17 | - | - | - | 14.17 |
| **Total** | **29.02** | **-** | **-** | **-** | **29.02** |

**As at March 31, 2024**

| Particulars | Amount of CWIP to be completed in | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Projects in Progress** | | | | | |
| Dairy Project | 24.14 | - | - | - | 24.14 |
| Feed Project | 4.24 | - | - | - | 4.24 |
| Ice cream Project | 113.50 | - | - | - | 113.50 |
| **Total** | **141.88** | **-** | **-** | **-** | **141.88** |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **5(i) Investments** | | |
| **<u>Non-Current:</u>** | | |
| **(i) Investments in equity instruments (unquoted, carried at cost):** | | |
| **In wholly-owned subsidiary (refer Note 48)** | | |
| - 31,69,056 (March 31, 2024: Nil) equity shares of ₹10/- each fully paid-up in Milk Mantra Dairy Private Limited | 146.77 | - |
| **(ii) Investments in equity instruments (unquoted, carried at fair value through other comprehensive income):** | | |
| - 3,000 (March 31, 2024: 3,000) equity shares of ₹100/- each fully paid-up in Jeedimetla Effluent Treatment Limited with a premium of ₹300/- per share | 0.12 | 0.12 |
| - 48,80,000 (March 31, 2024: 48,80,000) equity shares of ₹10/- each fully paid-up in Swelect Sun Energy Private Limited | 4.88 | 4.88 |
| - 35,09,980 (March 31, 2024: 35,09,980) equity shares of ₹10/- each fully paid-up in Swelect Renewable Energy Private Limited | 3.51 | 3.51 |
| - 20,60,000 (March 31, 2024: 20,60,000) equity shares of ₹10/- each fully paid-up in Swelect Taiyo Energy Private Limited | 2.06 | 2.06 |
| - 6,47,142 (March 31, 2024: 6,47,142) equity shares of ₹10/- each fully paid-up in FP Cygnus Private Limited with a premium of ₹12.40/- for 6,07,142 shares | 1.40 | 1.40 |
| - 5,22,388 (March 31, 2024: 5,22,388) equity shares of ₹10/- each fully paid-up in Huoban Energy 4 Private Limited with a premium of ₹10.10/- per share | 1.05 | 1.05 |
| - 3,81,518 (March 31, 2024: Nil) equity shares of ₹10/- each fully paid-up in Huoban Energy 11 Private Limited with a premium of ₹20.30/- per share | 1.16 | - |
| - 14,08,504 (March 31, 2024: 14,08,504) equity shares of ₹10/- each fully paid-up in FPEL Daylight Private Limited with a premium of ₹42.68/- per share | 7.42 | 7.42 |
| - 4,80,000 (March 31, 2024: Nil) equity shares of ₹10/- each fully paid-up in FP Solar Shakti Private Limited with a premium of ₹15.00/- per share | 1.20 | - |
| **(iii) Investments in preference shares (unquoted, carried at cost):** | | |
| **In wholly-owned subsidiary (refer Note 49)** | | |
| - 16,06,372 (March 31, 2024: Nil) Compulsory Convertible Preference Shares of ₹10/- each fully paid-up in Milk Mantra Dairy Private Limited | 86.23 | - |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **(iv) Investments in mutual funds** | | |
| **(unquoted, carried at fair value through profit or loss):** | | |
| - 90,946 (March 31, 2024: 1,00,000) units of TVS Shriram Growth Fund 3 (TVS Capital Funds Limited) | 9.09 | 10.00 |
| - 19,000 (March 31, 2024: Nil) units of TVS Shriram Growth Fund 4 (TVS Capital Funds Limited) | 1.90 | - |
| **Total** | 266.79 | 30.44 |
| Non-Current | 266.79 | 30.44 |
| Current | - | - |
| Aggregate value of quoted investments | - | - |
| Aggregate value of unquoted investments | 266.79 | 30.44 |
| Aggregate amount of impairment in value of investments | - | - |
| **5 (ii) Other financial assets (Non-Current) (Measured at amortised cost, unless otherwise specified)** | | |
| Unsecured, considered good unless otherwise stated | | |
| Security deposits | 68.23 | 64.18 |
| **Total** | 68.23 | 64.18 |
| **6. Other Non-Current Assets** | | |
| **Unsecured, considered good unless otherwise stated** | | |
| Capital advances | 32.10 | 25.64 |
| Deposits paid under protest (refer Note 35) | 18.92 | 13.00 |
| Prepaid expenses | 1.90 | - |
| **Total** | 52.92 | 38.64 |
| Note: Capital advances include ₹1.03 (March 31, 2024 - ₹1.03) paid for land which is yet to be registered. | | |
| **7. Non-Current Tax Assets** | | |
| Advance income tax and tax deducted at source (net of provision for taxation - Rs.666.32 (March 31, 2024: Rs.558.83)) | 10.07 | 5.72 |
| **Total** | 10.07 | 5.72 |
| **8. Inventories** | | |
| Raw materials and packing materials (at cost) | 147.81 | 445.24 |
| Work-in-progress (at cost) | 610.11 | 827.63 |
| Finished goods (at cost or net realisable value whichever is lower) | | |
| - Manufactured | 177.31 | 136.33 |
| - Traded | 1.11 | 0.97 |
| Stores, spares and loose tools (at cost) | 50.83 | 42.15 |
| **Total** | 987.17 | 1,452.32 |

The cost of inventories recognised as an expense during the year amounts to ₹6,008.23 (for the year ended March 31, 2024: ₹5,619.03).

The cost of inventories recognised as an expense during the year ended March 31, 2025 is Nil (March 31, 2024: ₹2.21) in respect of write-down of inventory to net realisable value.

Inventories above include inventories at third party locations amounting to ₹223.42 as at March 31, 2025 (March 31, 2024: ₹32.90).

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **9. Trade Receivables** | | |
| Considered good - secured | - | - |
| Considered good - unsecured | 28.16 | 10.06 |
| Significant increase in credit risk | - | - |
| Credit impaired | - | - |
| Total | 28.16 | 10.06 |

**(i) Trade receivables ageing schedule:**

| As at March 31, 2025 | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|
| Particulars | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Undisputed** | | | | | | | |
| Receivables considered good | 4.98 | 23.18 | - | - | - | - | 28.16 |
| Receivables which have significant increase in credit risk | - | - | - | - | - | - | - |
| Receivables - credit impaired | - | - | - | - | - | - | - |
| **Disputed** | | | | | | | |
| Receivables considered good | - | - | - | - | - | - | - |
| Receivables which have significant increase in credit risk | - | - | - | - | - | - | - |
| Receivables - credit impaired | - | - | - | - | - | - | - |
| **Total** | **4.98** | **23.18** | **-** | **-** | **-** | **-** | **28.16** |

| As at March 31, 2024 | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|
| Particulars | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Undisputed** | | | | | | | |
| Receivables considered good | 6.12 | 3.94 | - | - | - | - | 10.06 |
| Receivables which have significant increase in credit risk | - | - | - | - | - | - | - |
| Receivables - credit impaired | - | - | - | - | - | - | - |
| **Disputed** | | | | | | | |
| Receivables considered good | - | - | - | - | - | - | - |
| Receivables which have significant increase in credit risk | - | - | - | - | - | - | - |
| Receivables - credit impaired | - | - | - | - | - | - | - |
| **Total** | **6.12** | **3.94** | **-** | **-** | **-** | **-** | **10.06** |

(ii) No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person, nor from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing.

(iii) The Company sells goods on advance payment terms. In cases of customers with certain nature of products where credit is allowed, the average credit period on such sale of goods ranges from 1 day to 45 days depending on the nature of the product. The Company's receivables turnover is quick and historically, there was no significant defaults on account of those customer in the past.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **10. Cash and cash equivalents** | | |
| **10A. Cash and cash equivalents** | | |
| Cash-on-hand | 0.02 | 0.02 |
| Balances with banks | 50.04 | 50.71 |
| **Total** | **50.06** | **50.73** |
| **10B. Bank balances other than cash and cash equivalents above** | | |
| Deposit accounts (original maturity between 3 to 12 months)* | 10.24 | 0.95 |
| Unpaid dividend accounts | 1.54 | 1.64 |
| **Total** | **11.78** | **2.59** |

*Deposits include margin money deposits of ₹0.24.
There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.
For the purpose of Statement of Cash Flows, cash and cash equivalents represent ₹50.06 (March 31, 2024: ₹50.73).

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **11. Other financial assets (current)** | | |
| **(Measured at amortised cost, unless otherwise specified)** | | |
| **Unsecured, considered good unless otherwise stated** | | |
| Security deposits | 12.16 | 15.29 |
| Other receivables | 2.80 | 1.78 |
| **Total** | **14.96** | **17.07** |
| Other receivables mainly consist of interest subvention and claim receivable. | | |
| **12. Other current assets** | | |
| **Unsecured, considered good unless otherwise stated** | | |
| Balances with government authorities | 25.51 | 39.47 |
| Prepaid expenses | 7.51 | 9.46 |
| Advance to suppliers | 8.39 | 7.36 |
| Other assets | 3.21 | 1.44 |
| **Total** | **44.62** | **57.73** |

Other assets mainly consist of GST on inter-plant stock transfer-in-transit as at year-end amounting to ₹2.38 (as on March 31, 2024: ₹0.98).

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **13. Equity share capital** | | |
| **Authorised** | | |
| 35,00,00,000 equity shares of Re.1/- each (March 31, 2024: 35,00,00,000 equity shares of Re.1/- each) | 35.00 | 35.00 |
| 5,00,000 preference shares of ₹100/- each (March 31, 2024: 5,00,000 preference shares of ₹100/- each) | 5.00 | 5.00 |
| **Total** | 40.00 | 40.00 |
| **Issued** | | |
| 22,28,85,101 equity shares of Re.1/- each (March 31, 2024: 22,28,85,101 equity shares of Re.1/- each) | 22.29 | 22.29 |
| **Total** | 22.29 | 22.29 |
| **Subscribed and fully paid-up** | | |
| 22,27,48,268 equity shares of Re.1/- each (March 31, 2024: 22,27,48,268 equity shares of Re.1/- each) | 22.28 | 22.28 |
| **Total (A)** | 22.28 | 22.28 |
| **Subscribed and not fully paid-up** | | |
| 130,000 equity shares of Re.1 (March 31, 2024: 130,000) equity shares of Re.1/- each [partly paid up for Re. 0.25/- (March 31, 2024: Re.0.25/-] forfeited | 0.00 | 0.00 |
| 6,334 equity shares of Re.1 (March 31, 2024: 6,334) partly paid-up equity shares of Re.1 each (paid-up to the extent of Re.0.80/- (March 31, 2024: ₹0.80/-) forfeited | 0.00 | 0.00 |
| **Total (B)** | **0.00** | **0.00** |
| **Total equity share capital (A) + (B)** | 22.28 | 22.28 |
| *Amount mentioned is less than the rounding off norms of the Company. | | |

**13.1 Reconciliation of the shares outstanding at the beginning and at the end of the year**
**Subscribed and fully paid**

| PARTICULARS | March 31, 2025 | | March 31, 2024 | |
|---|---|---|---|---|
| | No. of Shares | ₹ | No. of Shares | ₹ |
| At the beginning of the year | 22,27,48,268 | 22.28 | 22,27,48,268 | 22.28 |
| Add: Transactions during the year | - | - | - | - |
| **At the end of the year** | **22,27,48,268** | **22.28** | **22,27,48,268** | **22.28** |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

Subscribed and partly paid

| PARTICULARS | March 31, 2025 | | March 31, 2024 | |
|---|---|---|---|---|
| | No. of Shares | ₹ | No. of Shares | ₹ |
| At the beginning of the year* | 0.00 | 0.00 | 0.00 | 0.00 |
| Add: Transactions during the year | - | - | - | - |
| **At the end of the year** | **0.00** | 0.00 | 0.00 | 0.00 |

Note: 1) Includes ₹0.0033 relating to 1,30,000 shares included in share capital of partly paid-up shares and which were forfeited.
2) Includes ₹0.0006 relating to 6,334 forfeited shares which were included in partly paid-up shares.
*Amount mentioned is less than the rounding off norms of the Company.

### 13.2 Rights attached to equity shares

The Company has only one class of equity shares having par value of Re.1 per share (March 31, 2024: Re.1/-). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees.

During the year ended March 31, 2025, the amount of dividend per share recognised as distributions to equity shareholders was ₹6.00/- (March 31, 2024: ₹6.00/-). Also refer Note 34.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential payments. The distribution will be in proportion to the number of equity shares held by the shareholders.

### 13.3 Details of Shareholders holding more than 5 % shares of the Company:

| Particulars | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | % Holding | No. of fully paid up equity shares held | No. of Partly paid up equity shares held | % Holding | No. of fully paid up equity shares held | No. of Partly paid up equity shares held |
| Mr. R G Chandramogan | 54.88% | 12,22,41,149 | - | 54.87% | 12,22,11,715 | - |
| Mr. C Sathyan | 9.80% | 2,18,30,499 | - | 9.80% | 2,18,30,499 | - |

### 13.4 Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date

| Particulars | March 31, 2025 | March 31, 2024 |
|---|---|---|
| Equity shares allotted as fully paid bonus shares during the year ended March 31, 2021 | 5,38,90,831 | 5,38,90,831 |
| **Total** | **5,38,90,831** | **5,38,90,831** |

### 13.5 There are no shares reserved for issue under any options.

### 13.6 Shares held by promoters and promoter group at the end of the year

| | | As at March 31, 2025 | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| S.No | Name of the Promoters and Promoter Group | Number of Shares | % of total shares | Number of Shares | % of total shares | % Change during the year |
| 1 | Mr. R G Chandramogan | 12,22,41,149 | 54.88% | 12,22,11,715 | 54.87% | 0.01% |
| 2 | Mr. C Sathyan | 2,18,30,499 | 9.80% | 2,18,30,499 | 9.80% | - |
| 3 | Mrs. C Lalitha | 25,60,888 | 1.15% | 25,60,888 | 1.15% | - |
| 4 | Mrs. Deviga Suresh | 98,64,621 | 4.43% | 98,64,621 | 4.43% | - |
| 5 | Master Vivin Srinesh | 20,15,725 | 0.90% | 20,15,725 | 0.90% | - |
| 6 | Mrs. Dolly Sathyan | 24,49,505 | 1.10% | 24,49,505 | 1.10% | - |
| 7 | Miss Vismita Sathyan | 20,15,725 | 0.90% | 20,15,725 | 0.90% | - |
| | **Total** | **16,29,78,112** | **73.16%** | **16,29,48,678** | **73.15%** | **0.01%** |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **14. Other Equity** | | |
| Capital reserve | 0.74 | 0.74 |
| Capital redemption reserve | 8.99 | 8.99 |
| Securities premium | 881.98 | 881.98 |
| General reserve | 41.65 | 41.65 |
| Retained earnings | 762.67 | 610.88 |
| Other comprehensive income | 5.90 | 5.73 |
| **Total** | **1,701.93** | **1,549.97** |
| **14.1 Capital reserve** | | |
| Balance at the beginning of the year | 0.74 | 0.74 |
| Add/(Less): Movements during the year | - | - |
| **Balance at the end of the year** | **0.74** | **0.74** |
| **14.2 Capital redemption reserve** | | |
| Balance at the beginning of the year | 8.99 | 8.99 |
| Add/(Less): Movements during the year | - | - |
| **Balance at the end of the year** | **8.99** | **8.99** |
| **14.3 Securities premium** | | |
| Balance at the beginning of the year | 881.98 | 881.98 |
| Add/ (Less): Movements during the year | - | - |
| **Balance at the end of the year** | **881.98** | **881.98** |
| **14.4 General reserve** | | |
| Balance at the beginning of the year | 41.65 | 41.65 |
| Add/(Less): Movements during the year | - | - |
| **Balance at the end of the year** | **41.65** | **41.65** |
| **14.5 Retained earnings** | | |
| Balance at the beginning of the year | 610.88 | 477.26 |
| Profit for the year | 285.44 | 267.27 |
| Dividend distributed during the year (₹6.00 per share (March 31, 2024: ₹6.00)) | (133.65) | (133.65) |
| **Balance at the end of the year** | **762.67** | **610.88** |
| **14.6 Other comprehensive income** | | |
| Balance at the beginning of the year | 5.73 | 7.79 |
| Remeasurement of defined benefit obligations (net of tax) | 0.17 | (2.06) |
| **Balance at the end of the year** | **5.90** | **5.73** |

**Nature and purpose of other reserves**

**Capital reserve:**
Upon convergence of Schedule II of depreciation in FY 2013-14.

**Capital redemption reserve:**
Capital redemption reserve has been created by the Company as a part of the buyback transaction that seeks to redeem its own shares.

**Securities premium:**
Securities premium is used to record the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.

**Retained earnings:**
Retained earnings are the profits/loss that the Company has earned/incurred till date, less any transfers to other reserves, dividends or other distributions paid to its equity shareholders.

**Other comprehensive income:**
Items of other comprehensive income consists of remeasurement of net defined benefit liability/asset.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **15. Borrowings (Measured at amortised cost)** | | |
| **Non-Current** | | |
| **Term loans:** | | |
| Indian Rupee loans from banks (secured) | 1,339.14 | 1,349.39 |
| Indian Rupee loans from banks (unsecured) | - | 37.50 |
| Less: Current maturities of non-current borrowings | (404.70) | (431.35) |
| **Total** | **934.44** | **955.54** |
| **Current** | | |
| **Current maturities of non-current borrowings:** | | |
| Indian Rupee loans from banks (secured) | 404.70 | 418.85 |
| Indian Rupee loans from banks (unsecured) | - | 12.50 |
| | 404.70 | 431.35 |
| **Loans repayable on demand from banks:** | | |
| Cash credit (unsecured) | 15.82 | 4.90 |
| Short-term loans (secured) | 199.55 | 175.00 |
| Short-term loans (unsecured) | 542.00 | 704.76 |
| | 757.37 | 884.66 |
| **Total** | **1,162.07** | **1,316.01** |
| **Reconciliation of net debt** | | |
| Cash and cash equivalents (including other bank balances) | 61.84 | 53.32 |
| Liquid investments | - | - |
| Borrowings | (2,096.51) | (2,271.55) |
| Lease liabilities | (469.75) | (426.75) |
| **Net debt** | **(2,504.42)** | **(2,644.98)** |

Secured cash credit facility is secured by a first charge on all the current assets and pari-passu first charge over selected fixed assets by the Company.

Unsecured/secured cash credit carries interest ranging from 9.50% to 10.60% (March 31, 2024: 8.90% to 10.35%).

Secured short-term loans are secured by charge on plant and machinery, land and building, inventories, receivables and other current assets of the Company. These loans carry an interest rate ranging from 6.81% to 8.00% during the year (March 31, 2024: 6.75% to 8.00%)

Unsecured short-term loans obtained from various banks carry an interest rate ranging from 6.98% to 8.20% during the year (March 31, 2024: 7.10% to 8.50%).

Secured term loans obtained from various banks carry an interest rate (excluding subvention) ranging from 7.45% to 8.68% during the year (March 31, 2024: 6.00% to 8.85%).

Unsecured term loan obtained from bank carried an interest rate ranging from 8.13% to 8.22% during the year (March 31, 2024: 7.30% to 8.28%).

The Company had not committed any default in the repayment of loan or payment of interest. The quarterly return/statement of current assets filed by the Company with banks are in agreement with books of accounts.

The borrowings obtained by the Company from banks have been applied for the purposes for which such loan were taken.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
**(All amounts in INR Crores except for share data or as otherwise stated)**

**15B. The details of Indian rupees term loan from banks are as under:**

| S.No | Name of the Bank | Outstanding as on March 31, 2025 | Outstanding as on March 31, 2024 | Sanction amount | No. of instalments | Commencement of instalments | Security/Guarantee | Repayment Terms |
|---|---|---|---|---|---|---|---|---|
| 1 | Bank of Bahrain & Kuwait | - | 26.40 | 35.00 | 16 | 24/06/2023 | First charge on the specific movable fixed assets acquired out of the term loan in various locations with value of 1.25 times | 16 equal quarterly instalments of ₹2.15 Crores |
| 2 | Bank of Bahrain & Kuwait | - | 27.50 | 30.00 | 12 | 21/03/2024 | Hypothecation of Movable Fixed assets acquired out of the term loan in various locations with value of 1.10 times | 12 equal quarterly instalments of ₹2.50 Crores |
| 3 | Federal Bank | 109.20 | 101.70 | 136.73 | 26 | 27/09/2024 | 1) Mortgage on Hyderabad Milk Plant<br>2) Movable Fixed Assets (Proposed) | 1) 25 equal quarterly instalments of ₹4.88 Crores<br>2) 1 quarterly instalment of ₹1.77 Crores |
| 4 | HDFC Bank Limited | - | 13.33 | 80.00 | 18 | 22/08/2020 | 1. First charge on the specific fixed assets acquired out of the term loan and fixed assets of the Madurai dairy plant and paripassu charges on Palacode land & building and specific plant & machinery | 18 equal quarterly instalments of ₹4.44 Crores |
| 5 | HDFC Bank Limited | - | 13.33 | 80.00 | 18 | 26/09/2020 | 1. First charge on the specific fixed assets acquired out of the term loan and fixed assets of the Madurai dairy plant and paripassu charges on Palacode land & building and specific plant & machinery | 18 equal quarterly instalments of ₹4.44 Crores |
| 6 | HDFC Bank Limited | 17.50 | 27.50 | 50.00 | 20 | 31/03/2022 | 1. Exclusive extension of mortgage of Madurai plant for Term loan 2 and 3.<br>2. Exclusive mortgage on Land and building located at Palacode with cover of 1.25 times<br>3. Exclusive movable specific fixed assets with cover of 1.25 times. | 20 quarterly instalments of ₹2.50 Crores |
| 7 | HDFC Bank Limited | 12.50 | 25.00 | 50.00 | 16 | 21/06/2022 | 1. Exclusive extension of mortgage of Madurai plant for Term loan 2 and 3.<br>2. Exclusive mortgage on Land and building located at Palacode with cover of 1.25 times<br>3. Exclusive movable specific fixed assets with cover of 1.25 times | 16 quarterly instalments of ₹3.13 Crores |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| S.No | Name of the Bank | Outstanding as on March 31, 2025 | Outstanding as on March 31, 2024 | Sanction amount | No. of instalments | Commencement of instalments | Security/Guarantee | Repayment Terms |
|---|---|---|---|---|---|---|---|---|
| 8 | HDFC Bank Limited | 31.25 | 43.75 | 50.00 | 16 | 27/12/2023 | Property - Extension of mortgage of Madurai property PALACODE Taluk Plant and Machinery value of fixed assets of Madurai plant Rs.165 MN. Cross default clause for this property for TL 6, TL 8 and TL 9 and TL 10 to be made available. Mortgage of TL 6 on this property will not be released until TL 10 is paid off/ mortgage created. (Hypothecation of Movable FA of 1.25 times) | 16 quarterly instalments of ₹3.13 Crores |
| 9 | HDFC Bank Limited | 31.25 | 43.75 | 50.00 | 16 | 27/12/2023 | Property - Extension of mortgage of Madurai property Palacode Taluk plant and Machinery value of fixed assets of Madurai plant Rs.165 MN. Cross default clause for this property for TL 6, TL 8 and TL 9 and TL 10 to be made available. Mortgage of TL 6 on this property will not be released until TL 10 is paid off/ mortgage created. (Hypothecation of Movable FA of 1.25 times) | 16 quarterly instalments of ₹3.13 Crores |
| 10 | HDFC Bank Limited | 90.00 | - | 100.00 | 20 | 13/12/2024 | 1)Movable fixed assets acquired out of the term loan in various locations with value of 1.25 times for Term loan 11<br>2)Exclusive extension of mortgage of Madurai plant<br>3)Exclusive extension mortgage on Land and building located at Palacode | 20 quarterly instalments of ₹5.00 Crores |
| 11 | HDFC Bank Limited | 45.00 | - | 50.00 | 20 | 13/12/2024 | 1)Movable fixed assets acquired out of the term loan in various locations with value of 1.25 times for Term loan 11<br>2)Exclusive extension of mortgage of Madurai plant<br>3)Exclusive extension mortgage on Land and building located at Palacode | 20 quarterly instalments of ₹2.50 Crores |
| 12 | HSBC Bank Limited | - | 5.00 | 50.00 | 20 | 24/10/2019 | First charge on the specific fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 equal quarterly instalments of ₹2.50 Crores |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
**(All amounts in INR Crores except for share data or as otherwise stated)**

| S.No | Name of the Bank | Outstanding as on March 31, 2025 | Outstanding as on March 31, 2024 | Sanction amount | No. of instalments | Commencement of instalments | Security/Guarantee | Repayment Terms |
|---|---|---|---|---|---|---|---|---|
| 13 | HSBC Bank Limited | - | 2.50 | 25.00 | 20 | 12/12/2019 | First charge on the specific fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 equal quarterly instalments of ₹1.25 Crores |
| 14 | HSBC Bank Limited | - | 10.00 | 50.00 | 20 | 17/06/2020 | First charge on the specific fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 equal quarterly instalments of ₹2.50 Crores |
| 15 | HSBC Bank Limited | - | 8.00 | 40.00 | 20 | 18/06/2020 | First charge on the specific fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 equal quarterly instalments of ₹2.00 Crores |
| 16 | HSBC Bank Limited | 0.50 | 2.50 | 10.00 | 20 | 08/07/2020 | First charge on the specific fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 equal quarterly instalments of ₹0.50 Crores |
| 17 | HSBC Bank Limited | 5.00 | 15.00 | 50.00 | 20 | 22/12/2020 | First charge on the specific fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 equal quarterly instalments of ₹2.50 Crores |
| 18 | HSBC Bank Limited | 7.50 | 17.50 | 50.00 | 20 | 19/01/2021 | First charge on the specific fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 equal quarterly instalments of ₹2.50 Crores |
| 19 | HSBC Bank Limited | 13.12 | 21.87 | 35.00 | 16 | 08/11/2022 | Exclusive charge on Mortgage of Land at Sholinganallur with a cover of 1.25 times | 16 equal quarterly instalments of ₹2.19 Crores |
| 20 | HSBC Bank Limited | 24.37 | 40.62 | 65.00 | 16 | 30/11/2022 | Exclusive charge on Mortgage of Land at Sholinganallur with a cover of 1.25 times | 16 equal quarterly instalments of ₹4.06 Crores |
| 21 | HSBC Bank Limited | 17.63 | 20.74 | 20.74 | 20 | 17/09/2024 | Exclusive charge on Mortgage of Land at Sholinganallur with a cover of 1.25 times | 20 equal quarterly instalments of ₹1.04 Crores |
| 22 | HSBC Bank Limited | 48.48 | 57.03 | 57.03 | 20 | 17/09/2024 | Exclusive charge on Mortgage of Land at Sholinganallur with a cover of 1.25 times | 20 equal quarterly instalments of ₹2.85 Crores |
| 23 | HSBC Bank Limited | 16.95 | 19.94 | 19.94 | 20 | 16/09/2024 | Exclusive charge on Mortgage of Land at Sholinganallur with a cover of 1.25 times | 20 equal quarterly instalments of ₹1.00 Crore |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| S.No | Name of the Bank | Outstanding as on March 31, 2025 | Outstanding as on March 31, 2024 | Sanction amount | No. of instalments | Commencement of instalments | Security/Guarantee | Repayment Terms |
|---|---|---|---|---|---|---|---|---|
| 24 | HSBC Bank Limited | 1.94 | 2.28 | 2.28 | 20 | 27/09/2024 | Exclusive charge on Mortgage of Land at Sholinganallur with a cover of 1.25 times | 20 equal quarterly instalments of ₹0.11 Crore |
| 25 | ICICI Bank Limited | 37.33 | 112.00 | 280.00 | 15 | 31/03/2022 | Exclusive Charge on the assets (Plant, machinery and building) at Zaheerabad plant land with a cover of 1.25 times | 15 quarterly instalments of ₹18.67 Crores |
| 26 | Kotak Mahindra Bank | - | 4.69 | 25.00 | 16 | 31/01/2021 | Extention of mortgage on land & buildings of Red Hills plant and specific identified moveable fixed assets of various locations | 16 equal quarterly instalments of ₹1.56 Crores |
| 27 | Kotak Mahindra Bank | 30.00 | 50.00 | 100.00 | 20 | 15/12/2021 | 1. First and exclusive hypothecation charge of existing identified moveable fixed assets of various locations<br>2. First and exclusive equitable mortgage on immovable Land and building of Tirunelveli, Thalaivasal and Redhills plant with a cover of 1.25 times | 20 equal quarterly instalments of ₹5.00 Crores |
| 28 | Kotak Mahindra Bank | 80.00 | 100.00 | 100.00 | 20 | 24/04/2024 | 1. First and exclusive hypothecation charge of existing identified moveable fixed assets of various locations<br>2. First and exclusive equitable mortgage on immovable Land and building of Tirunelveli, Thalaivasal and Redhills plant with a cover of 1.25 times | 20 equal quarterly instalments of ₹5.00 Crores |
| 29 | Kotak Mahindra Bank | 100.00 | - | 100.00 | 20 | 23/04/2025 | 1. Hypothecation charge of Existing identified moveable fixed assets of various locations (Proposed)<br>2. First and exclusive equitable mortgage on immovable Land and building of Tirunelveli, Thalaivasal and Redhills plant with a cover of 1.25 times | 20 equal quarterly instalments of ₹5.00 Crores |
| 30 | Shinhan Bank | - | 37.50 | 50.00 | 16 | 30/06/2023 | First charge on the specific fixed assets acquired out of the term loan in various locations with value of 1.25 times | 16 quarterly instalments of ₹3.13 Crores |
| 31 | Mizhuo Bank Limited | - | 37.50 | 50.00 | 16 | 23/06/2023 | No security (Unsecured) | 16 quarterly instalments of ₹3.13 Crores |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| S.No | Name of the Bank | Outstanding as on March 31, 2025 | Outstanding as on March 31, 2024 | Sanction amount | No. of instalments | Commencement of instalments | Security/Guarantee | Repayment Terms |
|---|---|---|---|---|---|---|---|---|
| 32 | Indusind Bank Limited | 15.63 | 28.13 | 50.00 | 16 | 31/07/2022 | First charge on the specific movable fixed assets acquired out of the term loan in various locations with value of 1.25 times | 16 quarterly instalments of ₹3.13 Crores |
| 33 | Indusind Bank Limited | 22.50 | 32.50 | 50.00 | 20 | 30/09/2022 | First charge on the specific movable fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 quarterly instalments of ₹2.50 Crores |
| 34 | Indusind Bank Limited | 25.00 | 35.00 | 50.00 | 20 | 31/12/2022 | First charge on the specific movable fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 quarterly instalments of ₹2.50 Crores |
| 35 | Indusind Bank Limited | 52.50 | 67.50 | 75.00 | 20 | 31/12/2023 | Hypothecation of Movable Fixed Assets of 1.25 times | 20 quarterly instalments of ₹3.75 Crores |
| 36 | Indusind Bank Limited | 70.00 | - | 100.00 | 20 | 30/06/2025 | Hypothecation of Movable Fixed Assets of 1.25 times (Proposed) | 20 quarterly instalments of ₹3.50 Crores |
| 37 | South Indian Bank | 75.00 | 100.00 | 100.00 | 16 | 14/06/2024 | First charge on the specific movable fixed assets acquired out of the term loan in various locations with value of 1.25 times | 16 quarterly instalments of ₹6.25 Crores |
| 38 | Central Bank of India | 22.48 | 29.99 | 30.00 | 16 | 26/06/2024 | First charge on the specific movable fixed assets acquired out of the term loan in various locations with value of 1.25 times | 16 quarterly instalments of ₹1.88 Crores |
| 39 | Union Bank of India | - | 55.00 | 55.00 | 16 | 25/04/2024 | Hypothecation of Movable Fixed Assets of 1.25 times | 16 quarterly instalments of ₹3.44 Crores |
| 40 | Axis Bank Limited | 97.92 | 100.00 | 100.00 | 48 | 28/03/2025 | Hypothecation of Movable Fixed Assets of 1.25 times | 48 monthly instalments of ₹2.08 Crores |
| 41 | Axis Bank Limited | 100.00 | - | 100.00 | 48 | 31/01/2026 | Hypothecation of Movable Fixed Assets of 1.25 times | 48 monthly instalments of ₹2.08 Crores |
| 42 | Axis Bank Limited | 50.00 | - | 50.00 | 48 | 28/02/2026 | Hypothecation of Movable Fixed Assets of 1.25 times | 48 monthly instalments of ₹1.04 Crores |
| 43 | State Bank of India | 100.00 | 70.00 | 100.00 | 16 | 30/04/2025 | Hypothecation of Movable Fixed Assets of 1.25 times | 16 quarterly instalments of ₹6.25 Crores |
| 44 | Adjustments toward interest subvention | (11.42) | (18.18) | - | | | | |
| | **Total** | **1,339.14** | **1,386.89** | **2,751.72** | | | | |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|---|
| **15A. Provisions (Non-current)** | | | |
| Provision for gratuity (refer Note 36(a)) | | 23.36 | 19.89 |
| **Total** | | **23.36** | **19.89** |
| **16. Deferred tax liabilities (net)** | | | |
| Deferred tax liability relating to | | | |
| Property, plant and equipment | | 16.42 | 21.35 |
| | (A) | **16.42** | **21.35** |
| **Deferred tax asset relating to** | | | |
| Employee benefit obligations | | - | 2.63 |
| Expenses allowed under income tax on payment basis | | 12.66 | 10.76 |
| Others - leases, grants, etc., | | 8.80 | 6.27 |
| | (B) | **21.46** | **19.66** |
| **Deferred tax liability/(asset) (net) (A-B)** | | **(5.04)** | **1.69** |

**Following is the analysis of the deferred tax (assets)/liabilities:**
**For the year ended March 31, 2025**

| PARTICULARS | Opening Balance | Recognised in profit & loss | Recognised in other comprehensive income | Closing balance |
|---|---|---|---|---|
| Deferred tax liability relating to<br>Property, plant and equipment | 21.35 | (4.93) | - | 16.42 |
| (A) | **21.35** | **(4.93)** | **-** | **16.42** |
| Deferred tax asset relating to | | | | |
| Employee benefit obligations | (2.63) | 2.63 | - | - |
| Expenses allowed under income tax on payment basis | (10.76) | (1.95) | 0.05 | (12.66) |
| Others - leases, grants, etc., | (6.27) | (2.53) | - | (8.80) |
| (B) | (19.66) | (1.85) | 0.05 | (21.46) |
| Deferred tax liability/(asset) (net) (A-B) | **1.69** | **(6.78)** | **0.05** | **(5.04)** |

**For the year ended March 31, 2024**

| PARTICULARS | Opening Balance | Recognised in profit & loss | Recognised in other comprehensive income | Closing balance |
|---|---|---|---|---|
| Deferred tax liability relating to<br>Property, plant and equipment | 57.78 | (36.43) | - | 21.35 |
| (A) | **57.78** | **(36.43)** | **-** | **21.35** |
| Deferred tax asset relating to | | | | |
| Employee benefit obligations | (1.94) | - | (0.69) | (2.63) |
| Expenses allowed under income tax on payment basis | (8.65) | (2.11) | - | (10.76) |
| Others - leases, grants, etc., | (7.01) | 0.74 | - | (6.27) |
| (B) | (17.60) | (1.37) | (0.69) | (19.66) |
| Deferred tax liability/(asset) (net) (A-B) | **40.18** | **(37.80)** | **(0.69)** | **1.69** |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **17. Other non-current liabilities** | | |
| Government grant | 11.70 | 17.38 |
| **Total** | **11.70** | **17.38** |
| **18. Trade payables** | | |
| • Total outstanding dues of micro enterprises and small enterprises | 11.63 | 3.13 |
| • Total outstanding dues of creditors other than, micro enterprises and small enterprises | 229.23 | 185.20 |
| **Total** | **240.86** | **188.33** |

**18a. Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| (i) Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end | 11.61 | 3.13 |
| (ii) Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end | 0.02 | - |
| (iii) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year | 0.42 | - |
| (iv) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year | | |
| (v) Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year | - | - |
| (vi) Interest due and payable towards suppliers registered under the MSMED Act, for payments already made | - | - |
| (vii) Total amount of interest accrued and remaining unpaid at the year end | 0.02 | - |
| (viii) Further interest remaining due and payable for earlier years | - | - |

**18 (b) Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.**

**18 (c) Trade payables ageing schedule**
**As at March 31, 2025**

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|
| | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Undisputed** | | | | | | |
| Micro and small enterprises | 11.10 | 0.53 | - | - | - | 11.63 |
| Others | 180.78 | 47.38 | 1.07 | - | - | 229.23 |
| **Disputed** | | | | | | |
| Micro and small enterprises | - | - | - | - | - | - |
| Others | - | - | - | - | - | - |
| **Total** | **191.88** | **47.91** | **1.07** | **-** | **-** | **240.86** |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**As at March 31, 2024**

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|---|---|---|---|---|---|---|
| | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Undisputed** | | | | | | |
| Micro and small enterprises | 2.94 | 0.19 | - | - | - | 3.13 |
| Others | 90.98 | 94.22 | - | - | - | 185.20 |
| **Disputed** | | | | | | |
| Micro and small enterprises | - | - | - | - | - | - |
| Others | - | - | - | - | - | - |
| **Total** | **93.92** | **94.41** | - | - | - | **188.33** |

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **19. Other financial liabilities (current)** | | |
| **(Measured at amortised cost, unless otherwise specified)** | | |
| Interest accrued but not due on borrowings | 4.47 | 4.05 |
| Payable on purchase of property, plant and equipment | 26.07 | 28.78 |
| Unclaimed dividend | 1.54 | 1.64 |
| Interest-free security deposits from customers and others | 170.83 | 156.18 |
| **Total** | **202.91** | **190.65** |
| **20. Provisions (current)** | | |
| Provision for gratuity (refer Note 36 (a)) | 8.59 | 7.02 |
| Provision for compensated absences | 10.36 | 7.62 |
| **Total** | **18.95** | **14.64** |
| **21. Other current liabilities** | | |
| Government grant | 6.08 | 7.52 |
| Advances from customers | 27.63 | 18.09 |
| Statutory dues | 9.65 | 5.86 |
| **Total** | **43.36** | **31.47** |

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **22. Revenue from operations** | | |
| a. Revenue from sale of products | 8,651.11 | 7,974.93 |
| b. Other operating revenue | | |
| (i) Scrap sales and others | 16.13 | 15.47 |
| | 16.13 | 15.47 |
| **Total** | **8,667.24** | **7,990.40** |
| **Reconciliation of revenue from sale of products with contracted price:** | | |
| Revenue as per contract price | 8,708.53 | 8,028.03 |
| Adjusted for | | |
| - Credit notes for rebates and incentives | 57.42 | 53.10 |
| **Revenue from sale of products** | **8,651.11** | **7,974.93** |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
**(All amounts in INR Crores except for share data or as otherwise stated)**

Note: 22.1 Disaggregated revenue information
Based on the management approach as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on analysis of various performance indicators by operating segments. The Company operates in a single segment viz., milk and milk products.

Note: 22.2 Trade receivables and contract balances
A receivable is a right to consideration that is unconditional upon passage of time. The Company sells goods on advance payment terms. In case of customers with certain nature of products where the credit is allowed, the same is disclosed in Note 9 - Trade Receivables.

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **Contract assets** | | |
| Trade receivables (refer Note 9) | 28.16 | 10.06 |
| **Contract liabilities** | | |
| Advance from customers (refer Note 21) | 27.63 | 18.09 |
| Revenue recognised that was included in the contract liability balance at the beginning of the period | 18.09 | 15.53 |

Revenue from goods or services is transferred to customers at a point-in-time basis.

**Note 22.4 Information about major customers**
The Company has no single customer from whom the revenue is more than 10% of its revenue from external customers.

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **23. Other income** | | |
| Interest income on: | | |
| - Bank deposits | 0.12 | 0.91 |
| - Other deposits | 1.09 | 0.09 |
| - Other financial assets carried at amortised cost | 2.69 | 2.21 |
| Gain on disposal of property, plant and equipment (net) | 3.35 | 15.35 |
| Gain on redemption of mutual fund investments | 2.79 | 1.68 |
| Net gain on foreign currency transactions | 1.30 | - |
| Recoveries and others | 7.46 | 1.67 |
| Government grants | 0.67 | 0.67 |
| **Total** | **19.47** | **22.58** |
| **24. Cost of materials consumed** | | |
| **Raw materials consumed** | | |
| Opening stock | 445.24 | 322.98 |
| Add: Purchases | 5,529.50 | 6,481.34 |
| | 5,974.74 | 6,804.32 |
| Less: Closing stock | 147.81 | 445.24 |
| **Total** | **5,826.93** | **6,359.08** |
| **25. Purchases of stock-in-trade** | | |
| Purchases of stock-in-trade | 4.90 | 7.05 |
| **Total** | **4.90** | **7.05** |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **26. Changes in inventories of finished goods, stock-in-trade and work-in-progress** | | |
| Opening stock | | |
| Stock-in-trade | 0.97 | 1.93 |
| Work-in-progress | 827.63 | 56.02 |
| Finished goods | 136.33 | 159.88 |
| | 964.93 | 217.83 |
| Closing stock | | |
| Stock-in-trade | 1.11 | 0.97 |
| Work-in-progress | 610.11 | 827.63 |
| Finished goods | 177.31 | 136.33 |
| | **788.53** | **964.93** |
| **(Increase)/decrease in inventories of finished goods, stock-in-trade and work-in-progress** | **176.40** | **(747.10)** |
| **27. Employee benefits expense** | | |
| Salaries, wages and bonus | 212.24 | 196.36 |
| Contribution to provident and other funds (refer Note 36 (b)) | 12.20 | 11.31 |
| Gratuity expense (refer Note 36 (a)) | 5.29 | 4.62 |
| Staff welfare expenses (refer Note 36 (c)) | 13.58 | 13.92 |
| **Total** | **243.31** | **226.21** |
| **28. Finance costs** | | |
| Interest on borrowings | 144.68 | 120.48 |
| Interest on lease liabilities (refer Note 37) | 35.58 | 32.50 |
| Other borrowing costs | 1.42 | 1.20 |
| **Total** | **181.68** | **154.18** |
| **29. Depreciation and amortisation expense** | | |
| Depreciation of property, plant and equipment | 375.09 | 328.56 |
| Amortisation of intangible assets | 2.32 | 3.29 |
| Amortisation of right-of-use assets | 87.89 | 77.64 |
| **Total** | **465.30** | **409.49** |
| **30. Other expenses** | | |
| Consumption of stores and spares | 32.84 | 24.97 |
| Power and fuel [net of power credits of Nil (March 31, 2024: ₹15.34)] | 291.07 | 256.47 |
| Service charges | 219.15 | 201.66 |
| Repairs and maintenance | | |
| Plant and machinery | 127.29 | 98.45 |
| Buildings | 23.44 | 16.37 |
| Others | 22.66 | 16.88 |
| Rent (refer Note 37) | 21.76 | 16.41 |
| Rates and taxes | 9.24 | 7.13 |
| Insurance | 9.43 | 10.25 |
| Printing and stationery | 3.00 | 2.70 |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| Legal and professional expenses | 30.29 | 25.01 |
| Freight outwards | 298.37 | 280.31 |
| Advertisement and sales promotion expenses | 183.39 | 156.89 |
| Payment to auditors (refer Note 30.1) | 0.98 | 0.86 |
| Travelling and conveyance | 78.57 | 76.92 |
| Communication expenses | 10.93 | 11.81 |
| Security charges | 9.63 | 8.85 |
| Corporate social responsibility expenditure (refer Note 46) | 5.17 | 11.34 |
| Donations | 1.24 | 0.65 |
| Directors' sitting fees | 0.35 | 0.30 |
| Postage and courier charges | 0.49 | 0.47 |
| Net loss on foreign currency transactions | - | 0.50 |
| Miscellaneous expenses | 22.75 | 21.00 |
| **Total** | **1,402.04** | **1,246.20** |
| **Note 30.1 Payment to Auditors** | | |
| As auditor (excluding Goods and Services tax) | | |
| - Statutory audit | 0.60 | 0.52 |
| - Tax audit | 0.08 | 0.08 |
| - Limited reviews | 0.18 | 0.15 |
| - Certifications | 0.06 | 0.06 |
| - Reimbursement of expenses | 0.06 | 0.05 |
| **Total** | **0.98** | **0.86** |
| **31. Other comprehensive income (OCI)** | | |
| The disaggregation of changes to other comprehensive income in equity is shown below: | | |
| **Items that will not be reclassified to profit or loss** | | |
| Remeasurement of net defined benefit liability (refer Note 36(a)) | (0.22) | 2.75 |
| Income tax effect | 0.05 | (0.69) |
| **Total** | **(0.17)** | **2.06** |
| **32. Earnings per share (EPS)** | | |
| Profit attributable to ordinary shareholders | 285.44 | 267.27 |
| Weighted average number of equity shares in computing Basic EPS | 22,27,48,268 | 22,27,48,268 |
| Weighted average number of equity shares in computing Diluted EPS | 22,27,48,268 | 22,27,48,268 |
| Face value of each equity share (Re.) | 1.00 | 1.00 |
| Earnings per share | | |
| - Basic (Rs.) | 12.81 | 12.00 |
| - Diluted (Rs.) | 12.81 | 12.00 |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **33. Taxes** | | |
| **(a) Income tax expense:** | | |
| The major components of income tax expenses are: | | |
| **(i) Income tax recognised in Statement of Profit and Loss:** | | |
| Current tax | | |
| In respect of the current year | 108.01 | 128.19 |
| In respect of prior years | (0.52) | 0.21 |
| Current tax | 107.49 | 128.40 |
| Deferred tax | (6.78) | (37.80) |
| **Total income tax expense recognised in Statement of Profit and Loss** | **100.71** | **90.60** |
| **(ii) Income tax recognised in Other Comprehensive Income:** | | |
| Deferred tax (credit)/charge | | |
| Remeasurement of net defined benefit liability | 0.05 | (0.69) |
| **Total income tax expense/(income) recognised in OCI** | **0.05** | **(0.69)** |
| **(b) Reconciliation of effective tax rate:** | | |
| Profit before tax (A) | 386.15 | 357.87 |
| Enacted income tax rate in India (B) | 25.17% | 25.17% |
| Expected tax expense using the Company's applicable rate | 97.19 | 90.08 |
| **Tax effect of:** | | |
| - Adjustments recognised in the current year in relation to prior years | - | 0.21 |
| - Effect of expenses that are not deductible in determining taxable profit | 1.61 | 3.02 |
| - Effect on sale of windmill on slump sale basis | - | (3.02) |
| - Others | 1.91 | 0.31 |
| **Income tax expense recognised in Statement of Profit and Loss** | **100.71** | **90.60** |
| **34. Distribution made and proposed** | | |
| **Cash dividends on equity shares declared and paid:** | | |
| Interim dividend for the year ended March 31, 2025: ₹6 per share (March 31, 2024: ₹6 per share) | 133.65 | 133.65 |
| Proposed dividend | - | - |

Proposed dividend on equity shares are subject to approval at the annual general meeting and are not recognised as a liability as at March 31, 2025 and March 31, 2024.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **35. Contingent liabilities and commitments** | | |
| **(i) Contingent liabilities** | | |
| (a) Claims against the company not acknowledged as debt (refer Note below) | | |
| - Direct tax (Pre-deposit: 3.77 (March 31, 2024: 1.79)) | 48.79 | 48.24 |
| - Indirect tax (Pre-deposit: 12.64 (March 31, 2024: 8.67)) | 116.47 | 26.18 |
| - Others (Pre-deposit: 1.51 (March 31, 2024: 1.51)) | 2.93 | 2.93 |
| Total | 168.19 | 77.35 |
| **(ii) Commitments** | | |
| a) Estimated amount of contracts remaining to be executed on capital account (net of capital advances) and not provided for | 187.28 | 151.44 |

**Note:**
Based on the professional advice obtained, the Company believes that they maintain adequate information/ documentation which can be furnished and hence have a good case and the chances of favourable outcome is high. Further, the Company has paid an amount of ₹17.92 as deposits paid under protest. Based on the advise of its legal counsel, the Company believes that other disputes, lawsuits and claims, including commercial matters, which arise from time to time in the ordinary course of business and are outstanding as at March 31, 2025 will not have any material adverse effect on its financial statements for the year ended March 31, 2025.

**36. Employee benefits**

**(a) Gratuity benefits provided by the Company**

In accordance with applicable Indian laws, the Company has a defined benefit plan which provides for gratuity payments (the “Gratuity Plan”) and covers certain categories of employees in India. The Gratuity Plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amount of the payment is based on the respective employee’s last drawn salary and the years of employment with the Company. Liabilities in respect of the Gratuity Plan are determined by an actuarial valuation, based upon which the Company makes contributions to the Gratuity Fund maintained with Life Insurance Corporation of India (LIC).

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

**Investment risk:** The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. When there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit. Currently, for these plans, investments are made in government securities, debt instruments, short-term debt instruments, equity instruments and asset-backed, trust-structured securities as per the notification of Ministry of Finance.

**Interest risk:** A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan’s investments.

**Longevity risk:** The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan’s liability.

**Salary risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan’s liability.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

The components of gratuity cost recognised in the statement of profit and loss consists of the following:

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| Current service cost | 3.36 | 3.17 |
| Interest expenses on defined benefit obligation | 2.18 | 1.87 |
| Interest income on plan asset | (0.25) | (0.42) |
| **Gratuity cost recognised in statement of profit and loss** | **5.29** | **4.62** |
| **Remeasurement on the net defined benefit liability:** | | |
| Actuarial (gains)/losses due to financial assumptions changes in defined benefit obligation | (0.22) | 2.75 |
| **Components of defined benefit costs recognised in other comprehensive income** | **(0.22)** | **2.75** |
| **Details of employee benefits obligations and plan assets:** | | |
| Present value of funded obligations | 34.26 | 31.65 |
| Fair value of plan assets | (2.31) | (4.74) |
| **Net defined benefit liability (surplus)/deficit recognised** | **31.95** | **26.91** |
| **Bifurcation of net defined benefit liability:** | | |
| Current | 8.59 | 7.02 |
| Non-current | 23.36 | 19.89 |
| **Details of changes in the present value of defined benefit obligations:** | | |
| Defined benefit obligations at the beginning of the year | 31.65 | 26.41 |
| Current service cost | 3.36 | 3.17 |
| Interest on defined obligations | 2.18 | 1.87 |
| Benefits payment from plan | (2.50) | (2.42) |
| Actuarial (gains)/loss | (0.43) | 2.62 |
| **Defined benefit obligations at the end of the year** | **34.26** | **31.65** |
| **Details of changes in the fair value of plan assets:** | | |
| Fair value of plan assets at the beginning of the year | 4.73 | 6.78 |
| Interest income on plan assets | 0.25 | 0.42 |
| Employer contributions | 0.04 | 0.09 |
| Benefits paid from plan assets | (2.50) | (2.42) |
| Actuarial gains/(loss) | (0.21) | (0.13) |
| **Fair value of plan assets at the end of the year** | **2.31** | **4.74** |
| **Actual return on plan asset** | **0.04** | **0.28** |

**The major categories of plan assets of the fair value of the total plan assets are as follows:**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| Schemes of insurance - conventional products | 100.00 % | 100.00 % |
| **Total** | **100.00 %** | **100.00 %** |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **(i) Expected contribution to the fund in next year** | | |
| Gratuity | 8.59 | 7.02 |
| **Total** | **8.59** | **7.02** |
| Weighted average duration of DBO | 5.96 | 4.80 |
| **(ii) Maturity profile of defined benefit obligation** | | |
| Next 12 months | 4.46 | 4.08 |
| Year 2 | 3.62 | 3.11 |
| Year 3 | 3.41 | 2.67 |
| Year 4 | 2.99 | 2.68 |
| Year 5 | 2.10 | 2.47 |
| Year 6-10 | 13.40 | 12.20 |
| Payout above 10 years | 27.75 | 32.56 |

**(iii) Sensitivity analysis of defined benefit obligation**

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| (a) Effect of 1% change in assumed discount rate | | |
| - 1% increase | 32.12 | 29.52 |
| - 1% decrease | 36.67 | 34.06 |
| (b) Effect of 1% change in assumed salary escalation rate | | |
| - 1% increase | 36.15 | 33.51 |
| - 1% decrease | 32.48 | 29.90 |
| (c) Effect of 1% change in assumed attrition rate | | |
| - 1% increase | 33.92 | 31.26 |
| - 1% decrease | 34.63 | 32.08 |
| (d) Effect of change in assumed mortality rate | | |
| - 10% increase | 34.25 | 31.63 |

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the changes in assumptions would occur in isolation of one another as some of the assumptions may be correlated. In presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| Discount rate | 6.58 % | 7.19 % |
| Rate of return of plan assets | 7.19 % | 7.39 % |
| Attrition rate | Refer below | Refer below |
| Rate of compensation increase | 9.00% | 10.00 % |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| Attrition rate age range is hereunder: | | |
| Less than age 35 | 26.00 % | 23.00 % |
| From age 35 | 21.67 % | 19.17 % |
| From age 40 | 14.44 % | 12.78 % |
| From age 45 | 7.22 % | 6.39 % |
| From age 50 | 2.00 % | 2.00 % |
| The expected future cash flows in respect of gratuity were as follows: | | |
| **Expected future benefit payments** | | |
| Year 1 | 4.66 | 4.08 |
| Year 2 | 3.63 | 3.11 |
| Year 3 | 3.41 | 2.68 |
| Year 4 | 2.99 | 2.68 |
| Year 5 | 2.10 | 2.47 |
| Beyond 5 and upto 10 years | 13.41 | 12.21 |

**(b) Provident fund benefits**

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund, which is defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue. The amount recognised as an expense towards contribution to provident fund for the year aggregated to ₹12.20 (March 31, 2024: ₹11.31) and is included in “contribution to provident and other funds”.

**(c) Employee state insurance benefits**

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Employee State Insurance, which is defined contribution plan. The Company has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue. The amount recognised as an expense towards contribution to employee state insurance for the year aggregated to ₹1.53 (March 31, 2024: ₹1.63) and is included in Staff Welfare Expenses.

**37. Leases**

**A. Break-up of current and non-current lease liabilities:**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| Current lease liabilities | 111.00 | 99.49 |
| Non-current lease liabilities | 358.75 | 327.26 |
| **Total** | **469.75** | **426.75** |

**B. Movement in lease liabilities:**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| Balance at the beginning of the year | 426.75 | 344.93 |
| Additions | 127.49 | 157.42 |
| Finance costs accrued during the period | 35.58 | 32.50 |
| Deletions | (10.59) | (9.61) |
| Payment of lease liabilities | (109.48) | (98.49) |
| **Balance at the end of the year** | **469.75** | **426.75** |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**C. The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| Less than one year | 111.00 | 99.49 |
| One to five years | 332.40 | 300.91 |
| More than five years | 167.89 | 159.79 |

**D. Amounts recognised in statement of profit and loss:**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| Interest on lease liabilities | 35.58 | 32.50 |
| Variable lease payments not included in lease payment liabilities | 0.12 | 0.04 |
| Expenses relating to short-term leases (included under Rent in Note 30) | 21.76 | 16.41 |

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use assets. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line other expenses in the Statement of Profit and Loss.

A lease contract is modified and the lease modification is not accounted for as a separate lease in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The Company has applied a single discount rate to a portfolio of leases of a similar assets in similar economic environment with similar end date.

**Critical judgements in determining the lease term**
In determining the lease term, management considers all facts and circumstances that create and economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

**38. Related party disclosure**

List of related parties

Person having control over the entity

| | |
|---|---|
| R.G. Chandramogan | Chairman |

Key Management Personnel (KMP)

| | |
|---|---|
| C. Sathyan | Managing Director (upto September 12, 2024) and Vice-Chairman (w.e.f. September 12, 2024) |
| J. Shanmuga Priyan | Managing Director (w.e.f. September 12, 2024) |
| S. Subramanian | Non-Executive Director |
| V.R. Muthu | Non-Executive Director |
| K.S. Thanarajan | Non-Executive Director |
| Bharathi Baskar | Non-Executive Director (w.e.f. July 15, 2024) |
| Archana Narayanaswamy | Non-Executive Director |
| D. Sathyanarayanan | Non-Executive Director (upto September 12, 2024) |
| P. Vaidyanathan | Non-Executive Director (upto September 12, 2024) |
| Tammineedi Balaji | Non-Executive Director (upto September 22, 2024) |
| Chalini Madhivanan | Non-Executive Director (upto September 22, 2024) |
| H. Ramachandran | Chief Financial Officer |
| G. Somasundaram | Company Secretary (upto July 31, 2024) |
| C. Subramaniam | Company Secretary (w.e.f. September 14, 2024) |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

Relatives of Key Managerial Personnel

| | |
|---|---|
| C. Lalitha | Relatives of KMP |
| Deviga Suresh | Relatives of KMP |
| Vivin Srinesh | Relatives of KMP |
| Dolly Sathyan | Relatives of KMP |
| Vismita Sathyan | Relatives of KMP |

Subsidiary Company

Milk Mantra Dairy Private Limited (w.e.f. January 27, 2025)

Entities in which KMP/Non-executive Director has significant influence

Raja KSP Ganesan Charities

HAP Sports Trust

Integrated Registry Management Services Private Limited (upto September 12, 2024)

Note: Related party relationships are as identified by the Management and relied upon by the auditors.

Transactions with Related Parties

| NATURE OF THE TRANSACTION AND RELATIONSHIP | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **1) Remuneration to KMPs** | | |
| C. Sathyan | 1.35 | 0.97 |
| J. Shanmuga Priyan | 0.40 | - |
| H. Ramachandran | 0.95 | 0.90 |
| G. Somasundaram | 0.12 | 0.34 |
| C. Subramaniam | 0.18 | - |
| **2) Remuneration to Non-executive Director** | | |
| D. Sathyanarayanan (upto September 12, 2024) | 0.03 | 0.06 |
| **3) CSR contribution and others to Trust (HAP Sports Trust)** | | |
| CSR contribution | 5.17 | 11.34 |
| Rent paid | - | 0.06 |
| Rent received | 0.54 | 0.01 |
| **4) Payment of interim dividend** | | |
| R.G. Chandramogan | 73.34 | 73.27 |
| C. Sathyan | 13.10 | 13.10 |
| C. Lalitha | 1.54 | 1.54 |
| Deviga Suresh | 5.92 | 5.92 |
| Vivin Srinesh | 1.21 | 1.21 |
| Dolly Sathyan | 1.47 | 1.47 |
| Vismita Sathyan | 1.21 | 1.21 |
| **5) Transaction with Company in which Non-Executive Director is interested** | | |
| Integrated Registry Management Services Private Limited - Folio maintenance charges to registrar and transfer agent | 0.03 | 0.04 |
| **6) Transactions with Subsidiary (Milk Mantra Dairy Private Limited)** | | |
| Sale of assets | 2.30 | - |
| Sale of goods and spares | 18.76 | - |
| Purchase of goods* | 0.00 | - |
| Corporate guarantee | 20.00 | - |
| Commision on corporate guarantee | 0.03 | - |
| **7) Closing balance with Subsidiary (Milk Mantra Dairy Private Limited)** | | |
| Balance receivable | 21.09 | - |
| Balance payable* | 0.00 | - |

Notes

1. The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to Key Management Personnel (KMP) and for the period they were designated as KMP.
2. Actuarial valuation based provision with respect to gratuity have not been included as these are computed for the Company as a whole.

*Amount is less than the rounding-off norms adopted by the Company.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**39. Hedging activities and derivatives**

a) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as under:

| Particulars | Currency | March 31, 2025 | | | March 31, 2024 | | |
|---|---|---|---|---|---|---|---|
| | | Amount In Foreign Currency | Amount In ₹ | Conversion Rate | Amount In Foreign Currency | Amount In ₹ | Conversion Rate |
| Trade receivables | USD | 0.00 | 0.10 | 85.58 | 0.03 | 2.74 | 83.37 |
| Trade payables* | USD | 0.04 | 3.31 | 85.58 | 0.02 | 1.43 | 83.37 |
| | EUR | 0.02 | 1.64 | 92.32 | 0.00 | 0.02 | 90.25 |
| | CHF | 0.00 | 0.25 | 96.62 | - | - | - |
| | SGD | 0.00 | 0.00 | 63.57 | 0.00 | 0.01 | 61.88 |
| Payable on purchase of property, plant and equipment | USD | 0.01 | 0.74 | 85.58 | 0.01 | 0.52 | 83.37 |
| | EUR | 0.01 | 1.24 | 92.32 | 0.12 | 10.45 | 90.25 |
| | GBP | - | - | - | 0.00 | 0.01 | 105.33 |

*Amount mentioned is less than the rounding off norms of the Company.

**b) Foreign currency sensitivity:**

The Company is mainly exposed to fluctuations in US Dollar, GBP, EURO, CHF and SGD. The following table details the Company's sensitivity to a 5% increase and decrease against the US Dollar, GBP, EURO, CHF and SGD. 5% is the sensitivity used when reporting foreign currency risk internally to Key Management Personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only net outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit or equity where the Rupee strengthens by 5% against the US Dollar, GBP, EURO, CHF and SGD. For a 5% weakening against the US Dollar, GBP, EURO, CHF and SGD, there would be a comparable impact on the profit or equity.

| Particulars | Change In Rate % | | Effect On Profit Before Tax | | Effect On Equity | |
|---|---|---|---|---|---|---|
| | Increase | Decrease | Increase | Decrease | Increase | Decrease |
| **March 31, 2025** | | | | | | |
| USD | 5% | 5% | (0.20) | 0.20 | (0.20) | 0.20 |
| EURO | 5% | 5% | (0.14) | 0.14 | (0.14) | 0.14 |
| CHF | 5% | 5% | (0.01) | 0.01 | (0.01) | 0.01 |
| SGD | 5% | 5% | (0.00) | 0.00 | (0.00) | 0.00 |
| **March 31, 2024** | | | | | | |
| USD | 5% | 5% | 0.04 | (0.04) | 0.04 | (0.04) |
| GBP | 5% | 5% | (0.00) | 0.00 | (0.00) | 0.00 |
| EURO | 5% | 5% | (0.52) | 0.52 | (0.52) | 0.52 |
| SGD | 5% | 5% | (0.00) | 0.00 | (0.00) | 0.00 |

**Note 40. Segment information**

**a) Products from which reportable segments derive their revenues**

Based on the management approach as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on analysis of various performance indicators by operating segments. The Company operates in a single segment viz., milk and milk products.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

b)Geographical information

The Geographical information analyses the Company's revenue from operations and non-current assets by the Company's country of domicile (i.e. India) and other countries. Revenue from operations are specified by location of customers while the non-current assets are specified by location of the assets. The following table present revenue from operations and non-current assets information regarding the company's geographical segments:

**For the year ended March 31, 2025**

| Particulars | India | Others | Total |
|---|---|---|---|
| Revenue from operations | 8,645.24 | 22.00 | 8,667.24 |
| Non-current assets* | 3,359.84 | - | 3,359.84 |

**For the year ended March 31, 2024**

| Particulars | India | Others | Total |
|---|---|---|---|
| Revenue from operations | 7,977.10 | 13.30 | 7,990.40 |
| Non-current assets* | 3,049.49 | - | 3,049.49 |

* Non-current assets excludes financial assets

**41. Fair Values**

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

| PARTICULARS | CARRYING VALUE | | FAIR VALUE | |
|---|---|---|---|---|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Financial assets | | | | |
| **Financial assets at fair value through other comprehensive income:** | | | | |
| a) Investments | | | | |
| - in equity instruments | 22.80 | 20.44 | 22.80 | 20.44 |
| **Financial assets at fair value through profit or loss:** | | | | |
| a) Investments | | | | |
| - in mutual funds | 10.99 | 10.00 | 10.99 | 10.00 |
| **Financial assets at amortised cost:** | | | | |
| a) Trade receivables | 28.16 | 10.06 | 28.16 | 10.06 |
| b) Investment in Subsidiary | | | | |
| - in equity instruments | 146.77 | - | 146.77 | - |
| - in compulsory convertible preference shares | 86.23 | - | 86.23 | - |
| c) Cash and cash equivalents | | | | |
| (including other bank balances) | 61.84 | 53.32 | 61.84 | 53.32 |
| d) Other financial assets | 83.19 | 81.25 | 83.19 | 81.25 |
| **Total financial assets** | **439.98** | **175.07** | **439.98** | **175.07** |
| Financial liabilities | | | | |
| **Financial liabilities at amortised cost:** | | | | |
| a) Non-current borrowings | | | | |
| Indian Rupee loans from banks | 934.44 | 955.54 | 934.44 | 955.54 |
| b) Current borrowings | | | | |
| Indian Rupee loans from banks | 404.70 | 431.35 | 404.70 | 431.35 |
| Loan repayable on demand from banks | 757.37 | 884.66 | 757.37 | 884.66 |
| c) Lease liabilities | 469.75 | 426.75 | 469.75 | 426.75 |
| d) Trade payables | 240.86 | 188.33 | 240.86 | 188.33 |
| e) Other financial liabilities | 202.91 | 190.65 | 202.91 | 190.65 |
| **Total financial liabilities** | **3,010.03** | **3,077.28** | **3,010.03** | **3,077.28** |

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

The Management assessed that trade receivables, cash and cash equivalents, other financial assets, borrowings, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**42. Fair value hierarchy**
Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities.

**i. Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at March 31, 2025:**

| PARTICULARS | Date of valuation | Fair value measurement using | | | |
|---|---|---|---|---|---|
| | | Fair Value | Quoted price in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| **Financial assets** | | | | | |
| **Financial assets measured at fair value** | | | | | |
| a) Investments in unquoted equity shares | March 31, 2025 | 22.80 | - | - | 22.80 |
| b) Investments in mutual funds | March 31, 2025 | 10.99 | - | 10.99 | - |
| **Financial assets measured at amortised cost** | | | | | |
| c) Other financial assets | March 31, 2025 | 83.19 | - | - | 83.19 |
| d) Cash and cash equivalents (including other bank balances) | March 31, 2025 | 61.84 | - | - | 61.84 |
| e) Trade receivables | March 31, 2025 | 28.16 | - | - | 28.16 |
| f) Investment in Subsidiary | | | | | |
| - in equity instruments | March 31, 2025 | 146.77 | - | - | 146.77 |
| - in compulsory convertible preference shares | March 31, 2025 | 86.23 | - | - | 86.23 |
| **Financial liabilities** | | | | | |
| **Financial liabilities measured at amortised cost** | | | | | |
| a) Indian Rupee loans from banks (non-current) | March 31, 2025 | 934.44 | - | 934.44 | - |
| b) Indian Rupee loans from banks (current) | March 31, 2025 | 404.70 | - | 404.70 | - |
| c) Loan repayable on demand from banks | March 31, 2025 | 757.37 | - | - | 757.37 |
| d) Lease liabilities | March 31, 2025 | 469.75 | - | - | 469.75 |
| e) Trade payables | March 31, 2025 | 240.86 | - | - | 240.86 |
| f) Other financial liabilities | March 31, 2025 | 202.91 | - | - | 202.91 |

There are no transfers between levels 1 and 2 during the year.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**ii. Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at March 31, 2024:**

| PARTICULARS | Date of valuation | Fair value measurement using | | | |
|---|---|---|---|---|---|
| | | Fair Value | Quoted price in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| **Financial assets** | | | | | |
| **Financial assets measured at fair value** | | | | | |
| a) Investments in unquoted equity shares | March 31, 2024 | 20.44 | - | - | 20.44 |
| b) Investments in unquoted mutual funds | March 31, 2024 | 10.00 | - | 10.00 | - |
| **Financial assets measured at amortised cost** | | | | | |
| c) Other financial assets | March 31, 2024 | 81.25 | - | - | 81.25 |
| d) Cash and cash equivalents (including other bank balances) | March 31, 2024 | 53.32 | - | - | 53.32 |
| e) Trade receivables | March 31, 2024 | 10.06 | - | - | 10.06 |
| **Financial liabilities** | | | | | |
| **Financial liabilities measured at amortised cost** | | | | | |
| a) Indian Rupee loans from banks (non-current) | March 31, 2024 | 955.54 | - | 955.54 | - |
| b) Indian Rupee loans from banks (current) | March 31, 2024 | 431.35 | - | 431.35 | - |
| c) Loan repayable on demand from banks | March 31, 2024 | 884.66 | - | - | 884.66 |
| d) Lease liabilities | March 31, 2024 | 426.75 | - | - | 426.75 |
| e) Trade payables | March 31, 2024 | 188.33 | - | - | 188.33 |
| f) Other financial liabilities | March 31, 2024 | 190.65 | - | - | 190.65 |

There are no transfers between levels 1 and 2 during the year.

**iii. Measurement of fair values:**

**Valuation techniques:**

The following table shows the valuation techniques used in measuring fair values for assets and liabilities carried at fair value:

| Type | Valuation Technique |
|---|---|
| **Liabilities measured at amortised cost:**<br>a) Indian Rupee loans from banks | The valuation model adopted for computing the fair value of the borrowing is the discounted cash flow model, where the present value of expected payments is discounted using a market interest rate. |

Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is also the same as calculated using Level 3 inputs:

There have been no significant change between the discounting rate used on the date of transaction and used at the end of the period. Hence, the carrying value is taken at fair value.

The carrying amounts of trade receivables, trade payables, cash and cash equivalents, other bank balances and other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

Valuation Methodology
The Company does not have any financial instruments measured at fair value through profit and loss account and fair value through other comprehensive income.

Valuation technique to determine the fair value
The mutual funds are considered at their fair value which is line with their respective values in their Net assets value declarations.

**43. Financial risk management objective and policies**
The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance its operation. The Company's principal financial assets include trade and other receivables, cash & cash equivalents and other bank balances that are derived directly from its operation. The Company also holds FVTOCI and FVTPL investments and enters into derivative transactions.

The Company's activities are exposed to a variety of financial risks, like credit risk, market risk and liquidity risk. The Company's primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

**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. 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, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.The Expected credit loss was analysed for all the financial assets and it was concluded to be Nil.

**Trade and other receivables**
The Company sells goods on advance payment terms. In cases of customers with certain nature of products where credit is allowed, the average credit period on such sale of goods ranges from 1 day to 45 days depending on the nature of the product. The customer credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on the individual credit limits which are defined in accordance with this assessment and outstanding customer receivables are regularly monitored. The Company's receivables turnover is quick and historically, there was no significant defaults on account of those customers in the past.

Ind AS requires an entity to recognise in profit or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised in accordance with Ind AS 109. The Company assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. Expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. Currently the Company has not provided any provision in the books as per Ind AS 109 due to the fact that there are no historical credit losses observed in the past.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**Exposure to credit risk:**
The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk is ₹28.16 and ₹10.06 as of March 31, 2025 and March 31, 2024 respectively, being the total carrying amount of balances with trade receivables.

**b. Liquidity risk**
Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Company has established an appropriate liquidity risk management framework for it's short term, medium term and long term funding requirement.

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

| PARTICULARS | LESS THAN 1 MONTH | 1-3 MONTHS | 3 MONTHS TO 1 YEAR | 1 TO 5 YEARS | 5 YEARS AND ABOVE |
|---|---|---|---|---|---|
| | INR | INR | INR | INR | INR |
| March 31, 2025 | | | | | |
| **Borrowings** | **531.96** | **336.06** | **294.02** | **945.86** | **-** |
| Lease liabilities | 9.53 | 19.04 | 82.43 | 332.40 | 167.89 |
| Trade payables | 240.86 | - | - | - | - |
| Other financial liabilities | 30.54 | - | 172.37 | - | - |
| **Total** | **812.89** | **355.10** | **548.82** | **1,278.26** | **167.89** |
| March 31, 2024 | | | | | |
| Borrowings | 603.29 | 386.71 | 326.02 | 955.56 | 18.16 |
| Lease liability | 8.53 | 16.95 | 74.01 | 300.91 | 159.79 |
| Trade payables | 188.33 | - | - | - | - |
| Other financial liability | 32.83 | - | 157.82 | - | - |
| **Total** | **832.98** | **403.66** | **557.85** | **1,256.47** | **177.95** |

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

| Floating rate | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Expiring within one year | 92.88 | 30.00 |
| Expiring beyond one year | - | 35.03 |

**c. Market risk**
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

**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 change in market interest rates. In order to optimise the Company’s position with regards to interest income and interest expenses and to manage the interest rate risk, management performs a comprehensive corporate interest risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**ii) Foreign currency risk**

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective entities. Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in US Dollar against the functional currencies of the Company. The Company, as per its risk management policy, uses derivative instruments primarily to hedge foreign exchange wherever applicable. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in line with its risk management policies.

The Company's exposure to foreign currency risk at the end of the reporting period expressed in are as mentioned in Note 39.

### 44. Capital management

The Company manages its capital to ensure that it is able to continue as a going concern while maximising the return to the stakeholders through the optimisation of the debt and equity balance. The Company determines the amount of capital required on the basis of an annual budgeting exercise, future capital projects outlay, etc., The funding requirements are met through equity, internal accruals and borrowings (current/non-current).

| PARTICULARS | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Borrowings (Note 15) | 2,096.51 | 2,271.55 |
| Less: Cash and cash equivalents (Note 10A) | (50.06) | (50.73) |
| **Net debt** | **2,046.45** | **2,220.82** |
| Equity (Note 13) | 22.28 | 22.28 |
| Other equity (Note 14) | 1,701.93 | 1,549.97 |
| **Total equity** | **1,724.21** | **1,572.25** |
| **Gearing ratio (Net debt/Total equity)** | **1.19** | **1.41** |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
**(All amounts in INR Crores except for share data or as otherwise stated)**

### 45. Analytical Ratios

| Sl.No | Particulars | Numerator | Denominator | 31st March 2025 | 31st March 2024 | Variance in % | Explanations for change more than 25% |
|---|---|---|---|---|---|---|---|
| 1 | Current ratio | Current assets | Current liabilities | 0.64 | 0.86 | -26.06 % | Refer Note 1 below |
| 2 | Debt equity ratio | Total debt | Shareholder's equity | 1.22 | 1.44 | -15.84 % | No significant variance |
| 3 | Debt service coverage ratio | Earnings available for debt service (refer Note 3 below) | Debt service (refer Note 4 below) | 1.07 | 1.45 | -25.97 % | Refer Note 5 below |
| 4 | Return on equity | Net profit after tax | Average shareholder's equity | 17.32 % | 17.74 % | -2.39 % | No significant variance |
| 5 | Inventory turnover ratio | Revenue from operations | Average inventory | 7.11 | 7.88 | -9.80 % | No significant variance |
| 6 | Trade receivables turnover ratio | Revenue from operations | Trade receivables | 307.79 | 794.27 | -61.25 % | Refer Note 6 below |
| 7 | Trade payable turnover ratio | Purchases | Trade payables | 22.98 | 34.45 | -33.31 % | Refer Note 7 below |
| 8 | Net capital turnover ratio | Revenue from operations | Working capital | -13.49 | -31.95 | -57.77 % | Refer Note 8 below |
| 9 | Net profit ratio | Net profit | Revenue from operations | 3.29 % | 3.34 % | -1.54 % | No significant variance |
| 10 | Return on capital employed/return on investment | Earnings before interest and tax | Capital employed | 14.86 % | 13.32 % | 11.61 % | No significant variance |

**NOTE:**
1. Decrease in current ratio is on account of decreased inventory.
2. Increase in debt equity ratio is on account of increased borrowings.
3. Earnings = Net profit after tax + Depreciation + Interest + Gain/Loss on disposal of fixed assets.
4. Debt Service = Principal repayments + Interest + Lease payments.
5. Decrease in debt service coverage ratio is due to increased loan repayments.
6. Trade receivables turnover ratio has decreased on account of increase in closing balance of trade receivables
7. Trade payables turnover ratio has decrease on account of decrease in purchases.
8. Decrease in working capital ratio is on account of decrease in inventory.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

### 46. Expenditure on Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promotion education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds are utilised through the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

| Particulars | For The Year Ended March 31, 2025 | For The Year Ended March 31, 2024 |
|---|---|---|
| Gross amount required to be spent as per Section 135 of the Act | 5.63 | 5.73 |
| Add: Amount unspent from previous years | - | - |
| Total gross amount required to be spent during the year | 5.63 | 5.73 |
| Amount approved by the Board to be spent during the year | - | - |
| Nature of CSR activities | Contribution towards promotion of education, sport and support infrastructure activities related development activities | |
| Details of related party transactions, e.g. Contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard (refer Note) | 5.17 | 11.34 |

**Disclosures on excess CSR expenditure**

| Particulars | For The Year Ended March 31, 2025 | For The Year Ended March 31, 2024 |
|---|---|---|
| Amount required to be spent by the Company during the year | 5.63 | 5.73 |
| Amount unspent/(excess) spent by the Company during the year | - | - |
| Actual amount spent by the Company during the year | 5.17 | 11.34 |
| Amount utilised in the current year out of the excess spent in the prior years | 0.46 | - |
| Excess/(deficit) amount spent for the financial year [(ii)-(i)] | - | 5.61 |
| Total of previous years shortfall | - | - |

**Note:**

1. Represents contribution to HAP Sports Trust to support promotion of sports.
2. Note the shortfall has been set-off with the excess spend of CSR.

### 47. Other statutory information:

(i) No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) The Company reviewed the status of all its customers and vendors, as at March 31, 2025 and March 31,2024, in MCA portal, and observed that the Company does not have any transaction or outstanding balances with struck off Companies under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company has not been declared wilful defaulter by any banks or financial institutions or other lenders.

(v) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(vi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with any oral or written understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with any oral or written understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(viii) There were no transactions which are not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(ix) During the financial year, the Company has not revalued any of its Property, Plant and Equipment, Right of Use Assets and Intangible Assets

(x) The Company does not have any investment properties as at March 31, 2025 and March 31, 2024 as defined in Ind AS 40.

(xi) The Company has not granted any loans or advances in the nature of loans to promoters, directors, Key Managerial Personnel and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.

(xii) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(xiii) The Company has complied with the number of layers prescribed under the Companies Act, 2013 read with Companies (Restriction on number of layers) Rule, 2017.

During the current year, pursuant to the approval of the Board of Directors, the Company acquired the entire shareholding (equity and preference) of Milk Mantra Dairy Private Limited ("MMDPL") from their existing shareholders for an aggregate cash consideration of ₹233.00. Pursuant to the same, MMDPL has become a subsidiary of the Company with effect from January 27, 2025. Accordingly, the Company has prepared Consolidated Financial Statements for the year ended March 31, 2025.

48. The Company has used accounting software for maintaining its books of account for the year ended March 31, 2025, which has a feature of recording audit trail (edit log) facility, and the same has operated throughout the year for all relevant transactions recorded in the software, except that audit trail feature was not enabled at the application level to log any direct data changes during the period from January 27, 2025 to March 1, 2025, as it generated huge data dumps which severely affected the performance of the system. The Company enabled audit trail feature at the application level to log any direct changes from February 1, 2024. Further, the Management has robust controls to ensure that privilege access to database tables is restricted to authorised users and over monitoring the activity logs to table maintenance.

49. The Board of Directors, in their meeting held on April 28, 2025, approved the Scheme of Amalgamation of Milk Mantra Dairy Private Limited (“MMDPL” or “Transferor Company”) with Hatsun Agro Product Limited (“HAPL” or “Transferee Company”), under Sections 230-232 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the rules made thereunder. The formal procedure and formalities of application for the amalgamation will be intitiated in due course.

**NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

50. In connection with the preparation of the standalone financial statements for the year ended March 31, 2025, the Board of Directors have confirmed the propriety of the contracts/agreements entered into by/on behalf of the Company and the resultant revenue earned/expenses incurred arising out of the same after reviewing the levels of authorisation and the available documentary evidences and the overall control environment. Further, the Board of Directors have also reviewed the realisable value of all the current assets of the Company and have confirmed that the value of such assets in the ordinary course of business will not be less than the value at which these are recognised in the standalone financial statements. In addition, the Board has also confirmed the carrying value of the non-current assets in the standalone financial statements. The Board, duly taking into account all the relevant disclosures made, has approved these standalone financial statements in its meeting held on April 28, 2025 in accordance with the provisions of Companies Act, 2013.

For and on behalf of the Board of Directors of
**Hatsun Agro Product Limited**

**Sd/-**
R.G. Chandramogan
Chairman
DIN: 00012389

**Sd/-**
C. Sathyan
Vice Chairman
DIN: 00012439

**Sd/-**
J. Shanmuga Priyan
Managing Director
DIN: 10773578

**Sd/-**
H. Ramachandran
Chief Financial Officer

**Sd/-**
C. Subramaniam
Company Secretary

Place: Chennai
Date: April 28, 2025

# INDEPENDENT AUDITOR'S REPORT

## To The Members of Hatsun Agro Product Limited

## Report on the Audit of the Consolidated Financial Statements

**Opinion**

We have audited the accompanying consolidated financial statements of Hatsun Agro Product Limited (the "Parent") and its subsidiary (the Parent and its subsidiary together referred to as the "Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

**Basis for Opinion**

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

**Key Audit Matters**

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

| Sr. No. | Key Audit Matter | Auditor's Response |
|---|---|---|
| 1. | **Existence of Inventories**<br>(Refer Note 2(j) and Note 8 to the Consolidated Financial Statements)<br><br>The Group's inventory primarily comprises of milk products, feed, butter and skimmed milk powder. The Group holds inventory at various locations including Plants, Carrying and Forwarding Agent locations and Premises taken on lease.<br><br>We noted that the overall inventories are 88% of the total current assets of the Group, and the inventory primarily comprises of long-life products, which are held for internal consumption and for sale to customers.<br><br>In view of the above, we have identified existence of inventories as a key audit matter. | Performed the following audit procedures relating to existence of inventories, among others, to obtain sufficient appropriate audit evidence:<br><br>1. We evaluated the design, implementation and tested the operating effectiveness of key controls that the Group has in relation to physical verification of inventories including the appropriateness of conducting, recording and reconciling physical verification of inventories and tested the implementation thereof.<br><br>2. For the sampled locations and inventories selected, we performed:<br><br>- physical verification and checked the reconciliation of inventory counts with book records.<br><br>- roll-forward/backward procedures as at the year end, where applicable. |

| Sr. No. | Key Audit Matter | Auditor's Response |
|---|---|---|
| 2. | **Accounting for Acquisitions during the year**<br>During the year, the Company acquired 100% of the equity share capital of Milk Mantra Dairy Private Limited pursuant to a share purchase agreement (the "acquisition agreement"). The accounting for the acquisition requires the identified assets and liabilities to be recognised in the consolidated financial statements at fair value as at the date of acquisition, with the excess of consideration over the identified fair value of identified assets and liabilities recognised as goodwill.<br><br>We considered the audit of accounting for the acquisition to be a key audit matter as this required significant management judgement regarding allocation of the purchase price to the assets and liabilities acquired. | Our audit procedures with respect to this matter included, but were not limited to, the following:<br><br>1. We read the share purchase agreement and other relevant documents to obtain an understanding of the relevant terms of the transaction and assessing the accounting treatment in accordance with Ind AS 103.<br><br>2. We tested the design, implementation and operating effectiveness of controls over the accounting for business acquisitions, including review of business projections and allocation of purchase price.<br><br>3. We evaluated the competence, capabilities and objectivity of management's expert engaged for the purchase price allocation to the identified tangible and intangible assets, obtained an understanding of the work of the expert, and evaluated the appropriateness of the expert's work as audit evidence.<br><br>4. We involved our fair valuation experts to:<br><br>a. Assess the reasonableness of the underlying key assumptions used in determining the fair value of the identified tangible and intangible assets as at acquisition date and the resulting goodwill.<br><br>b. Review the management's assessment/ method, including the key assumptions related to the projections, including the expected revenue growth rate, terminal growth rate and the discount rate.<br><br>5. We assessed whether the accounting treatment followed by the Group for the acquisition is in accordance with the requirements of Ind AS 103 and Ind AS 110, as applicable, and also assessed the compliance of the disclosures made in the consolidated financial statements. |

**Information Other than the Financial Statements and Auditor's Report Thereon**

- The Parent's Board of Directors is responsible for the other information. The other information comprises the Board's Report including Annexures to the Board's Report, Report on Corporate Governance, Management Discussion and Analysis and Business Responsibility and Sustainability Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

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

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

**Responsibilities of Management and Board of Directors for the Consolidated Financial Statements**

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

**Auditor's Responsibility for the Audit of the Consolidated Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

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

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

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report, that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Group, including relevant records so far as it appears from our examination of those books except for not complying with the requirement of audit trail as stated in (i)(vi) below.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Parent as on March 31, 2025 taken on record by the Board of Directors of the Company and the report of the statutory auditor of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

f) The modification relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph (b) above.

g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and the subsidiary company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.

h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of the subsidiary company incorporated in India, the remuneration paid by the Parent and such subsidiary company to their respective directors during the year is in accordance with the provisions of section 197 of the Act.

i) 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 consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 35(i) to the consolidated financial statements;

   ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Parent and its subsidiary company incorporated in India.

iv) (a) The respective Managements of the Parent and its subsidiary company incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in Note 48 (vi) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or of such subsidiary to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or of such subsidiary, ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Parent and its subsidiary company incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in Note 48 (vii) to the consolidated financial statements, no funds have been received by the Parent or of such subsidiary from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or of such subsidiary, 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.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) The interim dividend declared and paid by the Parent during the year and until the date of this report is in accordance with section 123 of the Act, as applicable. The Parent has not proposed final dividend for the year. The subsidiary company incorporated in India, whose financial statements have been audited under the Act, has not declared or paid any dividend during the year and has not proposed final dividend for the year.

(vi) Based on our examination, which included test checks, the Parent and its subsidiary company incorporated in India have used accounting software for maintaining their respective books of account for the year ended March 31, 2025 which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that:

- in respect of the accounting software used by the Parent, the audit trail feature was not enabled at the application level to log any direct data changes during the period from January 27, 2025 to March 01, 2025.

- in respect of the accounting software used by the subsidiary company incorporated in India, the audit trail feature was not enabled for certain critical tables throughout the year.

- Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with, in respect of accounting software for the period for which the audit trail feature was enabled and operating.

- Regarding the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 on preservation of audit trail according to the statutory requirements, the Company has retained the records from April 01, 2023.

2.With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and that of the Companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO report of the said respective company included in the consolidated financial statements except for the following:

| Name of the company | CIN | Nature of relationship | Clause Number of CARO report with qualification or adverse remark |
|---|---|---|---|
| Milk Mantra Dairy Private Limited | U15202OR2009PTC027213 | Subsidiary | Clause 1(b) |

**For DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

**Krishna Prakash E**
Partner
(Membership No. 216015)
UDIN: 25216015BMOAUR2120

Place: Chennai
Date: April 28, 2025

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

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

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

In conjunction with our audit of the consolidated financial statements of the Company as at and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of Hatsun Agro Product Limited (hereinafter referred to as "the "Parent") and its subsidiary company as of that date.

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

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

**Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements of the Parent and its subsidiary company, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Parent and its subsidiary company, which are companies incorporated in India.

**Meaning of Internal Financial Controls with reference to consolidated financial statements**

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements**

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

**Opinion**

In our opinion to the best of our information and according to the explanations given to us, the Parent and its subsidiary company which are companies incorporated in India, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm’s Registration No. 117366W/W-100018)

**Krishna Prakash E**
Partner
(Membership No. 216015)
UDIN: 25216015BMOAUR2120

Place: Chennai
Date: April 28, 2025

**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | NOTES | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|---|
| **ASSETS** | | | |
| Non-Current Assets | | | |
| (a) Property, plant and equipment | 3 | 2,662.08 | 2,351.72 |
| (b) Right-of-use assets | 4C | 444.95 | 403.03 |
| (c) Capital work-in-progress | 4D | 284.37 | 238.40 |
| (d) Goodwill | 4A | 70.46 | 7.74 |
| (e) Other intangible assets | 4B | 96.09 | 4.23 |
| (f) Financial assets | | | |
| (i) Investments | 5 (i) | 37.22 | 30.44 |
| (ii) Other financial assets | 5 (ii) | 69.00 | 64.18 |
| (g) Other non-current assets | 6 | 54.12 | 38.64 |
| (h) Non-current tax assets | 7 | 11.04 | 5.72 |
| **Total Non-Current Assets** | | **3,729.33** | **3,144.10** |
| **Current assets** | | | |
| (a) Inventories | 8 | 996.31 | 1,452.32 |
| (b) Financial assets | | | |
| (i) Trade receivables | 9 | 8.16 | 10.06 |
| (ii) Cash and cash equivalents | 10A | 57.73 | 50.73 |
| (iii) Bank balances other than (ii) above | 10B | 13.28 | 2.59 |
| (iv) Other financial assets | 11 | 15.04 | 17.07 |
| (c) Other current assets | 12 | 45.05 | 57.73 |
| **Total Current Assets** | | **1,135.57** | **1,590.50** |
| **Total Assets** | | **4,864.90** | **4,734.60** |
| **EQUITY AND LIABILITIES** | | | |
| **Equity** | | | |
| (a) Equity share capital | 13 | 22.28 | 22.28 |
| (b) Other equity | 14 | 1,695.28 | 1,549.97 |
| **Total Equity** | | **1,717.56** | **1,572.25** |
| **Liabilities** | | | |
| **Non Current Liabilities** | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 15 | 934.44 | 955.54 |
| (ii) Lease liabilities | 37 | 362.43 | 327.26 |
| (b) Provisions | 15A | 24.72 | 19.89 |
| (c) Deferred tax liabilities (net) | 16 | 12.22 | 1.69 |
| (d) Other non-current liabilities | 17 | 11.70 | 17.38 |
| **Total Non-Current Liabilities** | | **1,345.51** | **1,321.76** |
| **Current Liabilities** | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 15 | 1,162.07 | 1,316.01 |
| (ii) Lease liabilities | 37 | 111.51 | 99.49 |

**Contd...**

**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | NOTES | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|---|
| (iii) Trade payables - Total outstanding dues of: | 18 | | |
| • Micro enterprises and small enterprises | | 12.47 | 3.13 |
| • Creditors other than micro enterprises and small enterprises | | 240.24 | 185.20 |
| (iv) Other financial liabilities | 19 | 210.94 | 190.65 |
| (b) Other current liabilities | 21 | 45.46 | 31.47 |
| (c) Provisions | 20 | 19.14 | 14.64 |
| **Total Current Liabilities** | | **1,801.83** | **1,840.59** |
| **Total Equity and Liabilities** | | **4,864.90** | **4,734.60** |

See accompanying notes to the financial statements

In terms of our report attached
**For Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's registration no.
117366W/W-100018)

**Sd/-**
Krishna Prakash E
Partner
Membership no. 216015

Place: Chennai
Date: April 28, 2025

For and on behalf of the Board of Directors of
**Hatsun Agro Product Limited**

**Sd/-**
R.G. Chandramogan
Chairman
DIN: 00012389

**Sd/-**
C. Sathyan
Vice Chairman
DIN: 00012439

**Sd/-**
J. Shanmuga Priyan
Managing Director
DIN: 10773578

**Sd/-**
H. Ramachandran
Chief Financial Officer

**Sd/-**
C. Subramaniam
Company Secretary

Place: Chennai
Date: April 28, 2025

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS AS AT MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | NOTES | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|---|
| **(I) INCOME** | | | |
| Revenue from operations | 22 | 8,699.76 | 7,990.40 |
| Other income | 23 | 19.56 | 22.58 |
| **Total income** | | **8,719.32** | **8,012.98** |
| **(II) EXPENSES** | | | |
| Cost of materials consumed | 24 | 5,850.19 | 6,359.08 |
| Purchases of stock-in-trade | 25 | 5.16 | 7.05 |
| Changes in inventories of finished goods, stock-in-trade and work-in-progress | 26 | 176.21 | (747.10) |
| Employee benefits expense | 27 | 247.32 | 226.21 |
| Finance costs | 28 | 181.89 | 154.18 |
| Depreciation and amortisation expense | 29 | 470.48 | 409.49 |
| Other expenses | 30 | 1,410.77 | 1,246.20 |
| **Total Expenses** | | **8,342.02** | **7,655.11** |
| **(III) Profit before tax (I-II)** | | **377.30** | **357.87** |
| **(IV) Tax expense** | 33 | | |
| Current tax | | 107.49 | 128.40 |
| Deferred tax | | (9.00) | (37.80) |
| **Total tax expense** | | **98.49** | **90.60** |
| **(V) Profit after tax (III-IV)** | | **278.81** | **267.27** |
| **(VI) Other comprehensive (income)/loss** | 31 | | |
| (i) Items that will not be reclassified to profit or loss | | | |
| - Remeasurement of net defined benefit liability | | (0.20) | 2.75 |
| - Income tax relating to items that will not be reclassified to profit or loss | | 0.05 | (0.69) |
| **Total other comprehensive (income)/loss** | | **(0.15)** | **2.06** |
| **(VII) Total comprehensive income for the year (V±VI)** | | **278.96** | **265.21** |

Contd...

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | NOTES | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|---|
| **(VIII) Earnings per equity share (face value of Re.1/- each (March 31, 2024: Re.1/- each))** | 32 | | |
| Computed on the basis of total profit for the year | | | |
| Basic (₹) | | 12.51 | 12.00 |
| Diluted (₹) | | 12.51 | 12.00 |

See accompanying notes to the financial statements

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**For Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's registration no. 117366W/W-100018)

**Sd/-**
Krishna Prakash E
Partner
Membership no. 216015

Place: Chennai
Date: April 28, 2025

For and on behalf of the Board of Directors of
**Hatsun Agro Product Limited**

**Sd/-**
R.G. Chandramogan
Chairman
DIN: 00012389

**Sd/-**
C. Sathyan
Vice Chairman
DIN: 00012439

**Sd/-**
J. Shanmuga Priyan
Managing Director
DIN: 10773578

**Sd/-**
H. Ramachandran
Chief Financial Officer

**Sd/-**
C. Subramaniam
Company Secretary

Place: Chennai
Date: April 28, 2025

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **Cash flow from operating activities** | | |
| Net profit before taxation | **377.30** | **357.87** |
| **Adjustments for:** | | |
| Depreciation and amortisation expense | 470.48 | 409.49 |
| Gain on disposal of property, plant and equipment (net) | (3.28) | (15.35) |
| Deferred income recognised | (0.67) | (0.67) |
| Interest income | (4.00) | (3.21) |
| Gain on redemption of mutual fund investments | (2.51) | (1.68) |
| Finance costs | 181.89 | 154.18 |
| Provision/liability no longer required written back | (0.07) | - |
| **Operating cash flows before movements in working capital** | **1,019.14** | **900.63** |
| (Increase)/decrease in inventories | 467.37 | (876.08) |
| (Increase)/decrease in trade receivables | 2.27 | (2.26) |
| (Increase)/decrease in other financial assets | (1.93) | (0.02) |
| (Increase)/decrease in other assets | 5.84 | 7.95 |
| Increase/(decrease) in other financial liabilities | 15.08 | 12.46 |
| Increase/(decrease) in provisions | 8.11 | 5.55 |
| Increase/(decrease) in trade payables and other liabilities | 46.17 | 4.44 |
| **Cash generated from operations** | **1,562.05** | **52.67** |
| Income taxes paid (net of refunds) | (111.85) | (124.12) |
| **Net cash generated from/(used in) operating activities** | **1,450.20** | **(71.45)** |
| **Cash flow from investing activities** | | |
| Purchases of property, plant and equipment (including capital work-in-progress and other intangible assets) | (657.69) | (535.27) |
| (Increase)/decrease in bank balances not considered as cash and cash equivalents | (7.68) | 2.17 |
| Acquisition of subsidiary (refer Note 46) | (233.00) | - |
| Purchases of mutual fund investments | (538.03) | (971.45) |
| Proceeds from sale of mutual fund investments | 539.83 | 973.13 |
| Purchases of other investments | (2.36) | (9.83) |
| Proceeds from disposal of property, plant and equipment | 12.56 | 149.59 |
| Interest received | 4.07 | 3.21 |
| **Net cash (used in) investing activities** | **(882.30)** | **(388.45)** |
| **Cash flow from financing activities** | | |
| Proceeds from non-current borrowings | 525.67 | 636.02 |
| Repayments of non-current borrowings | (573.42) | (309.18) |
| (Repayments of)/proceeds from current borrowings (net) | (127.29) | 496.77 |
| Dividends paid | (133.65) | (133.65) |
| Repayment of lease liabilities | (109.65) | (98.49) |
| Interest and finance costs paid | (145.81) | (117.95) |
| **Net cash (used in)/generated from financing activities** | **(564.15)** | **473.52** |

**Contd...**

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **Net increase in cash and cash equivalents** | **3.75** | **13.62** |
| Cash and cash equivalents at the beginning of the year | 50.73 | 37.11 |
| Cash inflow on account of acquisition of subsidiary (refer Note 46) | 3.25 | - |
| **Cash and cash equivalents at the end of the year** | **57.73** | **50.73** |
| **Components of cash and cash equivalents** | | |
| Cash-on-hand (refer Note 10A) | 0.02 | 0.02 |
| Balances with banks (refer Note 10A) | 57.70 | 50.71 |
| Fixed deposits with maturity less than 3 months (refer Note 10A) | **0.01** | - |
| **Total cash and cash equivalents** | **57.73** | **50.73** |

**Changes in liabilities arising from financing activities:**

| PARTICULARS | April 1, 2024 | Cash flow | Non-cash changes | March 31, 2025 |
|---|---|---|---|---|
| | | | Net additions to Lease Liabilities | |
| Borrowings | 2,271.55 | (175.04) | - | 2,096.51 |
| Lease Liabilities | 426.75 | (109.65) | 156.84 | 473.94 |

| PARTICULARS | April 1, 2023 | Cash flow | Non-cash changes | March 31, 2024 |
|---|---|---|---|---|
| | | | Net additions to Lease Liabilities | |
| Borrowings | 1,447.94 | 823.61 | - | 2,271.55 |
| Lease liabilities | 344.93 | (98.49) | 180.31 | 426.75 |

See accompanying notes to the financial statements

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**For Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's registration no. 117366W/W-100018)

**Sd/-**
Krishna Prakash E
Partner
Membership no. 216015

Place: Chennai
Date: April 28, 2025

For and on behalf of the Board of Directors of
**Hatsun Agro Product Limited**

**Sd/-**
R.G. Chandramogan
Chairman
DIN: 00012389

**Sd/-**
C. Sathyan
Vice Chairman
DIN: 00012439

**Sd/-**
J. Shanmuga Priyan
Managing Director
DIN: 10773578

**Sd/-**
H. Ramachandran
Chief Financial Officer

**Sd/-**
C. Subramaniam
Company Secretary

Place: Chennai
Date: April 28, 2025

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

### A. EQUITY SHARE CAPITAL

| Year | Balance at the beginning of the year | Changes during the year | Balance at the end of the year |
|---|---|---|---|
| 2024-25 | 22.28 | - | 22.28 |
| 2023-24 | 22.28 | - | 22.28 |

### B. OTHER EQUITY

| Particulars | Reserves and surplus | | | | | Items of OCI | Total |
|---|---|---|---|---|---|---|---|
| | Capital Reserve | Capital Redemption Reserve | Securities Premium Reserve | General Reserve | Retained Earnings | Employee defined benefit plan | Total Other Equity |
| As at April 01, 2023 | 0.74 | 8.99 | 881.98 | 41.65 | 477.26 | 7.79 | 1,418.41 |
| Profit for the year | - | - | - | - | 267.27 | - | 267.27 |
| Other comprehensive income/ (loss) for the year (net of income tax) | - | - | - | - | - | (2.06) | (2.06) |
| **Transactions with owners in the capacity of owners** | | | | | | | |
| Payment of interim dividend | - | - | - | - | (133.65) | - | (133.65) |
| **As at March 31, 2024** | **0.74** | **8.99** | **881.98** | **41.65** | **610.88** | **5.73** | **1,549.97** |
| Profit for the year | - | - | - | - | 278.81 | - | 278.81 |
| Other comprehensive income/ (loss) for the year (net of income tax) | - | - | - | - | - | 0.15 | 0.15 |
| **Transactions with owners in the capacity of owners** | | | | | | | |
| Payment of interim dividend | - | - | - | - | (133.65) | - | (133.65) |
| **As at March 31, 2025** | **0.74** | **8.99** | **881.98** | **41.65** | **756.04** | **5.88** | **1,695.28** |

See accompanying notes to the financial statements

In terms of our report attached

**For Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm's registration no.
117366W/W-100018)

**Sd/-**
Krishna Prakash E
Partner
Membership no. 216015

Place: Chennai
Date: April 28, 2025

For and on behalf of the Board of Directors of
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J. Shanmuga Priyan
Managing Director
DIN: 10773578

**Sd/-**
H. Ramachandran
Chief Financial Officer

**Sd/-**
C. Subramaniam
Company Secretary

Place: Chennai
Date: April 28, 2025

# NOTES TO FINANCIAL STATEMENTS - CONSOLIDATED

**Notes forming part of the Consolidated financial statements for the year ended March 31, 2025**

**1.1 Corporate Information**

Hatsun Agro Product Limited with CIN Number L15499TN1986PLC012747 is principally engaged in the business of processing and marketing of milk, milk products and ice cream. The Parent Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on National Stock Exchange of India Limited (NSE) and BSE Limited. The registered office of the Parent Company is located at No.41 (49), Janakiram Colony Main Road, Janakiram Colony, Arumbakkam, Chennai 600 106. The Group has plants across various locations in India.

The consolidated financial statements comprise (Hatsun Agro Product Limited - Parent company) and its subsidiary (referred to collectively as the 'Group')

2. Basis of Accounting and Preparation of consolidated Financial Statements

**2.1 Statement of Compliance:**
The consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards) Rules 2015 and other relevant provisions of the Companies Act 2013.

**2.2 Basis of preparation and presentation**
The consolidated financial statements have been prepared on accrual basis under the historical cost convention except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on above basis, except for lease transactions that are within the scope of Ind AS 116 - Leases, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 - Inventories or value in use in Ind AS 36 - Impairment of Assets

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

**2.3. Standards issued but not yet effective**

a) The Ministry of Corporate Affairs vide notification dated 9 September 2024 and 28 September 2024 notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024 and Companies (Indian Accounting Standards) Third Amendment Rules, 2024, respectively, which amended/ notified certain accounting standards (see below), and are effective for annual reporting periods beginning on or after 1 April 2024:

• Lease Liability in Sale and Leaseback – Amendments to Ind AS 116
These amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

New Ind AS 117 Insurance Contracts:

b) Ind AS 117 establishes the principles for the recognition, measurement, presentation and disclosure of insurance contracts and supersedes Ind AS 104 Insurance Contracts. Ind AS 117 outlines a general model, which is modified for insurance contracts with direct participation features, described as the variable fee approach. The general model is simplified if certain criteria are met by measuring the liability for remaining coverage using the premium allocation approach. The general model uses current assumptions to estimate the amount, timing and uncertainty of future cash flows and it explicitly measures the cost of that uncertainty. It takes into account market interest rates and the impact of policyholders' options and guarantees. The Group does not have any contracts that meet the definition of an insurance contract under Ind AS 117.

**4. Summary of material accounting policies**

**a. Use of Estimates**

The preparation of the consolidated financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the consolidated financial statements and the reported income and expenses during the reporting period. Examples of such estimates include provision for doubtful receivables/advances, provision for employee benefits, useful lives of property plant and equipment, assessment of control, provision for contingencies etc. Management believes that the estimates used in the preparation of the consolidated financial statements are prudent and reasonable. Future results may vary from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively in the year in which the estimate is revised and/or in future years, as applicable.

**b. Current versus non-current classification**

The Group 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

The Group classifies all other liabilities 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 Group has identified twelve months as its operating cycle.

**Foreign Currencies**

The Group's consolidated financial statements are presented in INR, which is also the Group's functional currency.

**Transactions and balances**

Transactions in foreign currencies are initially recorded by the Group at the functional currency spot rate at the date of the transaction first qualifies for recognition. However, for practical reasons, the Group uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

**c. Revenue recognition**

The Group derives revenue primarily from sale of milk and milk products. Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

Revenue is measured based on at the amount of transaction price (net of variable consideration) allocated to that performance obligation .The transaction price of goods sold and services rendered is net of variable consideration on account of customer return, various discounts , rebates , schemes offered by the Group as a part of the contract .The Group recognises revenue when it transfer control of product to a customer.

Revenues and costs relating to sales contracts are recognibed as the related goods are delivered, and titles have passed, at which time all the following conditions are satisfied-:

- the Group has transferred to the buyer the control over the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- the costs incurred or to be incurred in respect of the transactions can be measured reliably.

The Group accounts for discounts and pricing incentives to customers as a reduction of revenue based on the ratable allocation of the discounts/incentives to each of the underlying performance obligation that corresponds to the progress by the customer towards earning the discount/ incentive.

**Interest income**

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

**d. Government grants**

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Group receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments. When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

**e. Taxes**

**Current Income Tax**

The tax payable for the current year is based on taxable profit for the year. Taxable profit differs from net profit as reported in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable and deductible. 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 to compute the amount are those that are enacted or substantively enacted, at the reporting date. 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. A provision is recognised for those matters for which the tax determination is uncertain but considered probable that there will be future outflow of funds to a tax authority. The provision is measured at the best estimate of the amount expected to be payable. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

**Deferred Tax**

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated Financial Statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

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

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

**Current and Deferred tax**

Current and Deferred tax are recognised in Profit and Loss except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and differed tax are also recognised in other comprehensive income or equity or directly in equity respectively

**f. Property plant and equipment**

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. Freehold land is not depreciated.

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

Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. An item of PPE is derecognised upon disposal or when no future economic benefit are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in P&L.

Properties in course of construction for production, supply or administrative purposes or for purposes not yet determined, are carried at cost less any recognised impairment loss. Cost includes professional fees and qualifying assets borrowing cost capitalised in accordance with Group's accounting policy. Depreciation on these assets, determined on the same basis as other property assets, commence when the assets are ready for its intended use.

Cost of spares relating to specific Property Plant and Equipment individually greater than ₹1 Lakh per unit is capitalised. All other are expensed as repair and maintenance costs in profit or loss as incurred.

Furnitures and fixtures, Office equipments are stated at cost less accumulated depreciation and accumulated impairment losses, if any.

Leasehold Improvements thereon are amortised over the primary period of lease.

Depreciation on assets is provided using the straight-line method based on rates specified in Schedule II to the Companies Act, 2013 or on estimated useful lives of assets by the management, whichever is higher.

Depreciation is also accelerated on assets, based on their condition, usability etc. as per the technical estimates of the Management, wherever necessary.

The estimated useful lives considered for depreciation/ amortisation of PPE are as follows:

| Sl.No. | Asset Category | Estimated Useful Life (years) |
|---|---|---|
| 1 | Buildings | 30 -31 |
| 2 | Plant and Machinery | 1-20 |
| 3 | Furniture and Fixtures | 1-10 |
| 4 | Office Equipment | 1-5 |
| 5 | Vehicle | 8 |
| 6 | Computer Equipment | 1-3 |
| 7 | Software | 3-5 |
| 8 | Distribution network | 2 |
| 9 | Brand | 8 |
| 10 | Leasehold improvements | 3 – 5 years or over the lease period, if lower than the estimated useful life |

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**g. Intangible assets including Goodwill**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

**h. Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

**i. Leases**

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

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

fixed payments (including in-substance fixed payments), less any lease incentives receivable

variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date

amounts expected to be payable by the Group under residual value guarantees

the exercise price of a purchase option if the Group is reasonably certain to exercise that option,

lease payments to be made under an extension option if the Group is reasonably certain to exercise the option, and

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs

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

Certain lease arrangements includes 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 right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use 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. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.
The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

**j. Inventories**

Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Finished goods and work in progress: Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on weighted average basis.

Traded goods: Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.

Due allowance is estimated and made by the Management for slow moving/non-moving items of inventory of finished goods, whereever necessary, based on the technical assessment and such allowances are adjusted against the closing inventory value. 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.

**k. Impairment of non-financial assets**

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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. 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. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.
Impairment losses are recognised in the statement of profit and loss.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually as at reporting date and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

**l. Provisions**

Provisions are recognised when the Group 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 Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the 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.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations might be small.

**m. Retirement and other employee benefits**

Retirement benefit in the form of provident fund and employee state insurance is a defined contribution plans. The Group has no obligation, other than the contribution payable to the plans. The Group recognises contribution payable to the plans as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognised as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Group operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method by actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the consolidated statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income
- Remeasurement

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. 'The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

**iii) Long Term Employee Benefits:**

The Group 's net obligation in respect of long term employee benefits for employees, being long term compensated absences, is the amount of future benefits that employee have earned in return for the service in the current and prior periods. The liability is determined by an independent actuary, using Projected Unit Credit Method. Actuarial gains and losses are recognised immediately as income or expense in the Statement of Profit and Loss. Obligation is measured at the present value of estimated future cash flows using a discount rate that is determined by reference to the market yields at the Balance Sheet date on Government Bonds where the currency and terms of the Government Bonds are consistent with the currency and estimated terms of the defined benefit obligation.

**n. 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 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. However trade receivables which do not contain a significant financing component are measured at transaction price. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

**Subsequent measurement**

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

- Debt instruments at amortised cost
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

**Trade Receivables**

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflect the Group's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance

For trade receivables and contract assets, the Group applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables

**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.

This category is the most relevant to the Group. 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 profit or loss. The losses arising from impairment are recognised in the profit or loss.

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any loss allowance.

**Equity Investments**

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

**Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset 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 Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group 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 Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group 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 Group could be required to repay.

**Impairment of financial assets**

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

b) Lease receivables under Ind AS 116

c) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115

d) Loan commitments which are not measured as at FVTPL

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables; and
- All lease receivables resulting from transactions within the scope of Ind AS 116

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

**Financial liabilities**

**Initial recognition and measurement**

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

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

**Subsequent measurement**

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

**Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or 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.

**This category generally applies to borrowings.**

Borrowings are derecognised from the balance sheet when the obligation specified in the contract is extinguished, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless, at the end of the reporting period, the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

**o. 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.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

**p. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit/(loss) after tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

**q. Operating Segment**

The Chief Operational Decision Maker (MD) monitors the operating results of the business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss reported by the segment periodically.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Accordingly, the Group operates in single segment viz., Milk and milk products.

**r. Earnings per share**

Basic earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits/reverse share splits and bonus shares ,rights issue as appropriate.

**s. Non-current assets held for sale**

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset (or disposal group) is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such asset (or disposal group) and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

**t. Contingent liabilities**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the consolidated financial statements.

**u. Expenditure on Corporate Social Responsibility (CSR)**

The Group accounts the expenditure incurred towards Corporate Social Responsibility as required under the Act as a charge to the statement of profit and loss account.

**v. Share based payments**

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised, together with a corresponding increase in employee stock option reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company best estimate of the number of equity instruments that will ultimately vest.

If options granted lapse after the vesting period, the cumulative expense recognised in respect of such options is transferred to the retained earnings. If options granted lapse before the vesting period, the cumulative expense recognised in respect of such options is transferred to the profit and loss.

**x. Rounding of amounts**

All amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest crores as per the requirement of Schedule III, unless otherwise stated

**2.4 Critical Accounting judgements and Key sources of Estimation Uncertainty**

Inherent in the application of many of the accounting policies used in preparing the consolidated Financial statements is the need for Management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual outcomes could differ from the estimates and assumptions used.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial information are included in the following notes:

(i) Useful lives of property, plant and equipment (Refer Note f)

(ii) Assessment of impairment for long outstanding Capital work in progress projects on hold (Refer Note k)

(iii) Assets and obligations relating to employee benefits (Refer Note m)

(iv) Valuation and measurement of income taxes and deferred taxes (Refer Note e)

(v) Measurement of leases (Refer note i)

(vi) Assessment of Contingent liabilities and commitments (Refer Note t)

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
## (All amounts in INR Crores except for share data or as otherwise stated)
### Note - 3 Property, plant and equipment, 4A - Goodwill and 4B - Other intangible assets

| Description of Assets | Note 3 Property, plant and equipment | | | | | | | | | | Note 4A Goodwill | Note 4B Other intangible assets | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Freehold Land | Buildings | Plant and equipment | Windmill | Computer equipment | Furniture and Fixtures | Office equipment | Vehicles | LeaseHold Improvements | Total property, plant and equipment | Goodwill | Brand | Distribution network | Software | Total Other Intangibles assets |
| I. Gross Carrying Value | | | | | | | | | | | | | | | |
| As at April 01, 2023 | 223.87 | 786.11 | 2,111.03 | 174.71 | 19.39 | 28.29 | 27.07 | 6.30 | 159.05 | 3,535.82 | 7.74 | - | - | 21.58 | 21.58 |
| Additions | 10.18 | 73.11 | 380.74 | - | 4.37 | 13.19 | 5.03 | 1.19 | 51.70 | 539.51 | - | - | - | 2.00 | 2.00 |
| Disposals | (0.60) | (0.63) | (160.24) | (174.71) | (4.29) | (1.36) | (4.45) | (1.45) | (16.36) | (364.09) | - | - | - | (4.67) | (4.67) |
| **As at March 31, 2024** | **233.45** | **858.59** | **2,331.53** | **-** | **19.47** | **40.12** | **27.65** | **6.04** | **194.39** | **3,711.24** | **7.74** | **-** | **-** | **18.91** | **18.91** |
| Additions | 1.37 | 59.55 | 514.00 | - | 7.63 | 11.14 | 3.51 | 5.02 | 30.98 | 633.20 | - | - | - | 0.73 | 0.73 |
| Acquisition through business combination | 10.35 | 10.74 | 40.29 | - | - | 0.28 | 0.90 | 0.60 | 0.04 | 63.20 | 62.72 | 75.40 | 20.61 | 0.82 | 96.83 |
| Disposals | (1.28) | (0.01) | (120.14) | - | (2.32) | (1.57) | (2.87) | (1.79) | (3.75) | (133.73) | - | - | - | - | - |
| **As at March 31, 2025** | **243.89** | **928.87** | **2,765.68** | **-** | **24.78** | **49.97** | **29.19** | **9.87** | **221.66** | **4,273.91** | **70.46** | **75.40** | **20.61** | **20.46** | **116.47** |
| II. Accumulated depreciation | | | | | | | | | | | | | | | |
| **As at April 01, 2023** | **-** | **111.32** | **939.69** | **48.42** | **9.07** | **12.04** | **16.99** | **1.31** | **120.31** | **1,259.15** | **-** | **-** | **-** | **16.06** | **16.06** |
| Charge for the year | - | 36.18 | 244.99 | 1.97 | 6.16 | 5.69 | 4.63 | 0.86 | 28.08 | 328.56 | - | - | - | 3.29 | 3.29 |
| Disposals | - | (0.62) | (150.58) | (50.39) | (4.19) | (1.34) | (4.25) | (0.61) | (16.21) | (228.19) | - | - | - | (4.67) | (4.67) |
| **As at March 31, 2024** | **-** | **146.88** | **1,034.10** | **-** | **11.04** | **16.39** | **17.37** | **1.56** | **132.18** | **1,359.52** | **-** | **-** | **-** | **14.68** | **14.68** |
| Charge for the year | - | 32.41 | 286.82 | - | 6.51 | 8.16 | 4.45 | 2.40 | 36.01 | 376.76 | - | 1.57 | 1.72 | 2.41 | 5.70 |
| Disposals | - | (0.01) | (113.77) | - | (2.21) | (1.52) | (2.82) | (0.72) | (3.40) | (124.45) | - | - | - | - | - |
| **As at March 31, 2025** | **-** | **179.28** | **1,207.15** | **-** | **15.34** | **23.03** | **19.00** | **3.24** | **164.79** | **1,611.83** | **-** | **1.57** | **1.72** | **17.09** | **20.38** |
| **III. Net carrying value (I-II)** | | | | | | | | | | | | | | | |
| **As at March 31, 2024** | **233.45** | **711.71** | **1,297.43** | **-** | **8.43** | **23.73** | **10.28** | **4.48** | **62.21** | **2,351.72** | **7.74** | **-** | **-** | **4.23** | **4.23** |
| **As at March 31, 2025** | **243.89** | **749.59** | **1,558.53** | **-** | **9.44** | **26.94** | **10.19** | **6.63** | **56.87** | **2,662.08** | **70.46** | **73.83** | **18.89** | **3.37** | **96.09** |

**Note:**

(i) Refer Note 15 for charges created against property, plant and equipment.

(ii) The goodwill of ₹ 7.74 (March 31, 2024: ₹ 7.74) is from a purchase transaction of acquisition from Jyothi Dairy Private Limited during FY 2014-15. Such goodwill is tested for impairment annually or more frequently, if there are any indicators for impairment. The Management does not foresee any risk of impairment on the carrying value of goodwill as at March 31, 2025. Refer Note 46 for goodwill on account of business combination during the current year.

(iii) The Group has not revalued its property, plant and equipment during the current or previous year.

(iv) The title deeds of all the immovable properties (other than the properties where the Group is the lessee and the lease arrangements are duly executed in favour of the Group), are held in the name of the Group.

(v) Depreciation for the year ended March 31, 2025 includes accelerated depreciation of ₹ 0.31 (March 31, 2024: ₹ 6.27).

(vi) Book value of assets held at third party locations as at March 31, 2025 is ₹ 107.72 and March 31, 2024 is ₹ 91.27.

(vii) Refer Note 35(ii) for contractual commitments with respect to acquisition of property, plant and equipment.

(viii) Charge for the year includes:

a) In relation to the Subsidiary Company, accelerated depreciation relating to assets not in active use/discrepancies noted during physical verification amounting to ₹ 1.73 (March 31, 2024: Nil).

(ix) In relation to the Subsidiary Company, effective April 01, 2024, the Subsidiary Company has re-assessed the useful life considered for depreciation for plant and machinery from 25 years to 7.5 years. The impact of the same has been considered in the financial statements prospectively in accordance with the accounting policy of the Group.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

### 4C. Right of Use Assets

| DESCRIPTION OF ASSETS | BUILDINGS | LAND | TOTAL |
|---|---|---|---|
| **I. Gross carrying value** | | | |
| **As at April 01, 2023** | 480.58 | - | 480.58 |
| Additions | 164.31 | - | 164.31 |
| Deletions | (15.76) | - | (15.76) |
| **As at March 31, 2024** | **629.13** | **-** | **629.13** |
| Additions | 134.72 | - | 134.72 |
| Additions due to business combination | 3.83 | 1.39 | 5.22 |
| Deletions | (20.27) | - | (20.27) |
| **As at March 31, 2025** | **747.41** | **1.39** | **748.80** |
| **II. Accumulated depreciation** | | | |
| **As at April 01, 2023** | **155.92** | **-** | **155.92** |
| Charge for the year | 77.64 | - | 77.64 |
| Deletions | (7.46) | - | (7.46) |
| **As at March 31, 2024** | **226.10** | **-** | **226.10** |
| Charge for the year | 88.00 | 0.01 | 88.01 |
| Deletions | (10.26) | - | (10.26) |
| **As at March 31, 2025** | **303.84** | **0.01** | **303.85** |
| **III. Net carrying value (I-II)** | | | |
| **As at March 31, 2024** | **403.03** | **-** | **403.03** |
| **As at March 31, 2025** | **443.57** | **1.38** | **444.95** |

### 4D. Capital Work-in-Progress

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| Capital Work-in-Progress | 284.37 | 238.40 |

| As at April 1, 2024 | Addition Due to Business Combination | Expenditure during the year | Capitalised during the year | As at March 31, 2025 |
|---|---|---|---|---|
| 238.40 | 37.84 | 445.47 | (437.34) | 284.37 |

| As at April 1, 2023 | Addition Due to Business Combination | Expenditure during the year | Capitalised during the year | As at March 31, 2024 |
|---|---|---|---|---|
| 254.50 | - | 352.54 | (368.64) | 238.40 |

**i). Capital work-in-progress (CWIP) ageing schedule**

| | Ageing in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| Particulars | Less than 1 Year | 1-2 years | 2-3 years | More Than 3 Years | Total |
| Balance as at March 31, 2025 | | | | | |
| Projects in Progress | 261.95 | 14.24 | 3.96 | 4.22 | 284.37 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **261.95** | **14.24** | **3.96** | **4.22** | **284.37** |
| Balance as at March 31, 2024 | | | | | |
| Projects in Progress | 236.96 | 1.44 | - | - | 238.40 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **236.96** | **1.44** | **-** | **-** | **238.40** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

(ii). For capital work-in-progress, whose completion is overdue or has exceeded its cost compared to its original plan, project-wise details of when each project is expected to be completed are given below as of March 31, 2025 and March 31, 2024:

**As at March 31, 2025**

| Particulars | Amount of CWIP to be completed in | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| **Projects in Progress** | | | | | |
| Dairy project | 14.72 | 39.72 | - | - | 54.44 |
| Feed project | 0.13 | - | - | - | 0.13 |
| Ice cream project | 14.17 | - | - | - | 14.17 |
| Curd capacity expansion project | 38.65 | - | - | - | 38.65 |
| Sambalpur infrastructure project | 10.75 | - | - | - | 10.75 |
| **Total** | **78.42** | **39.72** | **-** | **-** | **118.14** |

**As at March 31, 2024**

| Particulars | Amount of CWIP to be completed in | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| **Projects in Progress** | | | | | |
| Dairy project | 24.14 | - | - | - | 24.14 |
| Feed project | 4.24 | - | - | - | 4.24 |
| Ice cream project | 113.50 | - | - | - | 113.50 |
| Curd capacity expansion project | - | 21.45 | - | - | 21.45 |
| Sambalpur infrastructure project | - | 0.98 | - | - | 0.98 |
| **Total** | **141.88** | **22.43** | **-** | **-** | **164.31** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **5(i) Investments** | | |
| **Non-Current:** | | |
| **(i) Investments in equity instruments (unquoted, carried at fair value through other comprehensive income):** | | |
| - 3,000 (March 31, 2024: 3,000) equity shares of ₹100/- each fully paid-up in Jeedimetla Effluent Treatment Limited with a premium of ₹300/- per share | 0.12 | 0.12 |
| - 48,80,000 (March 31, 2024: 48,80,000) equity shares of ₹10/- each fully paid-up in Swelect Sun Energy Private Limited | 4.88 | 4.88 |
| - 35,09,980 (March 31, 2024: 35,09,980) equity shares of ₹10/- each fully paid-up in Swelect Renewable Energy Private Limited | 3.51 | 3.51 |
| - 20,60,000 (March 31, 2024: 20,60,000) equity shares of ₹10/- each fully paid-up in Swelect Taiyo Energy Private Limited | 2.06 | 2.06 |
| - 6,47,142 (March 31, 2024: 6,47,142) equity shares of ₹10/- each fully paid-up in FP Cygnus Private Limited with a premium of ₹12.40/- for 6,07,142 shares | 1.40 | 1.40 |
| - 5,22,388 (March 31, 2024: 5,22,388) equity shares of ₹10/- each fully paid-up in Huoban Energy 4 Private Limited with a premium of ₹10.10/- per share | 1.05 | 1.05 |
| - 3,81,518 (March 31, 2024: Nil) equity shares of ₹10/- each fully paid-up in Huoban Energy 11 Private Limited with a premium of ₹20.30/- per share | 1.16 | - |
| - 14,08,504 (March 31, 2024: 14,08,504) equity shares of ₹10/- each fully paid-up in FPEL Daylight Private Limited with a premium of ₹42.68/- per share | 7.42 | 7.42 |
| - 4,80,000 (March 31, 2024: Nil) equity shares of ₹10/- each fully paid-up in FP Solar Shakti Private Limited with a premium of ₹15.00/- per share | 1.20 | - |
| **(ii) Investments in mutual funds (unquoted, carried at fair value through profit or loss):** | | |
| - 90,946 (March 31, 2024: 1,00,000) units of TVS Shriram Growth Fund 3 (TVS Capital Funds Limited) | 9.09 | 10.00 |
| - 19,000 (March 31, 2024: Nil) units of TVS Shriram Growth Fund 4 (TVS Capital Funds Limited) | 1.90 | - |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **(iii) Investments in debt instruments (unquoted, carried at fair value through profit or loss):** | | |
| - 200 (March 31, 2024: Nil) units of IIFL Enhanced Duration Debentures - 24 | 2.41 | - |
| - 100 (March 31, 2024: Nil) units of 360 One Prime Limited | 1.02 | - |
| **Total** | **37.22** | **30.44** |
| **Non-Current** | **37.22** | **30.44** |
| Current | - | - |
| Aggregate value of quoted investments | - | - |
| Aggregate value of unquoted investments | 37.22 | 30.44 |
| Aggregate amount of impairment in value of investments | - | - |
| **5 (ii) Other financial assets (non-current)** | | |
| **(Measured at amortised cost, unless otherwise specified)** | | |
| Unsecured, considered good unless otherwise stated | | |
| Security deposits | 69.04 | 64.18 |
| Less: Expected credit loss | (0.04) | - |
| Recoverable from electricity supplier (refer Note 5(ii)(a)) | 4.70 | - |
| Less: Allowance for credit losses | (4.70) | - |
| **Total** | **69.00** | **64.18** |

**Note 5(ii) (a)**

In relation to the Subsidiary Company, TATA Power Central Odisha Distribution Limited ("TPCODL"), the electricity supplier for the Subsidiary Company, had changed the Subsidiary Company's status and tariff rates from agro-allied industry to large industry w.e.f. from March 2016, resulting in electricity charges at a higher rate. The Subsidiary Company had received a demand of ₹0.30 in FY 2016-17, against which the Subsidiary Company had filed an appeal before the Appellate Authority-cum-Additional Chief Engineer-cum-Electrical Inspector ("Appellate Authority"), Bhubaneswar. Vide Order dated June 12, 2023, the Appellate Authority directed to refund of an amount of ₹0.15 (50% of the demand amount as deposited by the Subsidiary Company) to TPCODL. TPCODL has challenged the Appellate authority order before Hon'ble High Court, Odisha by filing a writ petition.

In relation to the Subsidiary Company, in an earlier year, the Subsidiary Company had received a favourable judgement from Grievances Redressal Forum, Bhubaneswar for its Sambalpur plant during FY 2020-21 and tariff rates were re-classified from large industry to agro-allied industry, consequent to which, the Subsidiary Company had received refund of ₹0.37, being the excess amount paid in the erstwhile Subsidiary Company. Post March 2016, the Subsidiary Company has been paying under protest the electricity charges at such higher rates for its plant situated at Sarada village, aggregating to ₹4.70 (March 31, 2024: ₹4.07). Consequently, such amount has been recognised as recoverable from TPCODL in the respective years. As of March 31, 2025, whilst the Management continues to explore all options to recover the excess electricity charges recoverable, it has recognised a provision based on the expected credit loss model, considering the effect of time, in accordance with the accounting policy of the Group.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **6. Other non-current assets** | | |
| **Unsecured, considered good unless otherwise stated** | | |
| Capital advances | 32.63 | 25.64 |
| Deposits paid under protest (refer Note 35) | 19.46 | 13.00 |
| Prepaid expenses | 2.03 | - |
| **Total** | **54.12** | **38.64** |
| Note: Capital advances include ₹1.03 (March 31, 2024 - ₹1.03) paid for land which is yet to be registered. | | |
| **7. Non-current tax assets** | | |
| Advance income tax and tax deducted at source (net of provision for taxation - ₹666.32 (March 31, 2024:₹558.83)) | 11.04 | 5.72 |
| **Total** | **11.04** | **5.72** |
| **8. Inventories** | | |
| Raw materials and packing materials (at cost) | 152.60 | 445.24 |
| Work-in-progress (at cost) | 610.33 | 827.63 |
| Finished goods (at cost or net realisable value whichever is lower) | | |
| - Manufactured | 178.17 | 136.33 |
| - Traded | 1.50 | 0.97 |
| Stores, spares and loose tools (at cost) | 53.71 | 42.15 |
| **Total** | **996.31** | **1,452.32** |

The cost of inventories recognised as an expense during the year amounts to ₹6,031.56 (for the year ended March 31, 2024: ₹5,619.03).

The cost of inventories recognised as an expense during the year ended March 31, 2025 is Nil (March 31, 2024: ₹2.21) in respect of write-down of inventory to net realisable value.

Inventories above include inventories at third party locations amounting to ₹224.13 as at March 31, 2025 (March 31, 2024: ₹32.90).

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **9. Trade receivables** | | |
| Considered good - secured | - | - |
| Considered good - unsecured | 8.16 | 10.06 |
| Significant increase in credit risk | 2.82 | - |
| Credit impaired | - | - |
| Less: Loss allowance | (2.82) | - |
| **Total** | **8.16** | **10.06** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**(i) Trade receivables ageing schedule:**

| As at March 31, 2025 | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|
| Particulars | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Undisputed** | | | | | | | |
| Receivables considered good | 4.98 | 2.80 | 0.09 | 0.11 | 0.10 | 0.08 | 8.16 |
| Receivables which have significant increase in credit risk | - | 0.27 | 0.09 | 0.48 | 0.39 | 1.59 | 2.82 |
| Receivables - credit impaired | - | - | - | - | - | - | - |
| **Disputed** | | | | | | | |
| Receivables considered good | - | - | - | - | - | - | - |
| Receivables which have significant increase in credit risk | - | - | - | - | - | - | - |
| Receivables - credit impaired | - | - | - | - | - | - | - |
| **Total** | **4.98** | **3.07** | **0.18** | **0.59** | **0.49** | **1.67** | **10.98** |

| As at March 31, 2024 | Outstanding for following periods from due date of payment | | | | | | Total |
|---|---|---|---|---|---|---|---|
| Particulars | Not due | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | |
| **Undisputed** | | | | | | | |
| Receivables considered good | 6.12 | 3.94 | - | - | - | - | 10.06 |
| Receivables which have significant increase in credit risk | - | - | - | - | - | - | - |
| Receivables - credit impaired | - | - | - | - | - | - | - |
| **Disputed** | | | | | | | |
| Receivables considered good | - | - | - | - | - | - | - |
| Receivables which have significant increase in credit risk | - | - | - | - | - | - | - |
| Receivables - credit impaired | - | - | - | - | - | - | - |
| **Total** | **6.12** | **3.94** | **-** | **-** | **-** | **-** | **10.06** |

(ii) No trade or other receivables are due from directors or other officers of the Group either severally or jointly with any other person, nor from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing.

(iii) The Group sells goods on advance payment terms. In cases of customers with certain nature of products where credit is allowed, the average credit period on such sale of goods ranges from 1 day to 45 days depending on the nature of the product. The Group's receivables turnover is quick and historically, there was no significant defaults on account of those customer in the past.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **10. Cash and cash equivalents** | | |
| **10A. Cash and cash equivalents** | | |
| Cash-on-hand | 0.02 | 0.02 |
| Balances with banks | 57.70 | 50.71 |
| Fixed deposits with maturity less than 3 months (refer Note 10.1) | 0.01 | - |
| Total | 57.73 | 50.73 |
| **10B. Bank balances other than cash and cash equivalents above** | | |
| Deposit accounts (original maturity between 3 to 12 months)* | 11.74 | 0.95 |
| Unpaid dividend accounts | 1.54 | 1.64 |
| **Total** | 13.28 | 2.59 |

*Deposits include margin money deposits of ₹ 0.24.

10.1: Includes deposits held under lien towards cash credit availed and premium on derivatives payable amounting to ₹0.01.

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period and prior periods.

For the purpose of Statement of Cash Flows, cash and cash equivalents represent ₹57.73 (March 31, 2024: ₹50.73).

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **11. Other financial assets (current)** | | |
| **(Measured at amortised cost, unless otherwise specified)** | | |
| **Unsecured, considered good unless otherwise stated** | | |
| Security deposits | 12.16 | 15.29 |
| Other receivables | 3.19 | 1.78 |
| Less: Expected credit loss | (0.39) | - |
| Interest accrued on fixed deposits | 0.08 | - |
| **Total** | 15.04 | 17.07 |

Other receivables mainly consist of interest subvention and claim receivable, and in relation to the Subsidiary Company, comprise of milk amount recoverables from Bulk Milk Coolers (BMC-s).

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **12. Other current assets** | | |
| **Unsecured, considered good unless otherwise stated** | | |
| Balances with government authorities | 25.51 | 39.47 |
| Prepaid expenses | 7.94 | 9.46 |
| Advance to suppliers | 8.39 | 7.36 |
| Other assets | 3.21 | 1.44 |
| Total | 45.05 | 57.73 |

Other assets mainly consist of GST on inter-plant stock transfer-in-transit as at year-end amounting to ₹2.38 (as on March 31, 2024: ₹0.98).

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **13. Equity share capital** | | |
| **Authorised** | | |
| 35,00,00,000 equity shares of Re.1/- each (March 31, 2024: 35,00,00,000 equity shares of Re.1/- each) | 35.00 | 35.00 |
| 5,00,000 preference shares of ₹100/- each (March 31, 2024: 5,00,000 preference shares of ₹100/- each) | 5.00 | 5.00 |
| **Total** | **40.00** | **40.00** |
| **Issued** | | |
| 22,28,85,101 equity shares of Re.1/- each (March 31, 2024: 22,28,85,101 equity shares of Re.1/- each) | 22.29 | 22.29 |
| Total | **22.29** | **22.29** |
| **Subscribed and fully paid-up** | | |
| 22,27,48,268 equity shares of Re.1/- each (March 31, 2024: 22,27,48,268 equity shares of Re.1/- each) | 22.28 | 22.28 |
| Total (A) | **22.28** | **22.28** |
| **Subscribed and not fully paid-up** | | |
| 1,30,000 equity shares of Re.1 (March 31, 2024: 1,30,000) equity shares of Re.1/- each [partly paid up for Re. 0.25/- (March 31, 2024: Re.0.25/-] forfeited* | 0.00 | 0.00 |
| 6,334 equity shares of Re.1 (March 31, 2024: 6,334) partly paid-up equity shares of Re.1 each (paid-up to the extent of Re.0.80/- (March 31, 2024: ₹0.80/-) forfeited * | 0.00 | 0.00 |
| **Total (B)** | **0.00** | **0.00** |
| **Total equity share capital (A) + (B)** | **22.28** | **22.28** |
| *Amount mentioned is less than the rounding off norms of the Group. | | |

**13.1 Reconciliation of the shares outstanding at the beginning and at the end of the year**
**Subscribed and fully paid**

| PARTICULARS | March 31, 2025 | | March 31, 2024 | |
|---|---|---|---|---|
| | No. of Shares | ₹ | No. of Shares | ₹ |
| At the beginning of the year | 22,27,48,268 | 22.28 | 22,27,48,268 | 22.28 |
| Add: Transactions during the year | - | - | - | - |
| **At the end of the year** | **22,27,48,268** | **22.28** | **22,27,48,268** | **22.28** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**Subscribed and partly paid**

| PARTICULARS | March 31, 2025 | | March 31, 2024 | |
|---|---|---|---|---|
| | No. of Shares | ₹ | No. of Shares | ₹ |
| At the beginning of the year* | 0.00 | 0.00 | 0.00 | 0.00 |
| Add: Transactions during the year | 0.00 | 0.00 | 0.00 | 0.00 |
| **At the end of the year** | **0.00** | 0.00 | 0.00 | 0.00 |

**Note:** 1) Includes ₹0.0033 relating to 1,30,000 shares included in share capital of partly paid-up shares and which were forfeited.

2) Includes ₹0.0006 relating to 6,334 forfeited shares which were included in partly paid-up shares.

*Amount mentioned is less than the rounding off norms of the Group.

**13.2 Rights attached to equity shares**

The Group has only one class of equity shares having par value of Re.1 per share (March 31, 2024: Re.1/). Each holder of equity shares is entitled to one vote per share. The Group declares and pays dividends in Indian Rupees.

During the year ended March 31, 2025, the amount of dividend per share recognised as distributions to equity shareholders was ₹ 6.00/- (March 31, 2024: ₹6.00/-). Also refer Note 34.

In the event of liquidation of the Group, the holders of equity shares will be entitled to receive remaining assets of the Group, after distribution of all preferential payments. The distribution will be in proportion to the number of equity shares held by the shareholders.

**13.3 Shareholders holding more than 5% shares of the Group:**

| Particulars | As at March 31, 2025 | | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| | % Holding | No. of fully paid up equity shares held | No. of Partly paid up equity shares held | % Holding | No. of fully paid up equity shares held | No. of Partly paid up equity shares held |
| Mr. R G Chandramogan | 54.88% | 12,22,41,149 | - | 54.87% | 12,22,11,715 | - |
| Mr. C Sathyan | 9.80% | 2,18,30,499 | - | 9.80% | 2,18,30,499 | - |

**13.4 Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date**

| Particulars | March 31, 2025 | March 31, 2024 |
|---|---|---|
| Equity shares allotted as fully paid bonus shares during the year ended March 31, 2021 | 5,38,90,831 | 5,38,90,831 |
| **Total** | **5,38,90,831** | **5,38,90,831** |

**13.5 There are no shares reserved for issue under any options.**

**13.6 Shares held by promoters and promoter group at the end of the year**

| | | As at March 31, 2025 | | As at March 31, 2024 | | |
|---|---|---|---|---|---|---|
| S.No | Name of the Promoters/ Promoter Group | Number of Share held | % of total shares | Number of Shares held | % of total shares | % Change during the year |
| 1 | Mr. R G Chandramogan | 12,22,41,149 | 54.88% | 12,22,11,715 | 54.87% | 0.01% |
| 2 | Mr. C Sathyan | 2,18,30,499 | 9.80% | 2,18,30,499 | 9.80% | - |
| 3 | Mrs. C Lalitha | 25,60,888 | 1.15% | 25,60,888 | 1.15% | - |
| 4 | Mrs. Deviga Suresh | 98,64,621 | 4.43% | 98,64,621 | 4.43% | - |
| 5 | Master Vivin Srinesh | 20,15,725 | 0.90% | 20,15,725 | 0.90% | - |
| 6 | Mrs. Dolly Sathyan | 24,49,505 | 1.10% | 24,49,505 | 1.10% | - |
| 7 | Miss Vismita Sathyan | 20,15,725 | 0.90% | 20,15,725 | 0.90% | - |
| | **Total** | **16,29,78,112** | **73.16%** | **16,29,48,678** | **73.15%** | **0.01%** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **14. Other Equity** | | |
| Capital reserve | 0.74 | 0.74 |
| Capital redemption reserve | 8.99 | 8.99 |
| Securities premium | 881.98 | 881.98 |
| General reserve | 41.65 | 41.65 |
| Retained earnings | 756.04 | 610.88 |
| Other comprehensive income | 5.88 | 5.73 |
| **Total** | **1,695.28** | **1,549.97** |
| **14.1 Capital reserve** | | |
| Balance at the beginning of the year | 0.74 | 0.74 |
| Add/(Less): Movements during the year | - | - |
| **Balance at the end of the year** | **0.74** | **0.74** |
| **14.2 Capital redemption reserve** | | |
| Balance at the beginning of the year | 8.99 | 8.99 |
| Add/(Less): Movements during the year | - | - |
| **Balance at the end of the year** | **8.99** | **8.99** |
| **14.3 Securities premium** | | |
| Balance at the beginning of the year | 881.98 | 881.98 |
| Add/ (Less): Movements during the year | - | - |
| **Balance at the end of the year** | **881.98** | **881.98** |
| **14.4 General reserve** | | |
| Balance at the beginning of the year | 41.65 | 41.65 |
| Add/(Less): Movements during the year | - | - |
| **Balance at the end of the year** | **41.65** | **41.65** |
| **14.5 Retained earnings** | | |
| Balance at the beginning of the year | 610.88 | 477.26 |
| Profit for the year | 278.81 | 267.27 |
| Dividend distributed during the year (₹6.00 per share (March 31, 2024: ₹6.00)) | (133.65) | (133.65) |
| **Balance at the end of the year** | **756.04** | **610.88** |
| **14.6 Other comprehensive income** | | |
| Balance at the beginning of the year | 5.73 | 7.79 |
| Remeasurement of defined benefit obligations (net of tax) | 0.15 | (2.06) |
| **Balance at the end of the year** | **5.88** | **5.73** |

**Nature and purpose of other reserves**

**Capital reserve:**

Upon convergence of Schedule II of depreciation in FY 2013-14.

**Capital redemption reserve:**

Capital redemption reserve has been created by the Group as a part of the buyback transaction that seeks to redeem its own shares.

**Securities premium:**

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

**Retained earnings:**

Retained earnings are the profits/loss that the Group has earned/incurred till date, less any transfers to other reserves, dividends or other distributions paid to its equity shareholders.

**Other comprehensive income:**

Items of other comprehensive income consists of remeasurement of net defined benefit liability/asset.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **15. Borrowings (Measured at amortised cost)** | | |
| <u>Non-Current</u> | | |
| **Term loans:** | | |
| Indian Rupee loans from banks (secured) | 1,339.14 | 1,349.39 |
| Indian Rupee loans from banks (unsecured) | - | 37.50 |
| Less: Current maturities of non-current borrowings | (404.70) | (431.35) |
| **Total** | **934.44** | **955.54** |
| <u>Current</u> | | |
| **Current maturities of non-current borrowings:** | | |
| Indian Rupee loans from banks (secured) | 404.70 | 418.85 |
| Indian Rupee loans from banks (unsecured) | - | 12.50 |
| | **404.70** | **431.35** |
| **Loans repayable on demand from banks:** | | |
| Cash credit (unsecured) | 15.82 | 4.90 |
| Short-term loans (secured) | 199.55 | 175.00 |
| Short-term loans (unsecured) | 542.00 | 704.76 |
| | **757.37** | **884.66** |
| **Total** | **1,162.07** | **1,316.01** |
| **Reconciliation of net debt** | | |
| Cash and cash equivalents (including other bank balances) | 71.01 | 53.32 |
| Liquid investments | - | - |
| Borrowings | (2,096.51) | (2,271.55) |
| Lease liabilities | (473.94) | (426.75) |
| **Net debt** | **(2,499.43)** | **(2,644.98)** |

Secured cash credit facility is secured by a first charge on all the current assets and pari-passu first charge over selected fixed assets by the Group.

Unsecured/secured cash credit carries interest ranging from 9.50% to 10.60% (March 31, 2024: 8.90% to 10.35%).

Secured short-term loans are secured by charge on plant and machinery, land and building, inventories, receivables and other current assets of the Group. These loans carry an interest rate ranging from 6.81% to 8.00% during the year (March 31, 2024: 6.75% to 8.00%).

Unsecured short-term loans obtained from various banks carry an interest rate ranging from 6.98% to 8.20% during the year (March 31, 2024: 7.10% to 8.50%).

Secured term loans obtained from various banks carry an interest rate (excluding subvention) ranging from 7.45% to 8.68% during the year (March 31, 2024: 6.00% to 8.85%).

Unsecured term loan obtained from bank carried an interest rate ranging from 8.13% to 8.22% during the year (March 31, 2024: 7.30% to 8.28%).

The Group had not committed any default in the repayment of loan or payment of interest. The quarterly return/statement of current assets filed by the Group with banks are in agreement with books of accounts.

The borrowings obtained by the Group from banks have been applied for the purposes for which such loan were taken.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
**(All amounts in INR Crores except for share data or as otherwise stated)**

**15B. The details of Indian rupees term loan from banks are as under:**

| S.No | Name of the Bank | Outstanding as on March 31, 2025 | Outstanding as on March 31, 2024 | Sanction amount | No. of instalments | Commencement of instalments | Security/Guarantee | Repayment Terms |
|---|---|---|---|---|---|---|---|---|
| 1 | Bank of Bahrain & Kuwait | - | 26.40 | 35.00 | 16 | 24/06/2023 | First Charge on the specific movable fixed assets acquired out of the term loan in various locations with value of 1.25 times | 16 equal quarterly instalments of ₹2.15 Crores |
| 2 | Bank of Bahrain & Kuwait | - | 27.50 | 30.00 | 12 | 21/03/2024 | Hypothecation of Movable Fixed assets acquired out of the term loan in various locations with value of 1.10 times | 12 equal quarterly instalments of ₹2.50 Crores |
| 3 | Federal Bank | 109.20 | 101.70 | 136.73 | 26 | 27/09/2024 | 1) Mortgage on Hyderabad Milk Plant<br>2) Movable Fixed Assets (Proposed) | 1) 25 equal quarterly instalments of ₹4.88 Crores<br>2) 1 quarterly instalment of ₹1.77 Crores |
| 4 | HDFC Bank Limited | - | 13.33 | 80.00 | 18 | 22/08/2020 | 1. First Charge on the specific fixed assets acquired out of the term loan and fixed assets of the Madurai dairy plant and paripassu charges on Palacode land & building and specific plant & machinery | 18 equal quarterly instalments of ₹4.44 Crores |
| 5 | HDFC Bank Limited | - | 13.33 | 80.00 | 18 | 26/09/2020 | 1. First Charge on the specific fixed assets acquired out of the term loan and fixed assets of the Madurai dairy plant and paripassu charges on Palacode land & building and specific plant & machinery | 18 equal quarterly instalments of ₹4.44 Crores |
| 6 | HDFC Bank Limited | 17.50 | 27.50 | 50.00 | 20 | 31/03/2022 | 1. Exclusive extension of mortgage of Madurai plant for Term loan 2 and 3.<br>2. Exclusive mortgage on Land and building located at Palacode with cover of 1.25 times<br>3. Exclusive movable specific fixed assets with cover of 1.25 times | 20 equal quarterly instalments of ₹2.50 Crores |
| 7 | HDFC Bank Limited | 12.50 | 25.00 | 50.00 | 16 | 21/06/2022 | 1. Exclusive extension of mortgage of Madurai plant for Term loan 2 and 3.<br>2. Exclusive mortgage on Land and building located at Palacode with cover of 1.25 times<br>3. Exclusive movable specific fixed assets with cover of 1.25 times | 16 quarterly instalments of ₹3.13 Crores |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
(All amounts in INR Crores except for share data or as otherwise stated)

| S.No | Name of the Bank | Outstanding as on March 31, 2025 | Outstanding as on March 31, 2024 | Sanction amount | No. of instalments | Commencement of instalments | Security/Guarantee | Repayment Terms |
|---|---|---|---|---|---|---|---|---|
| 8 | HDFC Bank Limited | 31.25 | 43.75 | 50.00 | 16 | 27/12/2023 | Property - Extension of mortgage of MADURAI Property PALACODE Taluk Plant and Machinery value of fixed assets of Madurai plant ₹165 MN. Cross default clause for this property for TL 6, TL 8 and TL 9 and TL 10 to be made available. Mortgage of TL 6 on this property will not be released until TL 10 is paid off/ mortgage created. (Hypothecation of Movable FA of 1.25 times) | 16 quarterly instalments of ₹3.13 Crores |
| 9 | HDFC Bank Limited | 31.25 | 43.75 | 50.00 | 16 | 27/12/2023 | Property - Extension of mortgage of MADURAI Property PALACODE Taluk Plant and Machinery value of fixed assets of Madurai plant ₹165 MN. Cross default clause for this property for TL 6, TL 8 and TL 9 and TL 10 to be made available. Mortgage of TL 6 on this property will not be released until TL 10 is paid off/ mortgage created. (Hypothecation of Movable FA of 1.25 times) | 16 quarterly instalments of ₹3.13 Crores |
| 10 | HDFC Bank Limited | 90.00 | - | 100.00 | 20 | 13/12/2024 | 1)Movable fixed assets acquired out of the term loan in various locations with value of 1.25 times for Term loan 11<br>2)Exclusive extension of mortgage of Madurai plant<br>3)Exclusive extension mortgage on Land and building located at Palacode | 20 quarterly instalments of ₹5.00 Crores |
| 11 | HDFC Bank Limited | 45.00 | - | 50.00 | 20 | 13/12/2024 | 1)Movable fixed assets acquired out of the term loan in various locations with value of 1.25 times for Term loan 11<br>2)Exclusive extension of mortgage of Madurai plant<br>3)Exclusive extension mortgage on Land and building located at Palacode | 20 quarterly instalments of ₹2.50 Crores |
| 12 | HSBC Bank Limited | - | 5.00 | 50.00 | 20 | 24/10/2019 | First Charge on the specific fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 equal quarterly instalments of ₹2.50 Crores |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| S.No | Name of the Bank | Outstanding as on March 31, 2025 | Outstanding as on March 31, 2024 | Sanction amount | No. of instalments | Commencement of instalments | Security/Guarantee | Repayment Terms |
|---|---|---|---|---|---|---|---|---|
| 13 | HSBC Bank Limited | - | 2.50 | 25.00 | 20 | 12/12/2019 | First Charge on the specific fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 equal quarterly instalments of ₹1.25 Crores |
| 14 | HSBC Bank Limited | - | 10.00 | 50.00 | 20 | 17/06/2020 | First Charge on the specific fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 equal quarterly instalments of ₹2.50 Crores |
| 15 | HSBC Bank Limited | - | 8.00 | 40.00 | 20 | 18/06/2020 | First Charge on the specific fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 equal quarterly instalments of ₹2.00 Crores |
| 16 | HSBC Bank Limited | 0.50 | 2.50 | 10.00 | 20 | 08/07/2020 | First Charge on the specific fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 equal quarterly instalments of ₹0.50 Crores |
| 17 | HSBC Bank Limited | 5.00 | 15.00 | 50.00 | 20 | 22/12/2020 | First Charge on the specific fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 equal quarterly instalments of ₹2.50 Crores |
| 18 | HSBC Bank Limited | 7.50 | 17.50 | 50.00 | 20 | 19/01/2021 | First Charge on the specific fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 equal quarterly instalments of ₹2.50 Crores |
| 19 | HSBC Bank Limited | 13.12 | 21.87 | 35.00 | 16 | 08/11/2022 | Exclusive charge on Mortgage of Land at Sholinganallur with a cover of 1.25 times | 16 equal quarterly instalments of ₹2.19 Crores |
| 20 | HSBC Bank Limited | 24.37 | 40.62 | 65.00 | 16 | 30/11/2022 | Exclusive charge on Mortgage of Land at Sholinganallur with a cover of 1.25 times | 16 equal quarterly instalments of ₹4.06 Crores |
| 21 | HSBC Bank Limited | 17.63 | 20.74 | 20.74 | 20 | 17/09/2024 | Exclusive charge on Mortgage of Land at Sholinganallur with a cover of 1.25 times | 20 equal quarterly instalments of ₹1.04 Crores |
| 22 | HSBC Bank Limited | 48.48 | 57.03 | 57.03 | 20 | 17/09/2024 | Exclusive charge on Mortgage of Land at Sholinganallur with a cover of 1.25 times | 20 equal quarterly instalments of ₹2.85 Crores |
| 23 | HSBC Bank Limited | 16.95 | 19.94 | 19.94 | 20 | 16/09/2024 | Exclusive charge on Mortgage of Land at Sholinganallur with a cover of 1.25 times | 20 equal quarterly instalments of ₹1.00 Crore |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| S.No | Name of the Bank | Outstanding as on March 31, 2025 | Outstanding as on March 31, 2024 | Sanction amount | No. of instalments | Commencement of instalments | Security/Guarantee | Repayment Terms |
|---|---|---|---|---|---|---|---|---|
| 24 | HSBC Bank Limited | 1.94 | 2.28 | 2.28 | 20 | 27/09/2024 | Exclusive charge on Mortgage of Land at Sholinganallur with a cover of 1.25 times | 20 equal quarterly instalments of ₹0.11 Crore |
| 25 | ICICI Bank Limited | 37.33 | 112.00 | 280.00 | 15 | 31/03/2022 | Exclusive Charge on the assets (Plant, machinery and building) at Zaheerabad plant land with a cover of 1.25 times | 15 quarterly instalments of ₹18.67 Crores |
| 26 | Kotak Mahindra Bank | - | 4.69 | 25.00 | 16 | 31/01/2021 | Extention of mortgage on land & buildings of Red Hills plant and specific identified moveable fixed assets of various locations | 16 equal quarterly instalments of ₹1.56 Crores |
| 27 | Kotak Mahindra Bank | 30.00 | 50.00 | 100.00 | 20 | 15/12/2021 | 1. First and exclusive hypothecation charge of existing identified moveable fixed assets of various locations<br>2. First and exclusive equitable mortgage on immovable Land and building of Tirunelveli, Thalaivasal and Redhills plant with a cover of 1.25 times | 20 equal quarterly instalments of ₹5.00 Crores |
| 28 | Kotak Mahindra Bank | 80.00 | 100.00 | 100.00 | 20 | 24/04/2024 | 1. First and exclusive hypothecation charge of existing identified moveable fixed assets of various locations<br>2. First and exclusive equitable mortgage on immovable Land and building of Tirunelveli, Thalaivasal and Redhills plant with a cover of 1.25 times | 20 equal quarterly instalments of ₹5.00 Crores |
| 29 | Kotak Mahindra Bank | 100.00 | - | 100.00 | 20 | 23/04/2025 | 1. Hypothecation charge of Existing identified moveable fixed assets of various locations (Proposed)<br>2. First and exclusive equitable mortgage on immovable Land and building of Tirunelveli, Thalaivasal and Redhills plant with a cover of 1.25 times | 20 equal quarterly instalments of ₹5.00 Crores |
| 30 | Shinhan Bank | - | 37.50 | 50.00 | 16 | 30/06/2023 | First charge on the specific fixed assets acquired out of the term loan in various locations with value of 1.25 times | 16 quarterly instalments of ₹3.13 Crores |
| 31 | Mizhuo Bank Limited | - | 37.50 | 50.00 | 16 | 23/06/2023 | No security (Unsecured) | 16 quarterly instalments of ₹3.13 Crores |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| S.No | Name of the Bank | Outstanding as on March 31, 2025 | Outstanding as on March 31, 2024 | Sanction amount | No. of instalments | Commencement of instalments | Security/Guarantee | Repayment Terms |
|---|---|---|---|---|---|---|---|---|
| 32 | Indusind Bank Limited | 15.63 | 28.13 | 50.00 | 16 | 31/07/2022 | First charge on the specific movable fixed assets acquired out of the term loan in various locations with value of 1.25 times | 16 quarterly instalments of ₹3.13 Crores |
| 33 | Indusind Bank Limited | 22.50 | 32.50 | 50.00 | 20 | 30/09/2022 | First charge on the specific movable fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 quarterly instalments of ₹2.50 Crores |
| 34 | Indusind Bank Limited | 25.00 | 35.00 | 50.00 | 20 | 31/12/2022 | First charge on the specific movable fixed assets acquired out of the term loan in various locations with value of 1.25 times | 20 quarterly instalments of ₹2.50 Crores |
| 35 | Indusind Bank Limited | 52.50 | 67.50 | 75.00 | 20 | 31/12/2023 | Hypothecation of Movable Fixed Assets of 1.25 times | 20 quarterly instalments of ₹3.75 Crores |
| 36 | Indusind Bank Limited | 70.00 | - | 100.00 | 20 | 30/06/2025 | Hypothecation of Movable Fixed Assets of 1.25 times (Proposed) | 20 quarterly instalments of ₹3.50 Crores |
| 37 | South Indian Bank | 75.00 | 100.00 | 100.00 | 16 | 14/06/2024 | First charge on the specific movable fixed assets acquired out of the term loan in various locations with value of 1.25 times | 16 quarterly instalments of ₹6.25 Crores |
| 38 | Central Bank of India | 22.48 | 29.99 | 30.00 | 16 | 26/06/2024 | First charge on the specific movable fixed assets acquired out of the term loan in various locations with value of 1.25 times | 16 quarterly instalments of ₹1.88 Crores |
| 39 | Union Bank of India | - | 55.00 | 55.00 | 16 | 25/04/2024 | Hypothecation of Movable Fixed Assets of 1.25 times | 16 quarterly instalments of ₹3.44 Crores |
| 40 | Axis Bank Limited | 97.92 | 100.00 | 100.00 | 48 | 28/03/2025 | Hypothecation of Movable Fixed Assets of 1.25 times | 48 monthly instalments of ₹2.08 Crores |
| 41 | Axis Bank Limited | 100.00 | - | 100.00 | 48 | 31/01/2026 | Hypothecation of Movable Fixed Assets of 1.25 times | 48 monthly instalments of ₹2.08 Crores |
| 42 | Axis Bank Limited | 50.00 | - | 50.00 | 48 | 28/02/2026 | Hypothecation of Movable Fixed Assets of 1.25 times | 48 monthly instalments of ₹1.04 Crores |
| 43 | State Bank of India | 100.00 | 70.00 | 100.00 | 16 | 30/04/2025 | Hypothecation of Movable Fixed Assets of 1.25 times | 16 quarterly instalments of ₹6.25 Crores |
| 44 | Adjustments toward interest subvention | (11.42) | (18.18) | - | | | | |
| | **Total** | **1,339.14** | **1,386.89** | **2,751.72** | | | | |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **15A. Provisions (Non-current)** | | |
| Provision for gratuity (refer Note 36(a)) | 24.60 | 19.89 |
| Provision for compensated absences | 0.13 | - |
| **Total** | **24.72** | **19.89** |
| **16. Deferred tax liabilities (net)** | | |
| **Deferred tax liability relating to** | | |
| Property, plant and equipment | 20.80 | 21.35 |
| Right-of-use assets | 0.23 | - |
| Brand and distribution network | 23.33 | - |
| Investments | 0.06 | - |
| (A) | 44.42 | 21.35 |
| **Deferred tax asset relating to** | | |
| Employee benefit obligations | - | 2.63 |
| Expenses allowed under income tax on payment basis | 13.41 | 10.76 |
| Others - leases, grants, etc., | 8.80 | 6.27 |
| Property, plant and equipment | - | - |
| Expected credit loss | 2.00 | - |
| Unabsorbed Depreciation | 7.99 | - |
| (B) | 32.20 | 19.66 |
| **Deferred tax liability/(asset) (net) (A-B)** | 12.22 | 1.69 |

**Following is the analysis of the deferred tax (assets)/liabilities:**
**For the year ended March 31, 2025**

| PARTICULARS | Opening Balance | Recognised in profit & loss | Recognised in other comprehensive income | Adjustments on account of business combination | Closing balance |
|---|---|---|---|---|---|
| **Deferred tax liability relating to** | | | | | |
| Property, plant and equipment | 21.35 | (0.50) | - | (0.06) | 20.80 |
| Right-of-use assets | - | 0.20 | - | 0.03 | 0.23 |
| Brand and distribution network | - | 21.00 | - | 2.33 | 23.33 |
| Investments | - | 0.06 | - | 0.01 | 0.06 |
| (A) | **21.35** | **20.76** | **-** | **2.31** | **44.42** |
| **Deferred tax asset relating to** | | | | | |
| Employee benefit obligations | (2.63) | 2.37 | - | 0.26 | - |
| Expenses allowed under income tax on payment basis | (10.76) | (2.86) | 0.05 | 0.16 | (13.41) |
| Others - leases, grants, etc., | (6.27) | (2.28) | - | (0.25) | (8.80) |
| Expected credit loss | - | (1.80) | - | (0.20) | (2.00) |
| Unabsorbed depreciation | - | (7.19) | - | (0.80) | (7.99) |
| (B) | **(19.66)** | **(11.76)** | **0.05** | **(0.83)** | **(32.20)** |
| **Deferred tax liability/(asset) (net) (A-B)** | **1.69** | **9.00** | **0.05** | **1.48** | **12.22** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

For the year ended March 31, 2024

| PARTICULARS | Opening Balance | Recognised in profit & loss | Recognised in other comprehensive income | Closing balance |
|---|---|---|---|---|
| **Deferred tax liability relating to** | | | | |
| Property, plant and equipment | 57.78 | (36.43) | - | 21.35 |
| **(A)** | **57.78** | **(36.43)** | **-** | **21.35** |
| **Deferred tax asset relating to** | | | | |
| Employee benefit obligations | (1.94) | - | (0.69) | (2.63) |
| Expenses allowed under income tax on payment basis | (8.65) | (2.11) | - | (10.76) |
| Others - leases, grants, etc., | (7.01) | 0.74 | - | (6.27) |
| **(B)** | **(17.60)** | **(1.37)** | **(0.69)** | **(19.66)** |
| **Deferred tax liability/(asset) (net) (A-B)** | **40.18** | **(37.80)** | **(0.69)** | **1.69** |

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **17. Other non-current liabilities** | | |
| Government grant | 11.70 | 17.38 |
| **Total** | **11.70** | **17.38** |
| **18. Trade payables** | | |
| • Total outstanding dues of micro enterprises and small enterprises (refer note below) | 12.47 | 3.13 |
| • Total outstanding dues of creditors other than, micro enterprises and small enterprises | 240.24 | 185.20 |
| **Total** | **252.71** | **188.33** |

**Note:** Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

Trade payables ageing schedule

As at March 31, 2025

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| **Undisputed** | | | | | | |
| Micro and small enterprises | 11.10 | 1.37 | - | - | - | 12.47 |
| Others | 184.05 | 55.02 | 1.15 | 0.02 | - | 240.24 |
| **Disputed** | | | | | | |
| Micro and small enterprises | - | - | - | - | - | - |
| Others | - | - | - | - | - | - |
| **Total** | **195.15** | **56.39** | **1.15** | **0.02** | **-** | **252.71** |

As at March 31, 2024

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Not due | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| **Undisputed** | | | | | | |
| Micro and small enterprises | 2.94 | 0.19 | - | - | - | 3.13 |
| Others | 90.98 | 94.22 | - | - | - | 185.20 |
| **Disputed** | | | | | | |
| Micro and small enterprises | - | - | - | - | - | - |
| Others | - | - | - | - | - | - |
| **Total** | **93.92** | **94.41** | **-** | **-** | **-** | **188.33** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **19. Other financial liabilities (current)** | | |
| (Measured at amortised cost, unless otherwise specified) | | |
| Interest accrued but not due on borrowings | 4.47 | 4.05 |
| Payable on purchase of property, plant and equipment | 29.55 | 28.78 |
| Unclaimed dividend | 1.54 | 1.64 |
| Interest-free security deposits from customers and others | 175.01 | 156.18 |
| Other payables | 0.37 | - |
| **Total** | **210.94** | **190.65** |

**Note:** Other payables include premium on derivatives payable, interest payable to micro, small and medium enterprises, commission on corproate guarantee payable and liability for refunds.

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **20. Provisions (current)** | | |
| Provision for gratuity (refer Note 36 (a)) | 8.73 | 7.02 |
| Provision for compensated absences | 10.41 | 7.62 |
| **Total** | **19.14** | **14.64** |
| **21. Other current liabilities** | | |
| Government grant | 6.08 | 7.52 |
| Advances from customers | 28.94 | 18.09 |
| Statutory dues | 10.44 | 5.86 |
| **Total** | **45.46** | **31.47** |

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **22. Revenue from operations** | | |
| **a. Revenue from sale of products** | **8,683.59** | **7,974.93** |
| **b. Other operating revenue** | | |
| (i) Scrap sales and others | 16.17 | 15.47 |
| | **16.17** | **15.47** |
| **Total** | **8,699.76** | **7,990.40** |
| **Reconciliation of revenue from sale of products with contracted price:** | | |
| **Revenue as per contract price** | 8,741.10 | 8,028.03 |
| Adjusted for | | |
| - Credit notes for rebates and incentives | 57.51 | 53.10 |
| **Revenue from sale of products** | **8,683.59** | **7,974.93** |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
**(All amounts in INR Crores except for share data or as otherwise stated)**

**Note: 22.1 Disaggregated revenue information**

Based on the management approach as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Group's performance and allocates resources based on analysis of various performance indicators by operating segments. The Group operates in a single segment viz., milk and milk products.

**Note: 22.2 Trade receivables and contract balances**

A receivable is a right to consideration that is unconditional upon passage of time. The Group sells goods on advance payment terms. In case of customers with certain nature of products where the credit is allowed, the same is disclosed in Note 9 - Trade Receivables.

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **Contract assets** | | |
| Trade receivables (refer Note 9) | 8.16 | 10.06 |
| **Contract liabilities** | | |
| Advance from customers (refer Note 21) | 28.94 | 18.09 |
| Revenue recognised that was included in the contract liability balance at the beginning of the period | 18.09 | 15.53 |

**Note 22.3**

Revenue from goods or services is transferred to customers at a point-in-time basis.

**Note 22.4**

Information about major customers

The Group has no single customer from whom the revenue is more than 10% of its revenue from external customers.

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **23. Other income** | | |
| **Intrest income on:** | | |
| - Bank deposits | 0.16 | 0.91 |
| - Other deposits | 1.15 | 0.09 |
| - Other financial assets carried at amortised cost | 2.69 | 2.21 |
| Gain on disposal of property, plant and equipment (net) | 3.28 | 15.35 |
| Gain on redemption of mutual fund investments | 2.51 | 1.68 |
| Net gain on foreign currency transactions | 1.30 | - |
| Recoveries and others | 7.52 | 1.67 |
| Government grants | 0.67 | 0.67 |
| Net gain on financial assets mandatorily measured at FVTPL | 0.28 | - |
| **Total** | **19.56** | **22.58** |
| **24. Cost of materials consumed** | | |
| **Raw materials consumed** | | |
| Opening stock | 445.24 | 322.98 |
| Add: Purchases | 5,549.45 | 6,481.34 |
| Add: Adjustment on account of business combination | 8.10 | - |
| | 6,002.79 | 6,804.32 |
| Less: Closing stock | 152.60 | 445.24 |
| **Total** | **5,850.19** | **6,359.08** |
| **25. Purchases of stock-in-trade** | | |
| Purchases of stock-in-trade | 5.16 | 7.05 |
| **Total** | **5.16** | **7.05** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **26. Changes in inventories of finished goods, stock-in-trade and work-in-progress** | | |
| **Opening stock** | | |
| Stock-in-trade | 0.97 | 1.93 |
| Work-in-progress | 827.63 | 56.02 |
| Finished goods | 136.33 | 159.88 |
| | 964.93 | 217.83 |
| **Add: Adjustments due to business combination** | | |
| Stock-in-trade | 0.41 | - |
| Work-in-progress | 0.19 | - |
| Finished goods | 0.68 | - |
| | 1.28 | - |
| **Closing stock** | | |
| Stock-in-trade | 1.50 | 0.97 |
| Work-in-progress | 610.33 | 827.63 |
| Finished goods | 178.17 | 136.33 |
| | 790.00 | 964.93 |
| **(Increase) / decrease in inventories of finished goods, stock-in-trade and work-in-progress** | 176.21 | (747.10) |
| **27. Employee benefits expense** | | |
| Salaries, wages and bonus | 216.00 | 196.36 |
| Contribution to provident and other funds (refer Note 36 (b)) | 12.34 | 11.31 |
| Gratuity expense (refer Note 36 (a)) | 5.34 | 4.62 |
| Staff welfare expenses (refer Note 36 (c)) | 13.64 | 13.92 |
| **Total** | 247.32 | 226.21 |
| **28. Finance costs** | | |
| Interest on borrowings | 144.78 | 120.48 |
| Interest on lease liabilities (refer Note 37) | 35.66 | 32.50 |
| Other borrowing costs | 1.45 | 1.20 |
| **Total** | 181.89 | 154.18 |

Interest on borrowings from external commercial borrowings in foreign currency includes loss on foreign exchange translations considered as finance cost amounting to ₹ 0.57 as on March 31, 2025 (March 31, 2024: Nil), out of which ₹ Nil (March 31, 2024: ₹1.10) was capitalised.

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **29. Depreciation and amortisation expense** | | |
| Depreciation of property, plant and equipment | 376.76 | 328.56 |
| Amortisation of intangible assets | 5.70 | 3.29 |
| Amortisation of right-of-use assets | 88.02 | 77.64 |
| **Total** | 470.48 | 409.49 |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **30. Other expenses** | | |
| Consumption of stores and spares | 33.65 | 24.97 |
| Power and fuel [net of power credits of Nil (March 31, 2024: ₹15.34)] | 292.31 | 256.47 |
| Service charges | 220.27 | 201.66 |
| Repairs and maintenance | | |
| Plant and machinery | 127.70 | 98.45 |
| Buildings | 23.96 | 16.37 |
| Others | 22.74 | 16.88 |
| Rent (refer Note 37) | 21.81 | 16.41 |
| Rates and taxes | 9.26 | 7.13 |
| Insurance | 9.47 | 10.25 |
| Printing and stationery | 3.00 | 2.70 |
| Legal and professional expenses | 30.42 | 25.01 |
| Freight outwards | 300.94 | 280.31 |
| Advertisement and sales promotion expenses | 183.71 | 156.89 |
| Payment to auditors (refer Note 30.1) | 1.33 | 0.86 |
| Travelling and conveyance | 79.12 | 76.92 |
| Communication expenses | 10.98 | 11.81 |
| Security charges | 9.80 | 8.85 |
| Corporate social responsibility expenditure (refer Note 47) | 5.17 | 11.34 |
| Donations | 1.24 | 0.65 |
| Directors' sitting fees | 0.34 | 0.30 |
| Postage and courier charges | 0.50 | 0.47 |
| Net loss on foreign currency transactions | - | 0.50 |
| Miscellaneous expenses | 23.05 | 21.00 |
| **Total** | **1,410.77** | **1,246.20** |
| **Note 30.1 Payment to Auditors** | | |
| As auditor (excluding Goods and Services tax) | | |
| - Statutory audit | 0.92 | 0.52 |
| - Tax audit | 0.08 | 0.08 |
| - Limited reviews | 0.18 | 0.15 |
| - Certifications | 0.09 | 0.06 |
| - Reimbursement of expenses | 0.06 | 0.05 |
| **Total** | **1.33** | **0.86** |
| **31. Other comprehensive income (OCI)** | | |
| The disaggregation of changes to other comprehensive income in equity is shown below: | | |
| **Items that will not be reclassified to profit or loss** | | |
| Remeasurement of net defined benefit liability (refer Note 36(a)) | (0.20) | 2.75 |
| Income tax effect | 0.05 | (0.69) |
| **Total** | **(0.15)** | **2.06** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **32. Earnings per share (EPS)** | | |
| Profit attributable to ordinary shareholders | 278.81 | 267.27 |
| Weighted average number of equity shares in computing Basic EPS | 22,27,48,268 | 22,27,48,268 |
| Weighted average number of equity shares in computing Diluted EPS | 22,27,48,268 | 22,27,48,268 |
| Face value of each equity share (Re.) | 1.00 | 1.00 |
| Earnings per share | | |
| - Basic (₹) | 12.51 | 12.00 |
| - Diluted (₹) | 12.51 | 12.00 |
| **33. Taxes** | | |
| **(a) Income tax expense:** | | |
| The major components of income tax expenses are: | | |
| **(i) Income tax recognised in Statement of Profit and Loss:** | | |
| **Current tax** | | |
| In respect of the current year | 108.01 | 128.19 |
| In respect of prior years | (0.52) | 0.21 |
| Current tax | 107.49 | 128.40 |
| Deferred tax | (9.00) | (37.80) |
| **Total income tax expense recognised in Statement of Profit and Loss** | **98.49** | **90.60** |
| **ii) Income tax recognised in Other Comprehensive Income:** | | |
| Deferred tax (credit)/charge | | |
| Remeasurement of net defined benefit liability | 0.05 | (0.69) |
| **Total income tax expense/(income) recognised in OCI** | **0.05** | **(0.69)** |
| **(b) Reconciliation of effective tax rate:** | | |
| Profit before tax (A) | 377.30 | 357.87 |
| Enacted income tax rate in India (B) | 25.17% | 25.17% |
| Expected tax expense using the Group's applicable rate | 94.97 | 90.08 |
| **Tax effect of:** | | |
| - Adjustments recognised in the current year in relation to prior years | (0.52) | 0.21 |
| - Effect of expenses that are not deductible in determining taxable profit | 1.61 | 3.02 |
| - Effect on sale of windmill on slump sale basis | - | (3.02) |
| - Others | 2.43 | 0.31 |
| **Income tax expense recognised in Statement of Profit and Loss** | **98.49** | **90.60** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **34. Distribution made and proposed** | | |
| **Cash dividends on equity shares declared and paid:** | | |
| Interim dividend for the year ended March 31, 2025: ₹6 per share (March 31, 2024: ₹6 per share) | 133.65 | 133.65 |
| Proposed dividend | - | - |

**Proposed dividend on equity shares are subject to approval at the annual general meeting and are not recognised as a liability as at March 31, 2025 and March 31, 2024.**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **35. Contingent liabilities and commitments** | | |
| **(i) Contingent liabilities** | | |
| (a) Claims against the company not acknowledged as debt (refer Note below) | | |
| - Direct tax (Pre-deposit: 4.25 (March 31, 2024: 1.79)) | 52.90 | 48.24 |
| - Indirect tax (Pre-deposit: 12.64 (March 31, 2024: 8.67)) | 116.47 | 26.18 |
| - Others (Pre-deposit: 1.51 (March 31, 2024: 1.51)) | 3.23 | 2.93 |
| **Total** | **172.60** | **77.35** |
| **(ii) Commitments** | | |
| a) Estimated amount of contracts remaining to be executed on capital account (net of capital advances) and not provided for | 188.37 | 151.44 |

Note:
Based on the professional advice obtained, the Group believes that they maintain adequate information/documentation which can be furnished and hence have a good case and the chances of favourable outcome is high. Further, the Group has paid an amount of ₹ 18.40 as deposits paid under protest. Based on the advise of its legal counsel, the Group believes that other disputes, lawsuits and claims, including commercial matters, which arise from time to time in the ordinary course of business and are outstanding as at March 31, 2025 will not have any material adverse effect on its financial statements for the year ended March 31, 2025.

**36. Employee benefits**

**(a) Gratuity benefits provided by the Group**

In accordance with applicable Indian laws, the Group has a defined benefit plan which provides for gratuity payments (the “Gratuity Plan”) and covers certain categories of employees in India. The Gratuity Plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amount of the payment is based on the respective employee’s last drawn salary and the years of employment with the Group. Liabilities in respect of the Gratuity Plan are determined by an actuarial valuation, based upon which the Group makes contributions to the Gratuity Fund maintained with Life Insurance Corporation of India (LIC).

These plans typically expose the Group to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**Investment risk:** The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. When there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit. Currently, for these plans, investments are made in government securities, debt instruments, short-term debt instruments, equity instruments and asset-backed, trust-structured securities as per the notification of Ministry of Finance.

**Interest risk:** A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.

**Longevity risk:** The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

**Salary risk:** The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The components of gratuity cost recognised in the statement of profit and loss consists of the following:

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| Current service cost | 3.40 | 3.17 |
| Interest expenses on defined benefit obligation | 2.19 | 1.87 |
| Interest income on plan asset | (0.25) | (0.42) |
| **Gratuity cost recognised in statement of profit and loss** | **5.34** | **4.62** |
| **Remeasurement on the net defined benefit liability:** | | |
| Actuarial (gains)/losses due to financial assumptions changes in defined benefit obligation | (0.20) | 2.75 |
| **Components of defined benefit costs recognised in other comprehensive income** | **(0.20)** | **2.75** |
| **Details of employee benefits obligations and plan assets:** | | |
| Present value of funded obligations | 35.64 | 31.65 |
| Fair value of plan assets | (2.31) | (4.74) |
| **Net defined benefit liability (surplus)/deficit recognised** | **33.33** | **26.91** |
| **Bifurcation of net defined benefit liability:** | | |
| Current | 8.73 | 7.02 |
| Non-current | 24.60 | 19.89 |
| **Details of changes in the present value of defined benefit obligations:** | | |
| Defined benefit obligations at the beginning of the year | 31.65 | 26.41 |
| Additions due to business combination | 1.39 | - |
| Current service cost | 3.40 | 3.17 |
| Interest on defined obligations | 2.19 | 1.87 |
| Benefits payment from plan | (2.58) | (2.42) |
| Actuarial (gains)/loss | (0.41) | 2.62 |
| **Defined benefit obligations at the end of the year** | **35.64** | **31.65** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **Details of changes in the fair value of plan assets:** | | |
| Fair value of plan assets at the beginning of the year | 4.74 | 6.78 |
| Interest income on plan assets | 0.25 | 0.42 |
| Employer contributions | 0.03 | 0.09 |
| Benefits paid from plan assets | (2.50) | (2.42) |
| Actuarial gains/(loss) | (0.21) | (0.13) |
| **Fair value of plan assets at the end of the year** | **2.31** | **4.74** |
| **Actual return on plan asset** | **0.04** | **0.28** |

**The major categories of plan assets of the fair value of the total plan assets are as follows:**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| Schemes of insurance - conventional products | 100.00 % | 100.00 % |
| **Total** | **100.00 %** | **100.00 %** |

**(i) Expected contribution to the fund in next year**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| Gratuity | 8.73 | 7.02 |
| Total | 8.73 | 7.02 |
| **Weighted average duration of defined benefit obligation** | **5.96** | **4.80** |

**(ii) Maturity profile of defined benefit obligation**

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| Next 12 months | 4.46 | 4.08 |
| Year 2 | 3.62 | 3.11 |
| Year 3 | 3.41 | 2.67 |
| Year 4 | 2.99 | 2.68 |
| Year 5 | 2.10 | 2.47 |
| Year 6-10 | 13.40 | 12.20 |
| Payout above 10 years | 27.75 | 32.56 |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**(iii) Senstivity analysis of defined benfit obligation**

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| (a) Effect of 1% change in assumed discount rate | | |
| - 1% increase | 33.40 | 29.52 |
| - 1% decrease | 38.14 | 34.06 |
| (b) Effect of 1% change in assumed salary escalation rate | | |
| - 1% increase | 37.61 | 33.51 |
| - 1% decrease | 33.77 | 29.90 |
| (c) Effect of 1% change in assumed attrition rate | | |
| - 1% increase | 35.28 | 31.26 |
| - 1% decrease | 36.02 | 32.08 |
| (d) Effect of change in assumed mortality rate | | |
| - 10% increase | 34.25 | 31.63 |

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the changes in assumptions would occur in isolation of one another as some of the assumptions may be correlated. In presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

| PARTICULARS | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| Discount rate | 6.58% - 6.65% | 7.19% |
| Rate of return of plan assets | 7.19% | 7.39% |
| Attrition rate | Refer below | Refer below |
| Rate of compensation increase | 8.5% - 9.00% | 10.00% |
| **Attrition rate age range is hereunder:** | | |
| Less than age 35 | 26.05% - 31.00% | 23.00% |
| From age 35 | 10.00% - 21.67% | 19.17% |
| From age 40 | 10.00% - 14.44% | 12.78% |
| From age 45 | 7.22% - 10.00% | 6.39% |
| From age 50 | 2% - 10.00% | 2.00% |
| The expected future cash flows in respect of gratuity were as follows: | | |
| **Expected future benefit payments** | | |
| Year 1 | 4.80 | 4.08 |
| Year 2 | 3.91 | 3.11 |
| Year 3 | 3.51 | 2.68 |
| Year 4 | 3.09 | 2.68 |
| Year 5 | 2.22 | 2.47 |
| Beyond 5 and upto 10 years | 13.83 | 12.21 |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**(b) Provident fund benefits**

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund, which is defined contribution plan. The Group has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue. The amount recognised as an expense towards contribution to provident fund for the year aggregated to ₹12.34 (March 31, 2024: ₹11.31) and is included in "contribution to provident and other funds".

**(c) Employee State Insurance benefits**

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Employee State Insurance, which is defined contribution plan. The Group has no obligations other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue. The amount recognised as an expense towards contribution to Employee state Insurance for the year aggregated to ₹1.55 (March 31, 2024: ₹1.63) and is included in "Staff Welfare Expenses".

**37. Leases**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **A. Break-up of current and non-current lease liabilities:** | | |
| Current lease liabilities | 111.51 | 99.49 |
| Non-current lease liabilities | 362.43 | 327.26 |
| **Total** | **473.94** | **426.75** |
| **B. Movement in lease liabilities:** | | |
| Balance at the beginning of the year | 426.75 | 344.93 |
| Additions | 127.49 | 157.42 |
| Additions due to business combination (refer Note 46) | 4.27 | - |
| Finance costs accrued during the period | 35.66 | 32.50 |
| Deletions | (10.58) | (9.61) |
| Payment of lease liabilities | (109.65) | (98.49) |
| **Balance at the end of the year** | **473.94** | **426.75** |
| **C. The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:** | | |
| Less than one year | 111.97 | 99.49 |
| One to five years | 335.80 | 300.91 |
| More than five years | 169.56 | 159.79 |
| **D. Amounts recognised in statement of profit and loss:** | | |
| Interest on lease liabilities | 35.66 | 32.50 |
| Variable lease payments not included in lease payment liabilities | 0.12 | 0.04 |
| Income from sub-leasing right of use assets | - | - |
| Depreciation charge for right of use assets (Refer note 4A) | 0.13 | - |
| Expenses relating to short-term leases (included under Rent in Note 30) | 21.81 | 16.41 |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use assets. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line other expenses in the Statement of Profit and Loss.

A lease contract is modified and the lease modification is not accounted for as a separate lease in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The Group has applied a single discount rate to a portfolio of leases of a similar assets in similar economic environment with similar end date.

Critical judgements in determining the lease term

In determining the lease term, management considers all facts and circumstances that create and economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

**38. Related party disclosure**

List of related parties

Person having control over the entity

| | |
|---|---|
| R.G. Chandramogan | Chairman |

Key Management Personnel (KMP):

| | |
|---|---|
| C. Sathyan | Managing Director (upto September 12, 2024) and Vice-Chairman (w.e.f. September 12, 2024) |
| J. Shanmuga Priyan | Managing Director (w.e.f. September 12, 2024) |
| S. Subramanian | Non-Executive Director |
| V.R. Muthu | Non-Executive Director |
| K.S. Thanarajan | Non-Executive Director |
| Bharathi Baskar | Non-Executive Director (w.e.f. July 15, 2024) |
| Archana Narayanaswamy | Non-Executive Director |
| D. Sathyanarayanan | Non-Executive Director (upto September 12, 2024) |
| P. Vaidyanathan | Non-Executive Director (upto September 12, 2024) |
| Tammineedi Balaji | Non-Executive Director (upto September 22, 2024) |
| Chalini Madhivanan | Non-Executive Director (upto September 22, 2024) |
| H. Ramachandran | Chief Financial Officer |
| G. Somasundaram | Company Secretary (upto July 31, 2024) |
| C. Subramaniam | Company Secretary (w.e.f. September 14, 2024) |

Relatives of Key Managerial Personnel

| | |
|---|---|
| C. Lalitha | Relatives of KMP |
| Deviga Suresh | Relatives of KMP |
| Vivin Srinesh | Relatives of KMP |
| Dolly Sathyan | Relatives of KMP |
| Vismita Sathyan | Relatives of KMP |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

Entities in which KMP/Non-Executive Director has significant influence

Raja KSP Ganesan Charities

HAP Sports Trust

Integrated Registry Management Services Private Limited (upto September 12, 2024)

Note: Related party relationships are as identified by the Management and relied upon by the auditors.

**Transactions with Related Parties**

| NATURE OF THE TRANSACTION AND RELATIONSHIP | FOR THE YEAR ENDED MARCH 31, 2025 | FOR THE YEAR ENDED MARCH 31, 2024 |
|---|---|---|
| **1) Remuneration to KMPs** | | |
| C. Sathyan | 1.35 | 0.97 |
| J. Shanmuga Priyan | 0.40 | - |
| H. Ramachandran | 0.95 | 0.90 |
| G. Somasundaram | 0.12 | 0.34 |
| C. Subramaniam | 0.18 | - |
| **2) Remuneration to Non-executive Director** | | |
| D. Sathyanarayanan (upto September 12, 2024) | 0.03 | 0.06 |
| **3) CSR contribution and others to Trust (HAP Sports Trust)** | | |
| CSR contribution | 5.17 | 11.34 |
| Rent paid | - | 0.06 |
| Rent received | 0.54 | 0.01 |
| **4) Payment of interim dividend** | | |
| R.G. Chandramogan | 73.34 | 73.27 |
| C. Sathyan | 13.10 | 13.10 |
| C. Lalitha | 1.54 | 1.54 |
| Deviga Suresh | 5.92 | 5.92 |
| Vivin Srinesh | 1.21 | 1.21 |
| Dolly Sathyan | 1.47 | 1.47 |
| Vismita Sathyan | 1.21 | 1.21 |
| **5) Transaction with Company in which Non-Executive Director is interested** | | |
| Integrated Registry Management Services Private Limited - Folio maintenance charges to registrar and transfer agent | 0.03 | 0.04 |

Notes

1. The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to Key Management Personnel (KMP) and for the period they were designated as KMP.

2. Actuarial valuation based provision with respect to gratuity have not been included as these are computed for the Group as a whole.

3. Closing balances with the aforementioned related parties as on March 31, 2025 and March 31, 2024 are nil.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

39. Hedging activities and derivatives

a) The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as under:

| Particulars | Currency | March 31, 2025 | | | March 31, 2024 | | |
|---|---|---|---|---|---|---|---|
| | | Amount In Foreign Currency | Amount In | Conversion Rate | Amount In Foreign Currency | Amount In | Conversion Rate |
| Trade receivables | USD | 0.00 | 0.10 | 85.58 | 0.03 | 2.74 | 83.37 |
| Trade payables* | USD | 0.04 | 3.31 | 85.58 | 0.02 | 1.43 | 83.37 |
| | EUR | 0.02 | 1.64 | 92.32 | 0.00 | 0.02 | 90.25 |
| | CHF | 0.00 | 0.25 | 96.62 | - | - | - |
| | SGD | 0.00 | 0.00 | 63.57 | 0.00 | 0.01 | 61.88 |
| Payable on purchase of property, plant and equipment | USD | 0.01 | 0.74 | 85.58 | 0.01 | 0.52 | 83.37 |
| | EUR | 0.01 | 1.24 | 92.32 | 0.12 | 10.45 | 90.25 |
| | GBP | - | - | - | 0.00 | 0.01 | 105.33 |

*Amount mentioned is less than the rounding off norms of the Company.

**b) Foreign currency sensitivity:**

The Group is mainly exposed to fluctuations in US Dollar, GBP, EURO, CHF and SGD. The following table details the Group's sensitivity to a 5% increase and decrease against the US Dollar, GBP, EURO, CHF and SGD. 5% is the sensitivity used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only net outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. A positive number below indicates an increase in profit or equity where the Rupee strengthens by 5% against the US Dollar, GBP, EURO, CHF and SGD. For a 5% weakening against the US Dollar, GBP, EURO, CHF and SGD, there would be a comparable impact on the profit or equity.

| Particulars | Change In Rate | | Effect On Profit Before Tax | | Effect On Equity | |
|---|---|---|---|---|---|---|
| | Increase | Decrease | Increase | Decrease | Increase | Decrease |
| **March 31, 2025** | | | | | | |
| USD | 5% | 5% | (0.20) | 0.20 | (0.20) | 0.20 |
| EURO | 5% | 5% | (0.14) | 0.14 | (0.14) | 0.14 |
| CHF | 5% | 5% | (0.01) | 0.01 | (0.01) | 0.01 |
| SGD | 5% | 5% | (0.00) | 0.00 | (0.00) | 0.00 |
| **March 31, 2024** | | | | | | |
| USD | 5% | 5% | 0.04 | (0.04) | 0.04 | (0.04) |
| GBP | 5% | 5% | (0.00) | 0.00 | (0.00) | 0.00 |
| EURO | 5% | 5% | (0.52) | 0.52 | (0.52) | 0.52 |
| SGD | 5% | 5% | (0.00) | 0.00 | (0.00) | 0.00 |

40. Segment information

**a) Products from which reportable segments derive their revenues**

Based on the management approach as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker (CODM) evaluates the Group's performance and allocates resources based on analysis of various performance indicators by operating segments. The Group operates in a single segment viz., milk and milk products.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**b) Geographical information**

The Geographical information analyses the Group's revenue from operations and non-current assets by the Group's country of domicile (i.e. India) and other countries. Revenue from operations are specified by location of customers while the non-current assets are specified by location of the assets. The following table present revenue from operations and non-current assets information regarding the Group's geographical segments:

**For the year ended/as at March 31, 2025**

| Particulars | India | Others | Total |
|---|---|---|---|
| Revenue from operations | 8,677.76 | 22.00 | 8,699.76 |
| Non-current assets* | 3,623.11 | - | 3,623.11 |

**For the year ended/as at March 31, 2024**

| Particulars | India | Others | Total |
|---|---|---|---|
| Revenue from operations | 7,977.10 | 13.30 | 7,990.40 |
| Non-current assets* | 3,049.48 | - | 3,049.48 |

* Non-current assets excludes financial assets

**41. Fair Values**

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments:

| PARTICULARS | CARRYING VALUE | | FAIR VALUE | |
|---|---|---|---|---|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| **Financial assets** | | | | |
| **Financial assets at fair value through other comprehensive income:** | | | | |
| a) Investments | | | | |
| - in equity instruments | 22.80 | 20.44 | 22.80 | 20.44 |
| **Financial assets at fair value through profit or loss:** | | | | |
| a) Investments | | | | |
| - in mutual funds | 10.99 | 10.00 | 10.99 | 10.00 |
| - in debt instruments | 3.43 | - | 3.43 | - |
| **Financial assets at amortised cost:** | | | | |
| a) Trade receivables | 8.16 | 10.06 | 8.16 | 10.06 |
| b) Cash and cash equivalents (including other bank balances) | 71.01 | 53.32 | 71.01 | 53.32 |
| c) Other financial assets | 84.04 | 81.25 | 84.04 | 81.25 |
| **Total financial assets** | **200.43** | **175.07** | **200.43** | **175.07** |
| **Financial liabilities** | | | | |
| **Financial liabilities at amortised cost:** | | | | |
| a) Non-current borrowings | | | | |
| Indian Rupee loans from banks | 934.44 | 955.54 | 934.44 | 955.54 |
| b) Current borrowings | | | | |
| Indian Rupee loans from banks | 404.70 | 431.35 | 404.70 | 431.35 |
| Loan repayable on demand from banks | 757.37 | 884.66 | 757.37 | 884.66 |
| c) Lease liabilities | 473.94 | 426.75 | 473.94 | 426.75 |
| d) Trade payables | 252.71 | 188.33 | 252.71 | 188.33 |
| e) Other financial liabilities | 210.94 | 190.65 | 210.94 | 190.65 |
| **Total financial liabilities** | **3,034.10** | **3,077.28** | **3,034.10** | **3,077.28** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

The Management assessed that trade receivables, cash and cash equivalents, other financial assets, borrowings, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**42. Fair value hierarchy**
Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table provides the fair value measurement hierarchy of the Group's assets and liabilities.

**i. Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at March 31, 2025:**

| Particulars | Date of valuation | Fair value measurement using | | | |
|---|---|---|---|---|---|
| | | Fair Value | Quoted price in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| **Financial assets** | | | | | |
| **Financial assets measured at fair value** | | | | | |
| a) Investments in unquoted equity shares | March 31, 2025 | 22.80 | - | - | 22.80 |
| b) Investments in mutual funds | March 31, 2025 | 10.99 | - | 10.99 | - |
| c) Investments in debt instruments | March 31, 2025 | 3.43 | - | 3.43 | - |
| **Financial assets measured at amortised cost** | | | | | |
| d) Other financial assets | March 31, 2025 | 84.04 | - | - | 84.04 |
| e) Cash and cash equivalents (including other bank balances) | March 31, 2025 | 71.01 | - | - | 71.01 |
| f) Trade receivables | March 31, 2025 | 8.16 | - | - | 8.16 |
| Financial liabilities | | | | | |
| **Financial liabilities measured at amortised cost** | | | | | |
| a) Indian Rupee loans from banks (non-current) | March 31, 2025 | 934.44 | - | 934.44 | - |
| b) Indian Rupee loans from banks (current) | March 31, 2025 | 404.70 | - | 404.70 | - |
| c) Loan repayable on demand from banks | March 31, 2025 | 757.37 | - | - | 757.37 |
| d) Lease liabilities | March 31, 2025 | 473.94 | - | - | 473.94 |
| e) Trade payables | March 31, 2025 | 252.71 | - | - | 252.71 |
| f) Other financial liabilities | March 31, 2025 | 210.94 | - | - | 210.94 |

There are no transfers between levels 1 and 2 during the year.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**ii. Quantitative disclosures fair value measurement hierarchy for assets and liabilities as at March 31, 2024:**

| PARTICULARS | Date of valuation | Fair value measurement using | | | |
|---|---|---|---|---|---|
| | | Fair Value | Quoted price in active markets (Level 1) | Significant observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| **Financial assets** | | | | | |
| **Financial assets measured at fair value** | | | | | |
| a) Investments in unquoted equity shares | March 31, 2024 | 20.44 | - | - | 20.44 |
| b) Investments in mutual funds | March 31, 2024 | 10.00 | - | 10.00 | - |
| **Financial assets measured at amortised cost** | | | | | |
| c) Other financial assets | March 31, 2024 | 81.25 | - | - | 81.25 |
| d) Cash and cash equivalents (including other bank balances) | March 31, 2024 | 53.32 | - | - | 53.32 |
| e) Trade receivables | March 31, 2024 | 10.06 | - | - | 10.06 |
| **Financial liabilities** | | | | | |
| **Financial liabilities measured at amortised cost** | | | | | |
| a) Indian Rupee loans from banks (non-current) | March 31, 2024 | 955.54 | - | 955.54 | - |
| b) Indian Rupee loans from banks (current) | March 31, 2024 | 431.35 | - | 431.35 | - |
| c) Loan repayable on demand from banks | March 31, 2024 | 884.66 | - | - | 884.66 |
| d) Lease liabilities | March 31, 2024 | 426.75 | - | - | 426.75 |
| e) Trade payables | March 31, 2024 | 188.33 | - | - | 188.33 |
| f) Other financial liabilities | March 31, 2024 | 190.65 | - | - | 190.65 |

There are no transfers between levels 1 and 2 during the year.

**iii. Measurement of fair values:**
**Valuation techniques:**
The following table shows the valuation techniques used in measuring fair values for assets and liabilities carried at fair value:

| Type | Valuation Technique |
|---|---|
| **Liabilities measured at amortised cost:**<br>a) Indian Rupee loans from banks | The valuation model adopted for computing the fair value of the borrowing is the discounted cash flow model, where the present value of expected payments is discounted using a market interest rate. |

Fair value of instruments measured at amortised cost
Fair value of instruments measured at amortised cost for which fair value is also the same as calculated using Level 3 inputs:

There have been no significant change between the discounting rate used on the date of transaction and us at the end of the period. Hence, the carrying value is taken at fair value

The carrying amounts of trade receivables, trade payables, cash and cash equivalents, other bank balances and other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature

Valuation Methodology
The Company does not have any financial instruments measured at fair value through profit and loss account and fair value through other comprehensive income.

Valuation technique to determine the fair value
The mutual funds are considered at their fair value which is line with their respective values in their Net assets value declarations.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**43. Financial risk management objective and policies**

The Group's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance its operation. The Group's principal financial assets include trade and other receivables, cash & cash equivalents and other bank balances that are derived directly from its operation. The Group also holds FVTOCI and FVTPL investments and enters into derivative transactions.

The Group’s activities are exposed to a variety of financial risks, like credit risk, market risk and liquidity risk. The Group’s primary risk management focus is to minimise potential adverse effects of market risk on its financial performance. The Group’s risk management assessment and policies and processes are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Group’s activities. The Board of Directors and the Audit Committee is responsible for overseeing the Group’s risk assessment and management policies and processes.

**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. 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, investments, derivative financial instruments, cash and cash equivalents, bank deposits and other financial assets. None of the financial instruments of the Group result in material concentration of credit risk.The Expected credit loss was analysed for all the financial assets and it was concluded to be Nil.

**Trade and other receivables**

The Group sells goods on advance payment terms. In cases of customers with certain nature of products where credit is allowed, the average credit period on such sale of goods ranges from 1 day to 45 days depending on the nature of the product. The customer credit risk is managed by the Group’s established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on the individual credit limits which are defined in accordance with this assessment and outstanding customer receivables are regularly monitored. The Group's receivables turnover is quick and historically, there was no significant defaults on account of those customers in the past. Ind AS requires an entity to recognise in profit or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised in accordance with Ind AS 109. The Group assesses at each date of statements of financial position whether a financial asset or a group of financial assets is impaired. Expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and adjusted for forward-looking information. Currently the Group has not provided any provision in the books as per Ind AS 109 due to the fact that there are no historical credit losses observed in the past.

**Exposure to credit risk:**

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk is ₹8.16 and ₹10.06 as of March 31, 2025 and March 31, 2024 respectively, being the total carrying amount of balances with trade receivables.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**The following table shows details of provision for doubtful receivables:**

| PARTICULARS | AS AT MARCH 31, 2025 | AS AT MARCH 31, 2024 |
|---|---|---|
| **Trade receivables** | | |
| Loss allowance at the beginning of the year | - | - |
| Increase/(decrease) in loss allowance recognised in the Statement of Profit and Loss | 2.82 | - |
| **Loss allowance at the end of the year** | **2.82** | **-** |
| **Other receivables** | | |
| Loss allowance at the beginning of the year | - | - |
| Increase/(decrease) in loss allowance recognised in the Statement of Profit and Loss | 0.39 | - |
| **Loss allowance at the end of the year** | **0.39** | **-** |
| **Security deposits** | | |
| Loss allowance at the beginning of the year | - | - |
| Increase/(decrease) in loss allowance recognised in the Statement of Profit and Loss | 0.04 | - |
| **Loss allowance at the end of the year** | **0.04** | **-** |
| **Recoverable from electricity supplier** | | |
| Loss allowance at the beginning of the year | - | - |
| Increase/(decrease) in loss allowance recognised in the Statement of Profit and Loss | 4.70 | - |
| **Loss allowance at the end of the year** | **4.70** | **-** |

| Particulars | Not due | March 31, 2025 | | | | | |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Gross carrying amount | 4.98 | 3.07 | 0.18 | 0.59 | 0.49 | 1.67 | 10.98 |
| Expected loss rate | 0.00% | 8.71% | 49.79% | 80.86% | 79.93% | 95.32% | 25.70% |
| Expected credit loss | - | 0.27 | 0.09 | 0.48 | 0.39 | 1.59 | 2.82 |
| **Carrying amount net of impairment** | **4.98** | **2.81** | **0.10** | **0.11** | **0.10** | **0.08** | **8.16** |

| Particulars | Not due | March 31, 2024 | | | | | |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months | 6 months - 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Gross carrying amount | 6.12 | 3.94 | - | - | - | - | 10.06 |
| Expected loss rate | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% | 0.00% |
| Expected credit loss | - | - | - | - | - | - | - |
| **Carrying amount net of impairment** | **6.12** | **3.94** | **-** | **-** | **-** | **-** | **10.06** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| Particulars | Other receivables | Security deposits | Recoverable from electricity supplier |
|---|---|---|---|
| Gross carrying amount | 0.39 | 0.04 | 4.70 |
| Expected loss rate | 100% | 100% | 100% |
| Expected credit loss | 0.39 | 0.04 | 4.70 |
| Carrying amount net of impairment | - | - | - |

There was no expected credit loss required to be provided for any other financial assets.

**b. Liquidity risk**

Liquidity risk refers to the risk that the Group cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. The Group has established an appropriate liquidity risk management framework for it's short term, medium term and long term funding requirement.

The following tables detail the Group's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

| PARTICULARS | LESS THAN 1 MONTH | 1-3 MONTHS | 3 MONTHS TO 1 YEAR | 1 TO 5 YEARS | 5 YEARS AND ABOVE |
|---|---|---|---|---|---|
| | INR | INR | INR | INR | INR |
| **March 31, 2025** | | | | | |
| **Borrowings** | **531.96** | **336.06** | **294.02** | **945.86** | **-** |
| Lease liabilities | 9.61 | 19.20 | 83.15 | 335.80 | 169.56 |
| Trade payables | 252.71 | - | - | - | - |
| Other financial liabilities | 38.57 | - | 172.37 | - | - |
| **Total** | **832.85** | **355.26** | **549.54** | **1,281.66** | **169.56** |
| **March 31, 2024** | | | | | |
| Borrowings | 603.29 | 386.71 | 326.02 | 955.56 | 18.16 |
| Lease liability | 8.53 | 16.95 | 74.01 | 300.91 | 159.79 |
| Trade payables | 188.33 | - | - | - | - |
| Other financial liability | 32.83 | - | 157.82 | - | - |
| **Total** | **832.98** | **403.66** | **557.85** | **1,256.47** | **177.95** |

The Group had access to the following undrawn borrowing facilities at the end of the reporting period:

| Floating rate | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Expiring within one year | 92.88 | 30.00 |
| Expiring beyond one year | - | 35.03 |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**c. Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

**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 change in market interest rates. In order to optimise the Group's position with regards to interest income and interest expenses and to manage the interest rate risk, management performs a comprehensive corporate interest risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

**ii) Foreign currency risk**

The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit or loss and other comprehensive income and equity, where any transaction references more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the respective entities. Considering the countries and economic environment in which the Group operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in US Dollar against the functional currencies of the Group. The Group, as per its risk management policy, uses derivative instruments primarily to hedge foreign exchange wherever applicable. The Group evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. It hedges a part of these risks by using derivative financial instruments in line with its risk management policies.

The Group's exposure to foreign currency risk at the end of the reporting period expressed in are as mentioned in Note 39.

**44. Capital management**

The Group manages its capital to ensure that it is able to continue as a going concern while maximising the return to the stakeholders through the optimisation of the debt and equity balance. The Group determines the amount of capital required on the basis of an annual budgeting exercise, future capital projects outlay etc. The funding requirements are met through equity, internal accruals and borrowings (short term/long term).

| PARTICULARS | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Borrowings (Note 15) | 2,096.51 | 2,271.55 |
| Less: Cash and cash equivalents (Note 10A) | (57.73) | (50.73) |
| **Net debt** | **2,038.78** | **2,220.82** |
| Equity (Note 13) | 22.28 | 22.28 |
| Other equity (Note 14 | 1,695.28 | 1,549.97 |
| **Total equity** | **1,717.56** | **1,572.25** |
| **Gearing ratio (Net debt/Total equity)** | **1.19** | **1.41** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

**45. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Ind AS Financial Statements to Schedule III to the Companies Act, 2013**

**For the year ended March 31, 2025:**

| Name of the entity | Net Assets i.e., total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | INR in Crores | As % of consolidated profit or loss | INR in Crores | As % of consolidated other comprehensive income | INR in Crores | As % of consolidated total comprehensive income | INR in Crores |
| **Parent Company:** | | | | | | | | |
| Hatsun Agro Product Limited | 100.39% | 1,724.21 | 102.38% | 285.44 | 113.33% | (0.17) | 102.26% | 285.27 |
| **Indian Subsidiary:** | | | | | | | | |
| Milk Mantra Dairy Private Limited | -0.39% | (6.65) | -2.38% | (6.63) | -13.33% | 0.02 | -2.26% | (6.31) |
| **Total** | **100.00%** | **1,717.56** | **100.00%** | **278.81** | **100.00%** | **(0.15)** | **100.00%** | **278.96** |

For the year ended March 31, 2024:

| Name of the entity | Net Assets i.e., total assets minus total liabilities | | Share in profit or loss | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|
| | As % of consolidated net assets | INR in Crores | As % of consolidated profit or loss | INR in Crores | As % of consolidated other comprehensive income | INR in Crores | As % of consolidated total comprehensive income | INR in Crores |
| **Parent Company:** | | | | | | | | |
| Hatsun Agro Product Limited | 100.00% | 1,572.25 | 100% | 267.27 | 100% | 2.06 | 100% | 265.21 |
| **Indian Subsidiary:** | | | | | | | | |
| Not applicable | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| **Total** | **100.00%** | **1,572.25** | **100.00%** | **267.27** | **100.00%** | **2.06** | **100.00%** | **265.21** |

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

### 46. Business Combination

During the current year, pursuant to the approval of the Board of Directors, the Group acquired the entire shareholding (equity and preference) of Milk Mantra Dairy Private Limited (""MMDPL"") from their existing shareholders for an aggregate cash consideration of ₹233.00 crores. Pursuant to the same, MMDPL has become a subsidiary of the Group with effect from January 27, 2025. Accordingly, the Group has prepared Consolidated Financial Statements for the year ended March 31, 2025.

The Company has accounted for the business combination under the ""acquisition method"" of accounting in accordance with Ind AS 103 - Business Combination, wherein identifiable assets acquired and liabilities assumed are fair valued against the fair value of the consideration transferred and resultant intangibles including goodwill recognised in the financial statements. The determination of the fair values for the acquisition was performed by an external valuation expert and completed by March 31, 2025.

| | |
|---|---|
| **Purchase Consideration (Cash paid - A)** | **233.00** |

| Net identifiable assets acquired | Fair value recognised in acquisition |
|---|---|
| <u>Assets</u> | |
| Property, plant and equipment | 63.20 |
| Capital work in Progress | 37.84 |
| Right-of-use assets | 5.22 |
| Other intangible assets | 96.83 |
| Investments | 3.36 |
| Other non-current assets | 2.78 |
| Inventories | 11.36 |
| Trade receivables | 0.37 |
| Cash and cash equivalents | 3.25 |
| Bank balances other than the above | 3.12 |
| Other current assets | 1.27 |
| **Total assets (B)** | **228.60** |
| <u>Liabilities</u> | |
| Borrowings | - |
| Lease liabilities | 4.27 |
| Trade payables | 23.61 |
| Other financial liabilities | 8.18 |
| Provisions | 1.43 |
| Other current liabilities | 1.34 |
| Deferred tax liability (net) | 19.49 |
| **Total liabilities (C)** | **58.32** |
| **Net identifiable assets acquired (D = B-C)** | **170.28** |
| **Goodwill (A-D)** | **62.72** |

### 47. Expenditure on Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promotion education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief, COVID-19 and rural development projects. A CSR committee has been formed by the Group as per the Act. The funds are utilised through the year on these activities which are specified in Schedule VII of the Companies Act, 2013.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

| Particulars | For The Year Ended March 31, 2025 | For The Year Ended March 31, 2024 |
|---|---|---|
| Gross amount required to be spent as per Section 135 of the Act | 5.63 | 5.73 |
| Add: Amount unspent from previous years | - | - |
| Total gross amount required to be spent during the year | 5.63 | 5.73 |
| Amount approved by the Board to be spent during the year | - | - |
| Nature of CSR activities | Contribution towards promotion of education, sport and support infrastructure activities related development activities | |
| Details of related party transactions, e.g. Contribution to a trust controlled by the Group in relation to CSR expenditure as per relevant Accounting Standard(refer Note) | 5.17 | 11.34 |

**Disclosures on excess CSR expenditure**

| Particulars | For The Year Ended March 31, 2025 | For The Year Ended March 31, 2024 |
|---|---|---|
| Amount required to be spent by the Group during the year | 5.63 | 5.73 |
| Amount unspent/(excess) spent by the Group during the year | - | - |
| Actual amount spent by the Group during the year | 5.17 | 11.34 |
| Amount utilised in the current year out of the excess spent in the prior years | 0.46 | - |
| Excess/(deficit) amount spent for the financial year [(ii)-(i)] | - | 5.61 |
| Total of previous years shortfall | - | - |

**Note:**

1. Represents contribution to HAP Sports Trust to support promotion of sports.
2. Note the shortfall has been set-off with the excess spend of CSR.
3. In relation to the Subsidiary Company, the Subsidiary Company was not having net worth of ₹500 Crores or more, or turnover of Rupees one thousand crore or more or a net profit of Rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Subsidiary Company during the year.

**48. Other statutory information:**

(i) No proceedings have been initiated on or are pending against the Group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(ii) The Group reviewed the status of all its customers and vendors, as at March 31,2025 and March 31,2024, in MCA portal, and observed that the Group does not have any transaction or outstanding balances with struck off Companies under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956.

(iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Group has not been declared wilful defaulter by any banks or financial institutions or other lenders.

(v) The Group has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

(vi) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with any oral or written understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vii) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with any oral or written understanding (whether recorded in writing or otherwise) that the Group shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(viii) There were no transactions which are not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025**
**(All amounts in INR Crores except for share data or as otherwise stated)**

(ix) During the financial year, the Group has not revalued any of its Property, Plant and Equipment, Right of Use Assets and Intangible Assets

(x) The Group does not have any investment properties as at March 31, 2025 and March 31, 2024 as defined in Ind AS 40.

(xi) The Group has not granted any loans or advances in the nature of loans to promoters, directors, Key Managerial Personnel and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person.

(xii) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(xiii) The Group has complied with the number of layers prescribed under the Companies Act, 2013 read with Companies (Restriction on number of layers) Rule, 2017.

49. The Group has used accounting software for maintaining its books of account for the year ended March 31, 2025, which has a feature of recording audit trail (edit log) facility, and the same has operated throughout the year for all relevant transactions recorded in the software, except that audit trail feature was not enabled at the application level to log any direct data changes during the period from January 27, 2025 to March 1, 2025, as it generated huge data dumps which severely affected the performance of the system. The Group enabled audit trail feature at the application level to log any direct changes from February 1, 2024. Further, the Management has robust controls to ensure that privilege access to database tables is restricted to authorised users and over monitoring the activity logs to table maintenance.

In relation to the Subsidiary Company, the Subsidiary Company has used accounting software for maintaining its books of account for the year ended March 31, 2025, which has a feature for recording an audit trail (edit log), and this feature was enabled and operational throughout the year for all regular transaction processing within the application. However, the audit trail feature was not enabled for certain critical tables throughout the year.

50. The Board of Directors, in their meeting held on April 28, 2025, approved the Scheme of Amalgamation of Milk Mantra Dairy Private Limited (“MMDPL” or “Transferor Company”) with Hatsun Agro Product Limited (“HAPL” or “Transferee Company”), under Sections 230-232 and other applicable provisions of the Companies Act, 2013 (the “Act”) and the rules made thereunder. The formal procedure and formalities of application for the amalgamation will be intitiated in due course.

51. In connection with the preparation of the consolidated financial statements for the year ended March 31, 2025, the Board of Directors have confirmed the propriety of the contracts/agreements entered into by/on behalf of the Group and the resultant revenue earned/expenses incurred arising out of the same after reviewing the levels of authorisation and the available documentary evidences and the overall control environment. Further, the Board of Directors have also reviewed the realisable value of all the current assets of the Group and have confirmed that the value of such assets in the ordinary course of business will not be less than the value at which these are recognised in the consolidated financial statements. In addition, the Board has also confirmed the carrying value of the non-current assets in the consolidated financial statements. The Board, duly taking into account all the relevant disclosures made, has approved these consolidated financial statements in its meeting held on April 28, 2025 in accordance with the provisions of Companies Act, 2013.

For and on behalf of the Board of Directors of
**Hatsun Agro Product Limited**

**Sd/-**
R.G. Chandramogan
Chairman
DIN: 00012389

**Sd/-**
C. Sathyan
Vice Chairman
DIN: 00012439

**Sd/-**
J. Shanmuga Priyan
Managing Director
DIN: 10773578

**Sd/-**
H. Ramachandran
Chief Financial Officer

**Sd/-**
C. Subramaniam
Company Secretary

Place: Chennai
Date: April 28, 2025

Hatsun Agro Product Limited

Registered Office:
No.41 (49), Janakiram Colony Main Road,
Janakiram Colony, Arumbakkam, Chennai - 600 106.
Phone: 91-44-47961124 | Fax: 91-44-47961124

Corporate Office:
Plot No 14, TNHB, TN Housing Board
'A' Road, Sholinganallur, Chennai - 600 119.
Phone: 91-44-24501622 | Fax: 91-44-24501422