

**DIRECTORS' REPORT**  
**OF**  
**GODREJ TYSON FOODS LIMITED**  
**[Corporate Identification Number (CIN): U15122MH2008PLC177741]**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019**

**TO THE SHAREHOLDERS:**

Your Directors have pleasure in presenting the Board's Report along with the Audited Financial Statements for the Financial Year (F.Y.) ended March 31, 2019.

**FINANCIAL SUMMARY / HIGHLIGHTS:**

Your Company's performance during the Financial Year (F.Y.) 2018-19 is summarized below:-

	(₹. in Lakh)	
	For the F.Y. ended March 31, 2019	For the F.Y. ended March 31, 2018
<b>Total Income</b>	<b>48,906.87</b>	<b>43,420.99</b>
Profit Before Taxation (PBT)	667.98	642.33
Less : Provision for Taxation	272.13	227.56
<b>Profit After Taxation (PAT)</b>	<b>395.85</b>	<b>414.77</b>
Other Comprehensive Income for the year	7.08	(17.69)
<b>Total Comprehensive Income for the Year</b>	<b>402.93</b>	<b>397.08</b>
Balance Brought Forward from previous year	4,771.62	4374.54
<b>Appropriations:</b>		
Balance Carried Forward to Balance Sheet	5174.55	4,771.62
<b>TOTAL</b>	<b>5174.55</b>	<b>4,771.62</b>

**REVIEW OF OPERATIONS / STATE OF AFFAIRS:**

The Revenue from Operations of your Company for the year under review was at Rs. 489.06 Crore with a Profit Before Tax (PBT) of Rs. 6.67 Crore.

There has been no change in the nature of business of the Company during the Financial Year (F.Y.) 2018-19.

**MATERIAL CHANGES AND COMMITMENTS SINCE THE FINANCIAL YEAR END:**

Except as mentioned in this Report, there were no material changes and commitments since the end of the Financial Year (F.Y.) 2018-19 till the date of this Directors' Report.

**DIVIDEND:**

Due to on-going expansion plans of your Company, the Directors do not recommend any Final Dividend for the Financial Year (F.Y.) 2018-19.

**SHARE CAPITAL:**

The Company's Equity Share Capital position as on March 31, 2019 is as follows:-

Authorized Share Capital			Issued, Subscribed & Paid-up Share Capital		
No. of Equity Shares	Face Value per Share (₹.)	Total Amount (₹.)	No. of Equity Shares	Face Value per Share (₹.)	Total Amount (₹.)
3,00,000	10	30,00,000	1,98,900	10	19,89,000

There were no changes in the capital structure of your Company during the Financial Year (F.Y.) 2018-19.

Pursuant to the amendment in Rule 9 of the Companies (Prospectus and Allotment of Securities) Rules, your Company offers facility to hold its Equity Shares in electronic form, i.e., facilitates dematerialisation of all its existing securities in accordance with provisions of the Depositories Act, 1996 and Regulations made thereunder.

The Company appointed National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") so as to enable allotment, holding, transfer, transmission, split or consolidation of securities of the Company in dematerialized form and to give effect to the aforementioned amendment.

**DEPOSITS:**

Your Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013, i.e., deposits within the meaning of Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014, during the Financial Year (F.Y.) 2018-19.

**HOLDING COMPANIES:**

On March 27, 2019, Godrej Agrovet Limited, has acquired an additional 1.1 % of the Paid-up Equity Share Capital in your Company from Anamudi Real Estates LLP, existing shareholder, increasing its total shareholding from 49.9% to 51.0%. Consequently, Godrej Agrovet Limited has become Holding Company of your Company with effect from March 27, 2019.

**SUBSIDIARY COMPANIES:**

Your Company does not have any Subsidiary Company(s) and there was no change in this position during the Financial Year 2018-19.

**ASSOCIATE COMPANIES:**

Your Company does not have any Associate Company(s) and there was no change in this position during the Financial Year 2018-19.

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

The Board of Directors of your Company comprised of the following Directors as on March 31, 2019:

1.	Mr. N. B. Godrej	Chairman – Non-Executive, Non-Independent
2.	Mr. B. S. Yadav	Managing Director
3.	Mr. Malik Sadiq	Non-Executive, Non-Independent
4.	Mr. Noel White (*)	Non-Executive, Non-Independent
5.	Mr. S. Varadaraj	Non-Executive, Non-Independent
6.	Mr. Sanjay V. Gogate	Independent Director
7.	Ms. Els Reynaers	Independent Director

Mr. Malik Sadiq retires by rotation at the ensuing 11<sup>th</sup> Annual General Meeting (AGM) of the Company in accordance with Section 152 of Companies Act, 2013 and being eligible offers himself for re-appointment.

During the Financial Year (F.Y.) 2018-19, Mr. B. S. Yadav has been re-appointed as the "Managing Director" of the Company for a period of 3 (Three) years w.e.f. November 13, 2018, i.e., up to November 12, 2021.

Mr. Malik Sadiq and Mr. Noel White were appointed as 'Additional Directors' of the Company w.e.f. October 30, 2017 and January 31, 2018 respectively, by the Board of Directors at its Meeting held on the same days and they have been regularized as Directors of the Company by the Members of the Company at the 10<sup>th</sup> Annual General Meeting held on August 3, 2018.

Mr. S. Varadaraj was appointed as an Additional Director w.e.f. April 1, 2018, at the Meeting of the Board of Director held on May 15, 2018 and has been regularized as a Director of the Company by the Members of the Company at the 10<sup>th</sup> Annual General Meeting held on August 3, 2018.

(\*) Mr. Noel Wesley White has vacated the office as a "Director" of the Company w.e.f. April 1, 2019, pursuant to the provisions of Section 167(1) (b) of the Companies Act, 2013 and Para 4.2 of Secretarial Standards on Board Meeting (SS-1).

Mr. Brian Baker has been appointed as an "Additional Director" of the Company in place of Mr. Noel Wesley White with Effect from April 23, 2019.

Mr. Upendra R. Pathak, Company Secretary has been acting in such capacity throughout the Financial Year (F.Y.) 2018-19 and is a Key Managerial Personnel (KMP) of the Company.

Mr. Suhas Advant, Chief Financial Officer (CFO) of the Company and has been acting in such capacity throughout the Financial Year (F.Y.) 2018-19 and is a Key Managerial Personnel (KMP) of the Company.

**DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS:**

Pursuant to the provisions of Section 134(3)(d) of the Companies Act, 2013, the Company has received a declaration / confirmation of independence pursuant to Section 149(6) of the Companies Act, 2013, as amended from time to time, from Mr. Sanjay V. Gogate and Ms. Els Reynaers, Independent Directors of the Company.

**MEETINGS OF THE BOARD OF DIRECTORS:**

The Meetings of the Board of Directors are pre-scheduled and intimated to all the Directors in advance in to order to facilitate them to plan their schedule.

There were 5 (five) Meetings of the Board of Directors held during the Financial Year (F.Y.) 2018-19 (i.e., on April 1, 2018, May 10, 2018, August 3, 2018, October 31, 2018 and January 31, 2019), in compliance with the requirements of the Companies Act, 2013.

**AUDIT COMMITTEE:**

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board & its Powers) Rules, 2014, your Company has constituted an Audit Committee of the Board of Directors comprising of the following Members:-

1. Mr. Sanjay V. Gogate (Chairman – Independent Director)
2. Ms. Els Reynaers (Member – Independent Director)
3. Mr. B. S. Yadav (Member – Non-Executive, Non-Independent)

There were 4 (four) Meetings of the Audit Committee held during the Financial Year (F.Y.) 2018-19 (i.e., on May 10, 2018, August 3, 2018, October 31, 2018 and January 31, 2019).

**NOMINATION AND REMUNERATION COMMITTEE:**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board & its Powers) Rules, 2014, your Company has constituted a Nomination and Remuneration Committee of the Board of Directors comprising of the following Members:-

1. Ms. Els Reynaers (Chairperson – Independent Director)
2. Mr. Sanjay V. Gogate (Member – Independent Director)
3. Mr. N. B. Godrej (Member – Non-Executive, Non-Independent Director)

There were 2 (two) Meetings of the Nomination and Remuneration Committee during the Financial Year (F.Y.) 2018-19 (i.e., on May 10, 2018, and October 31, 2018).

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

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company has constituted a Corporate Social Responsibility (CSR) Committee of the Board of Directors comprising of the following Members:-

1. Mr. B. S. Yadav (Chairman – Non-Executive, Non-Independent)
2. Mr. Prashant Vatkar (Member – Non-Executive, Non-Independent)
3. Mr. Sanjay V. Gogate (Member – Non-Executive, Independent Director)

There was 1 (one) CSR Committee Meeting during the Financial Year (F.Y.) 2018-19 (i.e. on May 10, 2018).

**MANAGING COMMITTEE:**

Your Company has constituted the Managing Committee of the Board of Directors, presently consisting of the following Directors, pursuant to Article 144 of the Articles of Association of the Company:-

1. Mr. B. S. Yadav (Chairman – Non-Executive, Non-Independent Director)
2. Mr. S. Varadaraj (Member – Non-Executive, Non-Independent Director)
3. Mr. Maik Sadiq (Member – Non-Executive, Non-Independent Director)

There were 5 (five) Meetings of the Managing Committee of the Board of Directors held during the Financial Year (F.Y.) 2018-19 (i.e. on September 14, 2018, November 1, 2018, January 7, 2019, March 5, 2019 and March 27, 2019).

**INTERNAL COMPLAINTS COMMITTEE:**

The Board of Directors of your Company has re-constituted an Internal Complaints Committee (ICC) pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013 and the Rules framed thereunder, consisting of the following Members:

1. Ms. Sanjivani Sadani, Chairperson (Presiding Officer)
2. Mr. S. Varadaraj, Member
3. Mr. Salil Chinchore, Member
4. Ms. Megha Goel, Member
5. Ms. Sharmila Khair, (External) Member

The Company has formulated and circulated to all the employees, a policy on prevention of sexual harassment at workplace, which provides for a proper mechanism for redressal of complaints of sexual harassment.

There was 1 complaint of sexual harassment received by the ICC during the Financial Year (F.Y.) 2018-19. The extract of Annual Return filed Under Section 21 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been reproduce below.

1.	No. of complaints received	1
2.	No. of complaints disposed off	1
3.	No. of cases pending more than 90 days	0
4.	Nature of action taken by the employer	Respondent was found guilty, his services were terminated. Further safety measures at the location of incident was taken for prevention in future.

5.	No of workshops / awareness programmes carried out.	Introduction of POSH sensitisation offline program during induction of new joinees and E-learning module for all employees.
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**EXTRACT OF ANNUAL RETURN:**

The Extract of Annual Return in Form MGT-9 pursuant to Sections 92(3) and 134(3)(a) of the Companies Act, 2013 and Rule 12 of the Companies (Management & Administration) Rules, 2014 forming part of the Directors' Report is annexed hereto as "**ANNEXURE 'A'**".

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the provisions contained in sub-sections (3)(c) and (5) of Section 134 of the Companies Act, 2013, the Directors of your Company confirm that:-

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year (F.Y.) (i.e., March 31, 2019) and of the Profit and Loss of the Company for that period (i.e., the Financial Year 2018-19);
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis; and
- e) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**SECRETARIAL AUDIT REPORT:**

The Board of Directors of your Company has appointed M/s. BNP & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for Secretarial Audit for the Financial Year (F.Y.) 2018-19, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

The Report submitted by the Secretarial Auditor is annexed as "**ANNEXURE 'B'**" to this Directors' Report.

**RESPONSES TO QUALIFICATIONS, RESERVATIONS, ADVERSE REMARKS & DISCLAIMERS MADE BY THE STATUTORY AUDITORS AND THE SECRETARIAL AUDITOR:**

There are no qualifications, reservations, adverse remarks and disclaimers of the Statutory Auditors in their report on Financial Statements for the Financial Year (F.Y.) 2018-19.

There are no qualifications, reservations, adverse remarks and disclaimers of the Secretarial Auditor in the Secretarial Audit Report for the Financial Year (F.Y.) 2018-19.

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

As required to be reported pursuant to the provisions of Section 186 and Section 134(3) (g) of the Companies Act, 2013. The particulars of loans, guarantees or investments by the Company under the aforesaid provisions during the Financial Year (F.Y.) 2018-19 have been provided in the Notes to the Standalone Financial Statements.

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

All Related Party Transactions entered into by your Company during the Financial Year 2018-19 were on arm's length basis and in the ordinary course of business. There are no material significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company. Requisite prior approval of the Audit Committee of the Board of Directors was obtained for Related Party Transactions. Therefore, disclosure of Related Party Transactions in Form AOC-2 as per the provisions of Sections 134(3)(h) and 188 of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is not applicable. Attention of Shareholders is also drawn to the disclosure of transactions with related parties set out in Note No. 46 of Financial Statements, forming part of the Annual Report for F.Y. 2018-19, none of the Directors have any pecuniary relationships or transactions vis-à-vis the Company.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information in respect of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo matters, as required under Section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014 forming part of the Directors' Report is given in the "ANNEXURE 'C'" to this Directors' Report.

**CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY:**

The Corporate Social Responsibility (CSR) Committee has formulated the CSR Policy of the Company and the Board of Directors has approved the same, pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The contents / details of the CSR Policy and the CSR initiatives taken by the Company during the Financial Year (F.Y.) 2018-19 forming part of the Directors' Report are given in the 'Annual Report on CSR Activities' which is annexed as "ANNEXURE 'D'" to this Directors' Report.

During the Financial Year 2018-19, the Company has spent ₹ 27,84,854/- (92%) of the prescribed expenditure of ₹ 30,14,887/- for CSR. During this year, the Company has partnered with implementing agencies of repute and has committed to incur expenditure for CSR initiatives in the coming years through structured programs and projects.

Your Company intends to ensure that the CSR projects selected above are implemented in a strategic and systematic manner and the commitments made towards the projects are achieved during the next year (FY 2019-20). This year your Company has focused on establishing systems and processes to enable effective implementation of CSR - and could not therefore, meet the full prescribed budget. Your Company is committed towards enhancing the scalability of CSR activities through novel initiatives in the years to come. Your Company looks forward to increasing the quantum of its CSR expenditure, as per the Companies Act 2013, towards implementing impact-driven projects in the future.

In the years to come, your Company will enhance its CSR interventions and increase quantum of its CSR expenditure into impact-driven projects and ensure full utilization of CSR budgets.

**RISK MANAGEMENT POLICY:**

The Company has developed and implemented a risk management policy and in the opinion of the Board of Directors, no risks have been identified which may threaten the existence of the Company.

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

The Board determines the fair and reasonable extent of principal risks that your Company is willing to take to achieve its strategic objectives. It carries out a review of the effectiveness of your Company's risk management process covering all material risks. The support of the Audit Committee has an important role to play in this review.

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

**POLICY ON REMUNERATION:**

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

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

The total compensation for a given position is influenced by three factors: Position, Performance and Potential.

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

The criteria for determining qualification, positive attributes and independence of Directors is given in "**ANNEXURE 'F'**" to this Directors' Report.



**SIGNIFICANT REGULATORY OR COURT ORDERS:**

During the Financial Year (F.Y.) 2018-19, there are no significant and material orders passed by the regulators or Courts or Tribunals which can adversely impact the going concern status of the Company and its operations in future.

**INTERNAL FINANCIAL CONTROLS WITH RESPECT TO FINANCIAL STATEMENTS:**

Your Company remains committed to improve effectiveness of internal financial controls and processes which would help in efficient conduct of its business operations, ensure security to its assets and timely preparation of reliable financial information.

The internal financial controls with reference to the Financial Statements are adequate in the opinion of the Board of Directors.

The Company has a proper system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly.

The Company's Corporate Audit & Assurance Department (ISO 9001: 2008 certified), issues well documented operating procedures and authorities, with adequate built-in controls at the beginning of any activity and during the continuation of the process, if there is a major change.

The internal control is supplemented by an extensive programme of internal, external audits and periodic review by the Management. This system is designed to adequately ensure that financial and other records are reliable for preparing financial information and other data and for maintaining accountability of assets.

The Audit Committee of the Board of Directors also has an important role to play in evaluating and strengthening internal controls.

**STATUTORY AUDITORS:**

The Members of the Company at their 9th (Ninth) Annual General Meeting held on August 3, 2017, have appointed M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022) as the Statutory Auditors of the Company to hold office from the conclusion of the 9th (Ninth) AGM until the conclusion of the 14th (Fourteenth) AGM, subject to ratification by the Members at each AGM, pursuant to the provisions of Sections 139 and 141 of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014.

Pursuant to the Companies Amendment Act, 2017 read with the Companies (Audit and Auditors) 2<sup>nd</sup> Amendment Rules, 2018 and Notification S.O. 1833(E) dated May 7, 2018, the ratification of appointment of Statutory Auditor at each Annual General Meeting of the Company is not required.

In view of the aforementioned amendment, the Members of the Company at their 10th (Tenth) Annual General Meeting held on August 3, 2018 has ratified the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number: 101248W/W-100022) ("BSR & Co.," ) as the Statutory Auditors of the Company for the remaining tenure of 4 (four) Financial Years (F.Y.s) i.e., 2018-19, 2019-20, 2020-21 and 2021-22.

**ADDITIONAL INFORMATION:**

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

**HUMAN RESOURCES:**

Your Company continues to have amicable employee relations at all locations.

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the banks, government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

**PARTICULARS OF EMPLOYEES:**

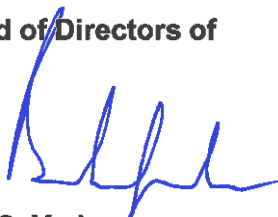
The details of the employees covered under the provisions of Rule 5(2) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report are contained in "**ANNEXURE 'G'**" to this Directors' Report.

For and on behalf of the Board of Directors of  
Godrej Tyson Foods Limited



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**N. B. Godrej**  
Chairman  
(DIN: 00066195)



**B. S. Yadav**  
Managing Director  
(DIN: 00294803)

Mumbai, April 23, 2019

**ANNEXURE 'A' TO THE DIRECTORS' REPORT****EXTRACT OF ANNUAL RETURN IN FORM NO. MGT-9  
OF  
GODREJ TYSON FOODS LIMITED**

As at the Financial Year ended on March 31, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and  
Rule 12(1) of the Companies (Management and Administration) Rules, 2014]**I. REGISTRATION AND OTHER DETAILS:**

- i. Corporate Identity Number (CIN): U15122MH2008PLC177741
- ii. Registration Date: 11/01/2008
- iii. Name of the Company: GODREJ TYSON FOODS LIMITED
- iv. Category / Sub-Category of the Company:  
Company limited by Shares – Indian Non-government Company
- v. Address of the Registered Office and Contact details:  
"Godrej One", 3<sup>rd</sup> Floor,  
Pirojshanagar, Eastern Express Highway,  
Vikhroli (East), Mumbai – 400 079,  
Maharashtra, India  
Tel.: +91-22-2518 8010 / 8020 / 8030
- vi. Whether listed company: No
- vii. Name, Address and Contact details of Registrar and Transfer Agent, if any:  
NSDL Database Management Limited.  
4<sup>th</sup> Floor, "A" wing, Trade World,  
Kamala Mills Compound, Senapati Bapat Marg,  
Lower Parel, Mumbai – 400 013, Maharashtra, India.  
Tel. No.: 91-22-4914 2700 / 2594

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the Company:-

Sr. No.	Name and Description of Main Products / Services	NIC Code of the Product / Service (as per NIC 2008)	% to Total Turnover of the Company
1.	Meat & Meat Products (Raw Fresh & Frozen)	101:1010:10104	37%
2.	Meat & Meat Products (Value Added Non-Vegetarian)	107:1075:10750	14%
3	Live Poultry	014:0146:01461	44%





**Godrej Tyson Foods Limited**

**Annexure to Directors' Report: 2018-19**

(i) Indian	-	-	-	-	-	-	-	-	-
(ii) Overseas	-	-	-	-	-	-	-	-	-
<b>(b) Individuals</b>									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	-	-	-	-	-	-	-	-	-
(i) Individual shareholders holding nominal share capital in excess of Rs.1 lakh									
-									
<b>(c) Others (specify)</b>	-	-	-	-	-	-	-	-	-
<b>Sub-total (B) (2)</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B) = (B) (1) + (B) (2)</b>	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>GRAND TOTAL (A + B + C)</b>	-	1,98,900	1,98,900	100.00	2,188	1,96,712	1,98,900	100.00	-

(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change in Shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares pledged / encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged / encumbered to Total Shares	
1.	Tyson India Holdings Limited	97,461	49.00	Nil	97,461	49.00	Nil	Nil
2.	Godrej Agrovet Limited (along with shares jointly held with nominees)	99,251	49.90	Nil	1,01,439	51.00	Nil	1.10

(iii) Change in Promoters' Shareholding:

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	At the beginning of the year	1,96,712	98.90	-	-
	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)				
	Transfer of 2,188 Equity Shares from Anamudi Real Estate LLP to Godrej Agrovet Limited on March 26, 2019	2,188	1.10	1,98,900	100.00
	At the End of the Year	1,98,900	100.00	1,98,900	100.00

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	At the beginning of the year	-	-	-	-
2	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	-	-
3	At the End of the Year	-	-	-	-

(v) **Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the end of the year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	At the beginning of the year	-	-	-	-
	Date-wise Increase / decrease in Promoters' Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc.)	-	-	-	-
	At the End of the Year	-	-	-	-



**V. INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding / accrued but not due for payment:

(₹. in Lakhs)	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	0.00	0.00	0.00	0.00
(ii) Interest due but not paid	0.00	0.00	0.00	0.00
(iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>TOTAL (i + ii + iii)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Changes in Indebtedness during the financial year</b>				
(i) Principal Amount	628.51	3500.00	0.00	4128.51
(ii) Interest due but not paid	0.00	16.63	0.00	16.63
(iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Net Change</b>	<b>628.51</b>	<b>3516.63</b>	<b>0.00</b>	<b>4145.14</b>
<b>Indebtedness at the end of the financial year</b>				
(i) Principal Amount	628.51	3500.00	0.00	4128.51
(ii) Interest due but not paid	0.00	16.63	0.00	16.63
(iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>TOTAL (i + ii + iii)</b>	<b>628.51</b>	<b>3516.63</b>	<b>0.00</b>	<b>4145.14</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):****A. Remuneration to Managing Director:**

(₹. in Lakhs)

Sr. No.	Particulars of Remuneration	Mr. B. S. Yadav Managing Director	Total Amount
1	Gross Salary	-	-
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	-	-
2	Stock Option	-	-
	Sweat Equity	-	-
	Commission	-	-
	As a % of profit	-	-
	Others (specify)	-	-
	<b>Total (A)</b>	-	-
	Ceiling as per the Companies Act	Not Applicable	

**B. Remuneration to other Directors:**

Sr. No.	Particulars of Remuneration	Names of Directors		Total Amount
		Mr. Sanjay V. Gogate	Ms. Els Reynaers	
1.	<b><u>Independent Directors:</u></b>			
	Fee for attending Board & Committee Meetings	Rs.3,77,600/-	Rs,2,71,400/-	Rs.6,49,000/-
	Commission	-	-	-
	Others (please specify)	-	-	-
	<b>TOTAL (1)</b>	<b>Rs.3,77,600/-</b>	<b>Rs,2,71,400/-</b>	<b>Rs.6,49,000/-</b>

	<b>Other Non-executive Directors:</b>	<b>Mr. S. Varadaraj</b>	<b>Mr. Malik Sadiq</b>	<b>Mr. Noel White</b>	
2.	Fee for attending Board & Committee Meetings	-	-	-	-
	Commission	-	-	-	-
	Others (please specify)	-	-	-	-
	TOTAL (2)	-	-	-	-
	<b>TOTAL (B) = (1) + (2)</b>	-	-	-	-
	<b>Overall Ceiling as per the Act</b>	The sitting fees paid to Independent Directors & other Non-Executive Directors was within the limits prescribed under the Companies Act and the Rules thereunder.			

**C. Remuneration to Key Managerial Personnel (KMP) other than Managing Director / Manager / Whole-Time Director:**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount (Rs.)
		CEO	Company Secretary	CFO	
		<b>Mr. Prashant Vatkar</b>	<b>Mr. Upendra R. Pathak</b>	<b>Mr. Suhas Advant</b>	
	Gross Salary	Rs.1,60,27,226/-	-	Rs.49,72,824/-	Rs.2,10,0,050/-
1	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-	-	-
	(b) Value of perquisites under Section 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
	Sweat Equity	-	-	-	-
	Commission	-	-	-	-

**Godrej Tyson Foods Limited****Annexure to Directors' Report: 2018-19**


As a % of profit	-	-	-	-
Others (specify)	-	-	-	-
<b>Total</b>	<b>Rs.1,60,27.226/-</b>	<b>-</b>	<b>Rs.49,72,824/-</b>	<b>Rs.2,10,0,050/-</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding Fee imposed	Authority [RD / NCLT / Court]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board of Directors of

**Godrej Tyson Foods Limited**

  
 N. B. Godrej  
 Chairman  
 (DIN: 00066195)

  
 B. S. Yadav  
 Managing Director  
 (DIN: 00294803)

Mumbai, April 23, 2019

**Form No. MR-3**

**DRAFT SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019**

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

To,  
The Members,  
**Godrej Tyson Foods Limited,**  
Godrej One, 3<sup>rd</sup> Floor,  
Pirojshanagar Eastern Express Highway,  
Vikhroli (East), Mumbai- 400079

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Godrej Tyson Foods Limited** (hereinafter called '**the Company**') for the audit period from April 1, 2018 to March 31, 2019 ("**the Audit Period**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion 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 also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Audit Period, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting's made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Audit Period according to the provisions of:

1. The Companies Act, 2013 (the 'Act') and the Rules framed thereunder;
2. The Securities Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 ( to the extent applicable);
3. Other laws as specifically applicable to the Company (as informed to us by the Company):
  - a) Food Safety and Standards Act, 2006;
  - b) Food Safety and Standards (Packaging & Labelling) Regulations, 2011;
  - c) Food Safety and Standards (Prohibition and Restriction on Sale), Regulation, 2011;
  - d) Food Safety and Standards (Contaminants, Toxins and Residues) Regulation, 2011;
  - e) Food Safety and Standards (Laboratory and Sample Analysis) Regulations, 2012;
  - f) Food Safety and Standards (Licensing and Registration of Food Business) Regulations, 2011; and
  - g) Food Safety and Standards (Food Products Standards and Food Additives) Regulation 2011.





4. Secretarial Standards on Board Meeting (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

During the audit period the Company has complied with the provisions of the Act, Rules and Regulations mentioned above.

Note: Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the Audit Period.

(a) The Securities Contracts (Regulation) Act, 1956 and the Rules framed thereunder was not applicable to the Company as the Company has neither bought nor sold shares and securities of the company are not listed on any recognised stock exchange(s);

(b) Foreign Exchange Management Act, 1999 and the Rules and Regulations framed thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment ('ODI') and External Commercial Borrowings ('ECB') were not applicable to the Company as there was no FDI, ODI or ECB during the Audit Period;

(d) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the Audit Period:-

- i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as securities of the Company are not listed on any recognized stock exchange(s) in India;
- ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and/ or The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as securities of the Company were not offered to public;
- iii. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as securities of the Company are not listed on any recognized stock exchange(s) in India;
- iv. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as the Company has not made issue or listing of debt securities on any recognised stock exchange(s) in India
- v. 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 as the Company has not appointed and was not required to appoint share transfer agent;
- vi. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as securities of the Company are not listed on any recognized stock exchange(s) in India;
- vii. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as there was no buy back of securities and as securities of the Company are not listed on any recognized stock exchange(s) in India; and
- viii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



**We further report that-**

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

Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent in advance (as per articles of association of the Company and in case of shorter notice, consent of all the Directors were obtained) 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 and there was no instance of any of the Directors expressing dissent on any of the items placed before it.

**We further report that** there are 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 there was no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.



**Kavita Shah**  
**ACS:50804 COP:20796**  
**Associate Partner**  
**For BNP & Associates**  
**Company Secretaries**  
**Firm Reg No: P2014MH037400**

**Place: Mumbai**  
**Date: April 23, 2019**

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



**Annexure A**

To,  
The Members,  
**Godrej Tyson Foods Limited,**  
Godrej One, 3<sup>rd</sup> Floor,  
Pirojshanagar Eastern Express Highway,  
Vikhroli (East),  
Mumbai- 400079

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

1. The compliance of provisions of all laws, rules, regulations, standards applicable to **Godrej Tyson Foods Limited ('the Company')** is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to us by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to us. We believe that the processes and practices we followed, provides a reasonable basis for our opinion for the purpose of issue of the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
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: Mumbai  
Date: April 23, 2019



**Kavita Shah**  
**ACS:50804 COP:20796**  
**For BNP & Associates**  
**Company Secretaries**  
**Firm Reg No: P2014MH037400**



**ANNEXURE 'C' TO THE DIRECTORS' REPORT**

**PARTICULARS IN RESPECT OF CONSERVATION OF ENERGY, TECHNOLOGY**

**ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO**

**OF**

**GODREJ TYSON FOODS LIMITED**

As at the Financial Year ended on March 31, 2019

[Pursuant to Section 134(3)(m) of the Companies Act, 2013  
and Rule 8 of the Companies (Accounts) Rules, 2014]

**A. Conservation of Energy, Alternate Sources of Energy & Capital Investment thereon:**

The Company continues to encourage use of various measures for conservation of energy.

Some of the measures adopted by your Company for conservation of energy are as follows:

1. Renewable energy - Solar power sourcing started for our Bangalore plant with 3.3 lac unit sources in the month of March-19 (This will continue for entire year depends upon solar power availability).
2. Boiler efficiency improvement done by using preheated water and process optimization.
3. Mechanical & chemical descaling done for majority condenser for improvising efficiency and reduction of power consumption.
4. Power quality assessment & Thermography conducted to reduce harmonic distortion and placing active & passive filters plus APFC panel.

**B. Technology Absorption, Adaptation and Innovation:**

Your Company continues with its endeavors for technological upgradation in order to obtain improved quality at a low cost.

Some of the measures adopted by your Company for technology absorption / adaption are as follows:

1. Stringent process & controls in place to reduce micro-biological count in plants to have best quality and food safety
2. Conducted drone application to measure thickness and condition monitor of chimney and ensure its safe usage

3. Installed new DOT in Bangalore plant with advanced technology of adsorption to improve effectiveness

There was no technology imported during the Financial Year 2018-19.

The Company's expenditure on R&D is given below:-

		Current Year (2018-19) (₹. in Lakhs)	Previous Year (2017-18) (₹. in Lakhs)
(a)	Capital	NIL	NIL
(b)	Recurring	NIL	NIL
(c)	<b>Total</b>	NIL	NIL
(d)	Total R&D expenditure as a percentage of total turnover	NA	NA

### C. Foreign Exchange Earnings and Outgo:

The details of Foreign Exchange earnings and outgo of the Company during the Year under review are as follows:-

		Current Year (2018-19) (₹. in Lakhs)	Previous Year (2017-18) (₹. in Lakhs)
A.	Foreign Exchange Earned	0.00	0.00
B.	Foreign Exchange Used	2.03	1.66

For and on behalf of the Board of Directors of  
Godrej Tyson Foods Limited

  
N. B. Godrej  
Chairman  
(DIN: 00066195)

  
B. S. Yadav  
Managing Director  
(DIN: 00294803)

Mumbai, April 23, 2019

ANNEXURE 'D' TO THE DIRECTORS' REPORT  
ANNUAL REPORT ON  
CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES  
OF



**GODREJ TYSON FOODS LIMITED**

As at the Financial Year ended on March 31, 2019

[Pursuant to Section 135 of the Companies Act, 2013 and  
the Companies (Corporate Social Responsibility Policy) Rules, 2014]

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6. In case the company has failed to spend the two per cent, of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.....	5
7. Responsibility statement of the CSR committee .....	5

#### 4. Prescribed CSR expenditure (two percent of the amount as in item 3 above)

- The prescribed CSR expenditure: ₹ **30,14,887** (2 % of average net profit for last three preceding financial years)

#### 5. Details of CSR Spend during the financial year

- Total amount to be spent during the financial year: ₹ **27, 84, 854**
- Amount unspent, if any: ₹ **2,30, 033**
- Manner in which the amount spent during the financial year is detailed below (all numbers are in INR):

**6. In case the company has failed to spend the two per cent, of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report**


During the financial year 2018-19, the company has spent ₹ **27, 84, 854 (92%)** of the prescribed expenditure for CSR. During this year, the Company has partnered with implementing agencies of repute and has committed to incur expenditure for CSR initiatives in the coming years through structured programs and projects.

GTFL intends to ensure that the CSR projects selected above are implemented in a strategic and systematic manner and the commitments made towards the projects are achieved during the next year (FY 2019-20). This year GTFL has focused on establishing systems and processes to enable effective implementation of CSR - and could not therefore, meet the full prescribed budget. GTFL is committed towards enhancing the scalability of CSR activities through novel initiatives in the years to come. GTFL looks forward to increasing the quantum of its CSR expenditure, as per the Companies Act 2013, towards implementing impact-driven projects in the future.

**7. Responsibility statement of the CSR committee**

Through this report, the company seeks to communicate its commitment towards CSR to the Ministry of Corporate Affairs. The implementation and monitoring of our CSR Policy is in compliance with the CSR objectives and policies as laid down in this report. The Board of the company and the CSR Committee is responsible for the integrity and the objectivity of all the information provided in the disclosure above. All the projects reported have been considered and undertaken with the best of our intentions to contribute to the greater good of the society. We have undertaken and implemented these projects with careful consideration and these projects are aligned with our vision as provided in our CSR Policy. In line with the requirements of the Companies Act, 2013, we have also instituted monitoring mechanisms to ensure the projects go on smoothly as planned.

For and on behalf of the Board of Directors of  
Godrej Tyson Foods Limited

  
N. B. Godrej  
Chairman  
(DIN: 00066195)

  
B. S. Yadav  
Managing Director  
(DIN: 00294803)

Mumbai, April 23, 2019

**ANNEXURE 'E' TO THE DIRECTORS' REPORT**

**POLICY RELATING TO THE REMUNERATION FOR DIRECTORS, KEY MANAGERIAL PERSONNEL (KMP) AND OTHER EMPLOYEES OF GODREJ TYSON FOODS LIMITED**

As at the Financial Year ended on March 31, 2019

The Total Rewards Framework of Godrej Tyson Foods Limited ("the Company") aims at holistically utilizing elements such as fixed and variable compensation, long-term incentives, benefits and perquisites and non-compensation elements (career development, work life balance and recognition).

**Highlights**

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

The total compensation for a given position is influenced by three factors: position, performance and potential. As a broad principle, for high performers and potential employees, the Company strives to deliver total compensation at the 90<sup>th</sup> percentile of the market.

**Total Cash Compensation**

The total cash compensation has three components:

1. 'Fixed Compensation' comprises basic salary and retirement benefits, like provident fund and gratuity.
2. 'Flexible Compensation' is a fixed pre-determined component of compensation, which can be allocated to different components, as per the grade eligibility defined at the start of each financial year.  
'Variable Compensation (Performance Linked Variable Remuneration)' rewards an
3. 'Variable Compensation (Performance Linked Variable Remuneration)' rewards an employee for delivering superior business results and individual performance. It is designed to provide a significant upside earning potential without cap for over achieving business results. It has a 'Collective' component, which is linked to the achievement of specified business results, measured by Earnings Before Interest and Tax (EBIT) or other related metrics, relative to the target set for a given financial year and an 'Individual' component, based on the employee's performance, as measured by the performance management process.

For and on behalf of the Board of Directors of  
Godrej Tyson Foods Limited

  
N. B. Godrej  
Chairman  
(DIN: 00066195)

  
B. S. Yadav  
Managing Director  
(DIN: 00294803)

Mumbai, April 23, 2019

**ANNEXURE 'F' TO THE DIRECTORS' REPORT**  
**CRITERIA FOR DETERMINING QUALIFICATION, POSITIVE ATTRIBUTES AND**  
**INDEPENDENCE OF DIRECTORS OF GODREJ TYSON FOODS LIMITED**

As at the Financial Year ended on March 31, 2019

**1. Qualifications of Independent Director:**

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

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

An Independent Director shall be a person who shall:

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

**3. Independence of Independent Directors:**

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

**For and on behalf of the Board of Directors of  
Godrej Tyson Foods Limited**

  
N. B. Godrej  
Chairman  
(DIN: 00066195)

B. S. Yadav  
Managing Director  
(DIN: 00294803)

Mumbai, April 23, 2019



# B S R & Co. LLP

Chartered Accountants

5th Floor, Lodha Excelus,  
Apollo Mills Compound  
N. M. Joshi Marg, Mahalaxmi  
Mumbai - 400 011  
India

Telephone +91 (22) 4345 5300  
Fax +91 (22) 4345 5399

## Independent Auditor's Report

### To the Members of Godrej Tyson Foods Limited

#### Report on the Audit of the Financial Statements

##### Opinion

We have audited the financial statements of Godrej Tyson Foods Limited ("the Company"), which comprise the balance sheet as at 31 March 2019, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

##### Basis for Opinion

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

##### Other Information

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

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

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



## **Independent Auditor's Report (Continued)**

### **Godrej Tyson Foods Limited**

#### **Management's Responsibility for the Financial Statements**

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

In preparing the financial statements, 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

*CPD*

## **Independent Auditor's Report (Continued)**

### **Godrej Tyson Foods Limited**

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
  - (A) As required by Section 143(3) of the Act, we report that:
    - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
    - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
    - c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
    - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
    - e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.
    - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

*CPD*

## **Independent Auditor's Report (*Continued*)**

### **Godrej Tyson Foods Limited**

#### **Report on Other Legal and Regulatory Requirements (*Continued*)**

- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at 31 March 2019 on its financial position in its financial statements - Refer Note 39 to the 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company; and
  - iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2019 - Refer Note 49 to the financial statements.
- (C) With respect to the matter to be included in the Auditors' Report under section 197(16):
- In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

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

*Chartered Accountants*

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



**Burjis Pardiwala**

*Partner*

Membership No: 103595

Mumbai  
23 April 2019

## Godrej Tyson Foods Limited

### Annexure A to the Independent Auditors' Report – 31 March 2019

With reference to the Annexure A referred to in the Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2019, we report the following:

- (i)
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
  - (b) The Company has a regular programme of physical verification of its property, plant and equipment by which all property, plant and equipment are verified by the management according to a programme designed to cover all the items once a year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with the policy, the Company has physically verified all its property, plant and equipment during the year. In our opinion and 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 and on the basis of our examination of the records of the Company, the title deeds of immovable properties which are freehold land as disclosed in Note 2 to the financial statements, are held in the name of the Company as at balance sheet date.
- (ii) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable. In our opinion and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (iii) The Company has granted unsecured loan to one company covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act'). The Company has not granted any loans, secured or unsecured, to firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act.
  - (a) According to the information and explanation given to us, in our opinion, the rate of interest and other terms and conditions on which the unsecured loan has been granted to the company listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.
  - (b) According to the information and explanation given to us, the unsecured loan granted to company and interest thereon is repaid during the year. The borrower was regular in payment of principal and interest as demanded by the Company.
  - (c) There are no overdue amounts of more than 90 days in respect of the loan granted by the Company.
- (iv) In our opinion and according to the information and explanation given to us and based on the audit procedures performed by us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to loan granted. The Company has not provided any guarantees, security or made any investments during the year to the parties covered under section 185 and 186 of the Act. Accordingly, the provisions of para 3(iv) of the Order in respect of providing guarantees, security or investments made are not applicable to Company.



## Godrej Tyson Foods Limited

### Annexure A to the Independent Auditors' Report – 31 March 2019 (Continued)

- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.
- (vi) In our opinion, and according to the information and explanations given to us, the maintenance of cost records under section 148 (1) of the Act is not applicable to the Company under Companies (Cost Record and Audit) Rules, 2014.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues of Provident fund, Employees' state insurance, Profession tax, Duty of custom, Duty of excise, Cess and other material statutory dues have been regularly deposited with the appropriate authorities. According to the information and explanations given to us and on the basis of our examination of records of the Company, amounts deducted/ accrued in the books of account in respect of Income-tax and Goods and services tax have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employees' state insurance, Profession tax, Income-tax, Goods and services tax, Duty of custom, Duty of excise, Cess and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.

Also, refer note 39(iii) to the financial statements.

- (vii) (b) According to the information and explanations given to us, there are no dues of Income-tax, Goods and services tax, Duty of customs and Duty of excise as at 31 March 2019, which have not been deposited with the appropriate authorities on account of any dispute. According to the information and explanation given to us, the following dues of Sales-tax and Value added tax have not been deposited by the Company on account of disputes:

(INR in lakhs)

Name of Act	Nature of dues	Amount demanded	Amount deposited under disputes	Period to which amount relates	Forum where dispute is pending
Sales Tax and Value Added Tax	Tax	53.85	7.60	2010-11 and 2012-13	Joint Commissioner
		9.41	2.05	2011-12 to 2013-14	Joint Commissioner
		27.07	10.83		Commercial Tax Officer Additional Commissioner

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans and borrowing to the banks. The Company did not have any outstanding loans and borrowings to government, financial institution and dues to debenture holders during the year.

*CPD*

## Godrej Tyson Foods Limited

### Annexure A to the Independent Auditors' Report – 31 March 2019 (Continued)

- (ix) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. In our opinion and according to the information and explanations given to us, the term loans taken by the Company have been applied for the purpose for which they are raised.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, the Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required by Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.
- (xvi) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For B S R & Co. LLP

Chartered Accountants

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



**Burjis Pardiwala**

Partner

Membership No: 103595

Mumbai  
23 April 2019

# Godrej Tyson Foods Limited

## Annexure B to the Independent Auditors' Report – 31 March 2019

**Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

**(Referred to in paragraph A(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)**

### **Opinion**

We have audited the internal financial controls with reference to financial statements of Godrej Tyson Foods Limited (“the Company”) as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2019, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

### **Management’s Responsibility for Internal Financial Controls**

The Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as “the Act”).

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable, to an audit of internal financial controls both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements 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 control with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls, 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

*CD.*



## Godrej Tyson Foods Limited

### **Annexure B to the Independent Auditors' Report – 31 March 2019 (Continued)**

#### **Auditor's Responsibility (Continued)**

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

#### **Meaning of Internal Financial Controls with reference to Financial Statements**

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls with reference to Financial Statements**

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

For **B S R & Co. LLP**  
*Chartered Accountants*  
Firm's Registration No: 101248W/W-100022



**Burjis Pardiwala**  
*Partner*  
Membership No: 103595

Mumbai  
23 April 2019

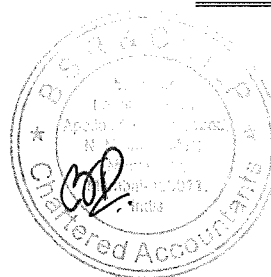
# Godrej Tyson Foods Limited

## Balance sheet

as at 31 March 2019

(Currency: Indian rupees in lakhs)

	Note	31 March 2019	31 March 2018
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	2	14,869.07	9,229.24
Capital work-in-progress		21.24	1,057.62
Intangible assets	3	366.79	104.71
Biological assets other than bearer plants	4	1,018.65	-
<b>Financial assets</b>			
(i) Trade receivables	5	-	-
(ii) Long-term loans and advances	6	345.37	306.27
(iii) Others	7	1.94	86.98
Non-current tax assets (net)		198.89	-
Other non-current assets	8	68.64	714.82
<b>Total non-current assets</b>		<u>16,890.59</u>	<u>11,499.64</u>
<b>Current assets</b>			
Biological assets other than bearer plants	4	5,298.06	5,802.08
Inventories	9	2,334.85	1,758.65
<b>Financial assets</b>			
(i) Trade receivables	10	2,354.96	2,083.41
(ii) Cash and cash equivalents	11	392.25	878.00
(iii) Bank balance other than (ii) above	12	5.86	106.41
(iv) Loans	13	17.42	15.48
(v) Others	14	18.27	30.92
Other current assets	15	946.68	355.95
<b>Total current assets</b>		<u>11,368.35</u>	<u>11,030.90</u>
<b>Total assets</b>		<u>28,258.94</u>	<u>22,530.54</u>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	16	19.89	19.89
Other equity	17	18,628.71	18,225.78
<b>Total equity</b>		<u>18,648.60</u>	<u>18,245.67</u>
<b>Liabilities</b>			
<b>Non current liabilities</b>			
<b>(a) Financial liabilities</b>			
(i) Long term borrowings	18A	2,300.00	-
Long-term provisions	19	-	30.99
Deferred tax liabilities (net)	20	734.74	547.12
Other non current liabilities	21	235.08	-
Non-current tax liabilities (net)		-	28.80
<b>Total non-current liabilities</b>		<u>3,269.82</u>	<u>606.91</u>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
(i) Short-term borrowings	18B	1,428.51	-
(ii) Trade payables	22		
Total Outstanding dues of micro enterprises and small enterprises;and		64.88	31.61
Total Outstanding dues of creditors other than micro enterprises and small enterprises		1,742.57	1,216.75
(iii) Other financial liabilities	23	2,746.11	1,946.01
Other current liabilities	24	303.85	298.39
Short-term provisions	25	54.60	185.20
<b>Total current liabilities</b>		<u>6,340.52</u>	<u>3,677.96</u>
<b>Total liabilities</b>		<u>9,610.34</u>	<u>4,284.87</u>
<b>Total equity and liabilities</b>		<u>28,258.94</u>	<u>22,530.54</u>



# Godrej Tyson Foods Limited

## Balance sheet (Continued) as at 31 March 2019

(Currency: Indian rupees in lakhs)

The accompanying notes 1 to 50 form an integral part of these financial statements.  
As per our report of even date attached.

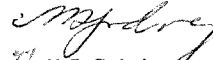
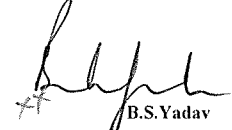
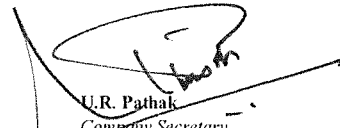
For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022



Burjis Pardiwala  
Partner  
Membership No: 103595

Mumbai  
23 April 2019

For and on behalf of the Board of Directors of  
Godrej Tyson Foods Limited  
CIN: U15122MH2008PLC177741

  
N. B. Godrej  
Chairman  
DIN: 00066195  
B.S. Yadav  
Managing Director  
DIN: 00294803  
U.R. Pathak  
Company Secretary  
Membership No F7266  
Suhas Advant  
Chief Financial Officer  
Membership No.: 048962

Mumbai  
23 April 2019



# Godrej Tyson Foods Limited

## Statement of profit and loss

for the year ended 31 March 2019

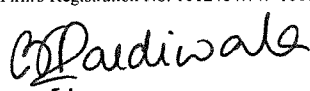
(Currency: Indian rupees in lakhs)

	Note	31 March 2019	31 March 2018
<b>Revenue</b>			
Revenue from operations	26	48,674.36	43,197.77
Other income	27	232.51	223.22
<b>Total revenue</b>		<b>48,906.87</b>	<b>43,420.99</b>
<b>Costs and Expenses</b>			
Cost of materials consumed	28	31,359.87	25,384.05
Purchases of stock-in-trade	29	1,403.01	1,439.32
Changes in inventories of finished goods work-in-progress and stock-in-trade	30	(760.85)	(54.93)
Excise duty on sales		-	26.42
Employee benefits expense	31	3,107.83	3,276.14
Finance costs	32	29.48	1.88
Depreciation and amortisation expenses	33	1,207.60	1,506.40
Other expenses	34	11,380.86	11,199.38
<b>Total expenses</b>		<b>47,727.80</b>	<b>42,778.66</b>
<b>Profit before exceptional item and tax</b>		<b>1,179.07</b>	<b>642.33</b>
Less : Exceptional item - Property Plant and Equipment written off		511.09	-
<b>Profit before tax</b>		<b>667.98</b>	<b>642.33</b>
<b>Tax expense:</b>			
Current tax		153.67	302.05
Deferred tax charge/(credit)		118.46	(74.49)
<b>Total tax expense</b>		<b>272.13</b>	<b>227.56</b>
<b>Profit for the year after tax</b>		<b>395.85</b>	<b>414.77</b>
<b>Other comprehensive income</b>			
(a) Items that will not be reclassified to profit or loss			
Re-measurements of defined benefit liability		10.89	(27.31)
Income tax related to items that will not be reclassified to profit or loss		(3.81)	9.62
<b>Other comprehensive income</b>		<b>7.08</b>	<b>(17.69)</b>
<b>Total comprehensive income</b>		<b>402.93</b>	<b>397.08</b>
<b>Earnings per equity share</b>			
Basic / diluted (INR) Face Value of per share INR 10	35	199.02	208.53

The accompanying notes 1 to 50 form an integral part of these financial statements.

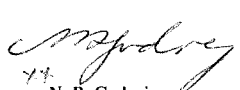
As per our report of even date attached.

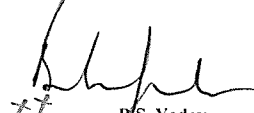
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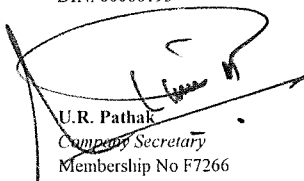
  
Burjis Pardiwala  
Partner  
Membership No: 103595

Mumbai  
23 April 2019

For and on behalf of the Board of Directors of  
Godrej Tyson Foods Limited  
CIN: U15122MH2008PLC177741

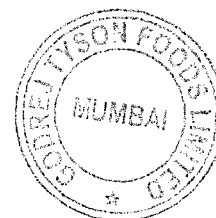
  
N. B. Godrej  
Chairman  
DIN: 00066195

  
B.S. Yadav  
Managing Director  
DIN: 00294803

  
U.R. Pathak  
Company Secretary  
Membership No F7266

  
Suhas Advant  
Chief Financial Officer  
Membership No.: 048962

Mumbai  
23 April 2019



# Godrej Tyson Foods Limited

## Statement of changes in equity

as at 31 March 2019

(Currency: Indian rupees in lakhs)

### (a) Equity share capital

	31 March 2019	31 March 2018
Balance at the beginning of the reporting year	19.89	19.89
Changes in equity share capital during the year	-	-
Balance at the end of the reporting year	19.89	19.89

### (b) Other equity

	Attributable to the owners of the Company			Total
	Retained Earnings	Securities Premium	Other Comprehensive Income	
Balance at 31 March 2018	4,804.80	13,454.16	(33.18)	18,225.78
Profit for the year	395.85	-	-	395.85
Other comprehensive income for the year	-	-	7.08	7.08
<b>Total comprehensive income for the year</b>	<b>395.85</b>	<b>-</b>	<b>7.08</b>	<b>402.93</b>
<b>Balance at 31 March 2019</b>	<b>5,200.65</b>	<b>13,454.16</b>	<b>(26.10)</b>	<b>18,628.71</b>
Balance at 1 April 2017	4,390.03	13,454.16	(15.49)	17,828.70
Profit for the year	414.77	-	-	414.77
Other comprehensive income for the year	-	-	(17.69)	(17.69)
<b>Total comprehensive income for the year</b>	<b>414.77</b>	<b>-</b>	<b>(17.69)</b>	<b>397.08</b>
Balance at 31 March 2018	4,804.80	13,454.16	(33.18)	18,225.78

The accompanying notes 1 to 50 form an integral part of these financial statements.  
As per our report of even date attached.

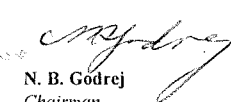
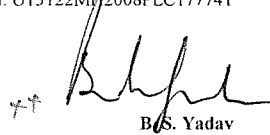
For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022



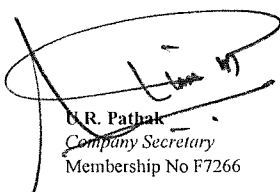
Burjis Pardiwala  
Partner  
Membership No: 103595

Mumbai  
23 April 2019

For and on behalf of the Board of Directors of  
Godrej Tyson Foods Limited  
CIN: U15122MH2008PLC177741

   
N. B. Godrej  
Chairman  
DIN: 00066195

B. S. Yadav  
Managing Director  
DIN: 00294803

  
U. R. Pathak  
Company Secretary  
Membership No F7266

  
Suhas Advant  
Chief Financial Officer  
Membership No.: 048962

Mumbai  
23 April 2019



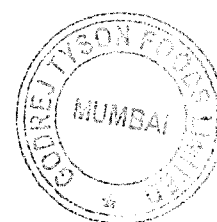
# Godrej Tyson Foods Limited

## Statement of cash flows

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

	31 March 2019	31 March 2018
<b>A. Cash flow from operating activities :</b>		
Net profit before taxes	667.98	642.33
<i>Adjustment for:</i>		
Depreciation and amortisation (includes depreciation capitalised)	1,220.63	1,508.30
Loss on sale/write off of property, plant and equipment	511.09	85.83
Interest expenses	29.48	1.88
Bad debts written off	32.47	159.46
Interest income	(29.10)	(68.31)
Change in fair value of biological assets	(14.32)	(294.50)
Unrealised foreign exchange gain (net)	(20.66)	(4.65)
Provision for doubtful debts and advances (written back) /provided	3.34	(92.88)
	<u>1,732.93</u>	<u>1,295.13</u>
<b>Operating profit before working capital changes</b>	<u>2,400.91</u>	<u>1,937.46</u>
<i>Adjustments for:</i>		
(Increase)/decrease in inventories	(576.20)	737.45
(Increase) in trade receivables	(307.36)	(190.13)
Decrease in other non-current assets	712.78	428.21
(Increase)/decrease in other current assets	(979.80)	(1,082.18)
Increase in trade payables	559.09	59.17
Increase/(decrease) in non current liabilities	204.09	(40.62)
Increase/(decrease) in other liabilities	685.85	(264.12)
	<u>298.45</u>	<u>(352.22)</u>
<b>Cash flow generated from operations</b>	<u>2,699.36</u>	<u>1,585.24</u>
Direct taxes paid (net of refund received)	(316.00)	(396.10)
<b>Net cash flow generated from operating activities</b>	<u>2,383.36</u>	<u>1,189.14</u>
<b>B. Cash flow used in investing activities :</b>		
Acquisition of property, plant and equipment	(6,604.84)	(2,304.23)
Interest received	29.10	61.08
Proceeds from sale of property, plant and equipment	7.60	20.60
<b>Net cash flow used in investing activities</b>	<u>(6,568.14)</u>	<u>(2,222.55)</u>
<b>C. Cash flow used in financing activities :</b>		
Proceeds from long term borrowings	2,400.00	-
Proceeds from short term borrowings	1,428.51	(40.02)
Repayment of long term borrowings	(100.00)	-
Interest paid	(29.48)	(1.88)
<b>Net cash flow generated / (used in) financing activities</b>	<u>3,699.03</u>	<u>(41.90)</u>
<b>Net decrease in cash and cash equivalents</b>	<u>(485.75)</u>	<u>(1,075.31)</u>
Cash and cash equivalents at the beginning of the year	878.00	1,953.31
<b>Cash and cash equivalents at the end of the year</b>	<u>392.25</u>	<u>878.00</u>



# Godrej Tyson Foods Limited

## Statement of cash flows (Continued)

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### Note:

- The Statement of cash flows has been prepared under the "Indirect Method" as set out in (Ind AS) 7 on "Statement of cash flows", and presents cash flows by operating, investing and financing activities.

### Note

Particulars	31 March 2018	Cash flow	Non-cash change	31 March 2019
Long term borrowings	-	2,700.00	-	2,700.0
Short term borrowings	-	1,428.00	-	1,428.0
<b>Total borrowings</b>	-	<b>4,128.00</b>	-	<b>4,128.00</b>

The accompanying notes 1 to 50 form an integral part of these financial statements.

As per our report of even date attached.

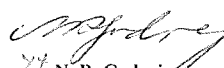
For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022



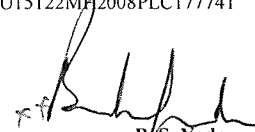
**Burjis Pardiwala**  
Partner  
Membership No: 103595

Mumbai  
23 April 2019

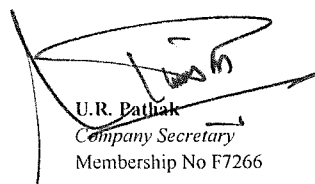
For and on behalf of the Board of Directors of  
Godrej Tyson Foods Limited  
CIN: U15122MH2008PLC177741



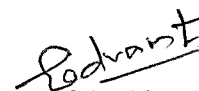
**N. B. Godrej**  
Chairman  
DIN: 00066195



**B/S. Yadav**  
Managing Director  
DIN: 00294803



**U.R. Pathak**  
Company Secretary  
Membership No F7266



**Suhas Advant**  
Chief Financial Officer  
Membership No.: 048962

Mumbai  
23 April 2019



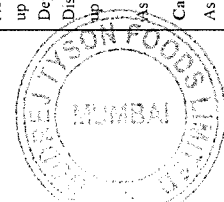
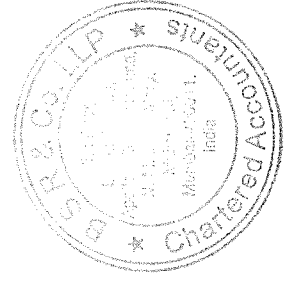
## Godrej Tyson Foods Limited

### Notes to the financial statement (Continued) as at 31 March 2019

(Currency: Indian rupees in lakhs)

#### 2 Property, plant and equipment

Description of assets	Freehold land	Leasehold land	Leasehold improvement	Buildings	Plant and machinery	Furniture and fixtures	Vehicles	Office and other equipment	Computer	Total
<b>As at 31 March 2019</b>										
As at 1 April 2018	544.65	1,199.74	14.53	1,653.89	7,975.53	50.96	144.84	115.86	107.35	11,807.35
Additions	347.17	-	-	2,564.88	4,000.11	43.88	0.06	78.36	235.39	7,269.85
Disposals	-	-	-	(141.41)	(795.78)	-	(10.07)	(1.38)	(14.39)	(963.03)
<b>As at 31 March 2019</b>	<b>891.82</b>	<b>1,199.74</b>	<b>14.53</b>	<b>4,077.36</b>	<b>11,179.86</b>	<b>94.84</b>	<b>134.83</b>	<b>192.84</b>	<b>328.35</b>	<b>18,114.17</b>
<b>Accumulated depreciation up to 1 April 2018</b>	-	4.38	2.87	215.06	2,226.12	19.94	29.60	52.47	27.67	2,578.11
Depreciation charge during the year	-	12.52	1.39	77.22	920.05	5.49	18.26	27.41	49.00	1,111.34
Disposals	-	-	-	(87.77)	(336.77)	-	(6.06)	(1.21)	(12.54)	(444.35)
<b>up to 31 March 2019</b>	<b>-</b>	<b>16.90</b>	<b>4.26</b>	<b>204.51</b>	<b>2,809.40</b>	<b>25.43</b>	<b>41.80</b>	<b>78.67</b>	<b>64.13</b>	<b>3,245.10</b>
<b>As at 31 March 2019</b>	<b>891.82</b>	<b>1,182.84</b>	<b>10.27</b>	<b>3,872.85</b>	<b>8,370.46</b>	<b>69.41</b>	<b>93.03</b>	<b>114.17</b>	<b>264.22</b>	<b>14,869.07</b>
<b>As at 31 March 2018</b>										
As at 1 April 2017	544.65	112.18	14.53	1,644.96	7,697.40	47.86	126.99	87.59	64.92	10,341.08
Additions	-	1,087.56	-	14.17	629.90	13.44	43.54	34.92	59.33	1,882.86
Disposals	-	-	-	(5.24)	(351.77)	(10.34)	(25.69)	(6.65)	(16.90)	(416.59)
<b>As at 31 March 2018</b>	<b>544.65</b>	<b>1,199.74</b>	<b>14.53</b>	<b>1,653.89</b>	<b>7,975.53</b>	<b>50.96</b>	<b>144.84</b>	<b>115.86</b>	<b>107.35</b>	<b>11,807.35</b>
<b>Accumulated depreciation up to 1 April 2017</b>	-	1.90	1.48	142.66	1,612.83	20.95	26.01	38.76	20.24	1,864.83
Depreciation charge during the year	-	2.48	1.39	73.10	876.76	7.52	18.98	19.24	23.97	1,023.44
Disposals	-	-	-	(0.70)	(263.47)	(8.53)	(15.39)	(5.53)	(16.54)	(310.16)
<b>up to 31 March 2018</b>	<b>-</b>	<b>4.38</b>	<b>2.87</b>	<b>215.06</b>	<b>2,226.12</b>	<b>19.94</b>	<b>29.60</b>	<b>52.47</b>	<b>27.67</b>	<b>2,578.11</b>
<b>As at 31 March 2018</b>	<b>544.65</b>	<b>1,195.36</b>	<b>11.66</b>	<b>1,438.83</b>	<b>5,749.41</b>	<b>31.02</b>	<b>113.24</b>	<b>63.39</b>	<b>79.68</b>	<b>9,229.24</b>
<b>Capital work in progress</b>										
As at 1 April 2018	-	-	-	-	-	-	-	-	-	1,057.62
Additions	-	-	-	-	-	-	-	-	-	64.32
Capitalised during the year	-	-	-	-	-	-	-	-	-	(1,100.70)
<b>As at 31 March 2019</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>21.24</b>
<b>As at 1 April 2017</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>54.47</b>
Additions	-	-	-	-	-	-	-	-	-	1,045.95
Capitalised during the Year	-	-	-	-	-	-	-	-	-	(42.80)
<b>As at 31 March 2018</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,057.62</b>





# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) as at 31 March 2019

(Currency: Indian rupees in lakhs)

### 3 Intangible assets

Description of assets	Computer software	Marketing network	Trademarks and brands	Total
<b>As at 31 March 2019</b>				
As at 1 April 2018	105.18	702.37	807.04	1,614.59
Additions	371.37	-	-	371.37
Disposals	-	-	-	-
<b>As at 31 March 2019</b>	<b>476.55</b>	<b>702.37</b>	<b>807.04</b>	<b>1,985.96</b>
<b>Accumulated depreciation</b>				
up to 1 April 2018	79.93	665.40	764.55	1,509.88
Amortisation charge during the year	29.83	36.97	42.49	109.29
Disposals	-	-	-	-
<b>up to 31 March 2019</b>	<b>109.76</b>	<b>702.37</b>	<b>807.04</b>	<b>1,619.17</b>
<b>As at 31 March 2019</b>	<b>366.79</b>	<b>-</b>	<b>-</b>	<b>366.79</b>
<b>As at 31 March 2018</b>				
As at 1 April 2017	105.68	702.37	807.04	1,615.09
Additions	-	-	-	-
Disposals	(0.50)	-	-	(0.50)
<b>As at 31 March 2018</b>	<b>105.18</b>	<b>702.37</b>	<b>807.04</b>	<b>1,614.59</b>
<b>Accumulated depreciation</b>				
up to 1 April 2017	72.19	443.60	509.70	1,025.49
Amortisation charge during the year	8.21	221.80	254.85	484.86
Disposals	(0.47)	-	-	(0.47)
<b>up to 31 March 2018</b>	<b>79.93</b>	<b>665.40</b>	<b>764.55</b>	<b>1,509.88</b>
<b>As at 31 March 2018</b>	<b>25.25</b>	<b>36.97</b>	<b>42.49</b>	<b>104.71</b>

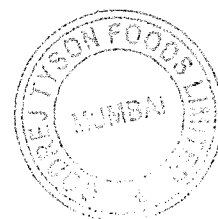


# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) as at 31 March 2019

(Currency: Indian rupees in lakhs)

	31 March 2019	31 March 2018
<b>4 Biological assets other than bearer plants</b>		
PS Bird	4,119.53	3,541.03
Hatching eggs	481.13	603.43
Contract farm - Broiler	1,716.05	1,657.62
<b>Total</b>	<b>6,316.71</b>	<b>5,802.08</b>
Non-current	1,018.65	-
Current	5,298.06	5,802.08
<b>5 Non current trade receivables</b>		
Trade receivables considered goods - Secured	-	-
Trade receivables considered goods - Unsecured	97.49	97.21
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
Less : Allowances for doubtful receivables	(97.49)	(97.21)
<b>Total</b>	<b>-</b>	<b>-</b>
<b>6 Long term loans and advances</b> (Unsecured, considered good)		
<i>To other than related parties</i>		
Security deposits	341.36	302.41
Loan to employees	4.01	3.86
<b>Total</b>	<b>345.37</b>	<b>306.27</b>
<b>7 Other non-current financial assets (refer note below*)</b>		
Interest accrued but not due on fixed deposits	0.14	6.18
Bank deposit with remaining maturity of more than 12 months	1.80	80.80
<b>Total</b>	<b>1.94</b>	<b>86.98</b>
*Fixed deposits of INR 1.80 lakhs (31 March 2018: INR 80.80 lakhs) are kept as earnest money deposit.		
<b>8 Other non-current assets</b>		
Capital advances	66.15	710.10
Advances other than capital advances		
i) Considered good	2.49	4.72
ii) Considered doubtful	26.05	22.99
Less : Allowance for doubtful advances	(26.05)	(22.99)
Total advances other than capital advance	2.49	4.72
<b>Total</b>	<b>68.64</b>	<b>714.82</b>



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) as at 31 March 2019

(Currency: Indian rupees in lakhs)

	31 March 2019	31 March 2018
<b>9 Inventories</b> <i>(Valued at lower of cost and net realisable value)</i>		
Raw materials	1,131.03	840.47
Work-in-progress	2.19	0.27
Finished goods	772.65	535.65
Stock-in-trade	85.67	78.37
Stores and spares	200.68	195.24
Packing material	142.63	108.65
<b>Total</b>	<b>2,334.85</b>	<b>1,758.65</b>
<b>10 Trade receivables</b>		
Trade receivables considered goods - Secured**	372.25	340.11
Trade Receivables considered goods - Unsecured	1,982.71	1,743.30
Trade Receivables which have significant increase in Credit Risk	-	-
Trade Receivables - credit impaired	-	-
<b>Total</b>	<b>2,354.96</b>	<b>2,083.41</b>
**Secured by security deposits of INR 226.86 lakhs (31 March 2018: 195.19 lakhs) collected from customers and bank guarantees of INR 198.44 lakhs (31 March 2018: 215.44 lakhs) held against them.		
<b>11 Cash and cash equivalents</b>		
Cash on hand	87.32	15.08
Balances with banks:		
- Current accounts	304.93	562.92
- Deposit account (maturity less than 3 months)	-	300.00
<b>Total</b>	<b>392.25</b>	<b>878.00</b>
<b>12 Bank balances other than cash and cash equivalents</b>		
Fixed deposits (maturity more than 3 months but less than 12 months)*	5.86	106.41
<b>Total</b>	<b>5.86</b>	<b>106.41</b>
*Fixed deposits of INR 5.86 lakhs (31 March 2018: INR 106.41 lakhs) are kept as earnest money deposit.		
<b>13 Current loans</b> <i>Unsecured, considered good</i>		
Loans and advances to employees	17.42	15.48
<b>Total</b>	<b>17.42</b>	<b>15.48</b>



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued)

as at 31 March 2019

(Currency: Indian rupees in lakhs)

	31 March 2019	31 March 2018
<b>14 Other current financial assets</b>		
Interest accrued but not due on fixed deposits	0.83	30.92
Deposits	17.44	-
<b>Total</b>	<b>18.27</b>	<b>30.92</b>
<b>15 Other current assets</b>		
Advances to suppliers	136.16	151.46
Other advances recoverable in cash or kind	71.87	31.95
Duties and taxes	738.65	172.54
<b>Total</b>	<b>946.68</b>	<b>355.95</b>
<b>16 Share capital</b>		
<b>Authorised :</b>		
300,000 (31 March 2018: 300,000) equity shares of INR 10/- each	30.00	30.00
<b>Total</b>	<b>30.00</b>	<b>30.00</b>
<b>Issued, subscribed and paid-up:</b>		
198,900 (31 March 2018: 198,900) equity shares of INR 10/- each, fully paid	19.89	19.89
<b>Total</b>	<b>19.89</b>	<b>19.89</b>

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

	31 March 2019		31 March 2018	
	Number	INR (in lakhs)	Number	INR (in lakhs)
<b>Equity shares :</b>				
Outstanding at the beginning of the year	198,900	19.89	198,900	19.89
Issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>198,900</b>	<b>19.89</b>	<b>198,900</b>	<b>19.89</b>

### Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of INR 10 per share. Each shareholder is eligible for one vote per share held. All equity shareholders are eligible to receive dividend in proportion to their shareholding. The dividend proposed by the Board of Directors are subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all the preferential amounts, in proportion to their shareholding.

### Shareholders holding more than 5% shares in the company is set out below:

Equity shares of INR 10 each, fully paid-up are held by:	31 March 2019		31 March 2018	
	Number of shares	Percentage	Number of shares	Percentage
Godrej Agrovet Limited	101,369	51.00%	97,461	49%
Tyson India Holdings Limited	97,531	49.00%	101,439	51%
	-	-	-	-
	<b>198,900</b>	<b>100%</b>	<b>198,900</b>	<b>100%</b>



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued)

as at 31 March 2019

(Currency: Indian rupees in lakhs)

	31 March 2019	31 March 2018
<b>17 Other equity</b>		
<b>Retained earnings</b>		
As at 1 April 2018	4,771.62	4,374.54
Add : Profit for the year	395.85	414.77
Add : Other comprehensive income	7.08	(17.69)
<b>Total retained earnings</b>	<u>5,174.55</u>	<u>4,771.62</u>
Securities premium	<u>13,454.16</u>	<u>13,454.16</u>
<b>Total other equity</b>	<u><u>18,628.71</u></u>	<u><u>18,225.78</u></u>

### Securities premium

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

## 18 Borrowings

### A Long-term borrowings

#### Unsecured

Term loans from Banks (refer note below 18.1)

2,700.00

-

#### Total

2,700.00

-

Non-current

2,300.00

-

Current

400.00

-

### B Short-term borrowings

#### Secured

Cash credit from banks (refer note below 18.2)

628.51

-

#### Unsecured

Working capital loans from banks (refer note below 18.3)

800.00

-

#### Total

1,428.51

-

Note 18.1: Term loans from banks for the year ended 31 March 2019 are at an Interest Rate of 7.05% (31 March 2018: NIL). These loans are repayable at 28 equal quarterly installment of INR 100 lakhs each from 15 February 2019.

Note 18.2: Cash credit from banks are repayable on demand and carries interest rate at 8.60% per annum (31 March 2018: NIL). This cash credit from bank is secured by hypothecation of inventories and receivables.

Note 18.3: Working capital loans from banks for the year ended 31 March 2019 are at an interest rate of 6.35% (31 March 2018 : NIL). These loans are repayable on 23 December 2019.

## 19 Long term provisions

Provision for employee benefits :

- Provision for compensated absences

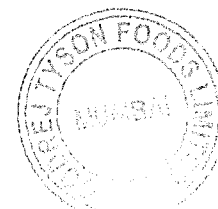
-

30.99

#### Total

-

30.99



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued)

as at 31 March 2019

(Currency: Indian rupees in lakhs)

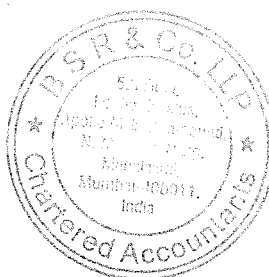
	31 March 2019	31 March 2018
<b>20 Deferred tax liabilities, (net)</b>		
Deferred tax liabilities	734.74	547.12
<b>Total</b>	<u>734.74</u>	<u>547.12</u>
<b>21 Other non current liabilities</b>		
Government grant	235.08	-
<b>Total</b>	<u>235.08</u>	<u>-</u>
<b>22 Trade payables</b>		
Total Outstanding dues of micro enterprises and small enterprises (refer note below)	64.88	31.61
Total Outstanding dues of creditors other than micro enterprises and small enterprises	1,742.57	1,216.75
<b>Total</b>	<u>1,807.45</u>	<u>1,248.36</u>

Note 22.1: During the year, Micro small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) have been identified by the Company on the basis of the information available with the Company and the auditor have relied on the same. The disclosures pursuant to MSMED Act based on the books of account are as under :

Particulars	31 March 2019	31 March 2018
Principal amount remaining unpaid to any supplier as at the year end	9.05	3.59
Interest due thereon	0.10	0.39
Amount of interest paid by the Company in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during the accounting year	-	-
Amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED, 2006	-	-
Amount of interest accrued and remaining unpaid at the end of the accounting year; and	0.10	0.39
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	-	-

## 23 Other financial liabilities

Current maturity of long term debts	400.00	-
Security deposit	699.64	649.07
Amount due for payment to gratuity fund	27.56	45.94
Non-trade payables	396.53	239.65
Interest accrued but not due	16.63	-
Employee payables	10.38	8.54
Payable for capital goods	370.27	285.93
Others	825.10	716.88
<b>Total</b>	<u>2,746.11</u>	<u>1,946.01</u>



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) as at 31 March 2019

(Currency: Indian rupees in lakhs)

	31 March 2019	31 March 2018
<b>24 Other current liabilities</b>		
Advances from customers	49.79	35.14
Employee deductions	0.02	0.19
Statutory liabilities	240.27	263.06
Government grant	13.77	-
<b>Total</b>	<b>303.85</b>	<b>298.39</b>
<b>25 Current provisions</b>		
Provision for compensated absences	29.99	43.61
Provision for sales tax liability	24.61	141.59
<b>Total</b>	<b>54.60</b>	<b>185.20</b>

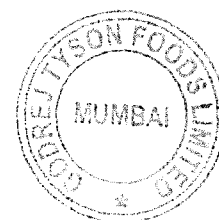


# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

	31 March 2019	31 March 2018
<b>26 Revenue from operations</b>		
Sale of products (net)	48,658.95	43,176.36
	<u>48,658.95</u>	<u>43,176.36</u>
<b>Other operating revenue</b>		
Sale of scrap and empties	15.41	21.41
	<u>15.41</u>	<u>21.41</u>
<b>Total</b>	<u>48,674.36</u>	<u>43,197.77</u>
<b>27 Other income</b>		
Interest received on fixed deposits with banks	14.59	63.77
Interest received on Inter Corporate deposits	10.36	-
Interest - others	4.15	4.54
Insurance claims received	0.04	15.00
Liabilities no longer required written back	11.16	29.24
Foreign exchange gain (net)	20.66	4.65
Recovery of bad debts written off	31.75	0.98
Profit on sale of Property Plant and Equipment (Net)	1.63	-
Provision for doubtful debts	-	92.88
Amortisation of Government grant	1.14	-
Reversal of provision of sales tax liability	128.47	-
Other miscellaneous income	8.56	12.16
<b>Total</b>	<u>232.51</u>	<u>223.22</u>
<b>28 Cost of materials consumed</b>		
Material at the commencement of the year	840.47	819.97
Add: Purchases	31,650.43	25,416.24
Less: Material sold	-	11.69
	<u>32,490.90</u>	<u>26,224.52</u>
Less: Material at the close of the year	1,131.03	840.47
<b>Total cost of material consumed</b>	<u>31,359.87</u>	<u>25,384.05</u>
<b>29 Purchase of stock-in-trade</b>		
Value added products	1,403.01	1,439.32
<b>Total</b>	<u>1,403.01</u>	<u>1,439.32</u>





# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued)

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

	31 March 2019	31 March 2018
<b>30 Changes in inventories of finished goods, work-in-progress, stock-in-trade and biological assets</b>		
<b>Stocks at the commencement of the year</b>		
Finished goods	535.65	1,215.86
Work in progress	0.27	2.01
Biological assets	5,802.08	4,981.74
Stock-in-trade	78.37	161.83
Total stock at the commencement of the year	<u>6,416.37</u>	<u>6,361.44</u>
<b>Less : Stocks at the close of the year</b>		
Finished goods	772.65	535.65
Work in progress	2.19	0.27
Biological assets	6,316.71	5,802.08
Stock-in-trade	85.67	78.37
Total stock at the end of the year	<u>7,177.22</u>	<u>6,416.37</u>
<b>Changes in the stock of finished goods, work-in-progress, stock-in-trade and biological assets</b>	<u>(760.85)</u>	<u>(54.93)</u>

### 31 Employee benefits expense

Salaries, wages, bonus and allowances	2,703.49	2,899.26
Contribution to provident, gratuity and other funds	188.50	171.54
Staff welfare expense	215.84	205.34
<b>Total</b>	<u>3,107.83</u>	<u>3,276.14</u>

Note: Employee benefit expenses are net of expenses capitalised under project INR 105.66 lakhs (31 March 2018: INR 16.18 lakhs).

### 32 Finance costs

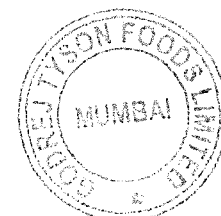
Interest on :-		
Cash credit	12.84	1.88
Term loan	16.22	-
Working capital loan	0.42	-
<b>Total</b>	<u>29.48</u>	<u>1.88</u>

Note: Finance costs are net of expenses capitalised under project INR 136.94 lakhs (31 March 2018: INR NIL).

### 33 Depreciation and amortisation expense

Depreciation	1,128.16	1,029.76
Amortisation	79.44	476.64
	<u>1,207.60</u>	<u>1,506.40</u>

Note: Depreciation expenses are net of expenses capitalised amounted to INR 13.03 lakhs (31 March 2018: INR 1.92 lakhs).



# Godrej Tyson Foods Limited

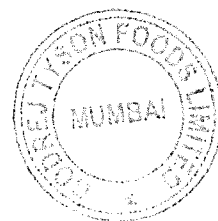
## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

	31 March 2019	31 March 2018
<b>34 Other expenses</b>		
Stores and spares consumed	489.91	476.13
Water charges	154.82	176.97
Power and fuel	1,138.15	1,112.32
Processing charges	5,504.48	5,016.27
Storing and freezing	99.37	153.62
Rent	367.09	394.03
Rates and taxes	43.39	63.48
Repairs and maintenance		
(a) Machinery	235.61	275.96
(b) Building	33.47	14.87
(c) Other assets	8.90	10.26
Insurance	47.01	51.44
Auditor's remuneration (refer note below)	18.54	17.95
Legal and professional fees	292.95	286.43
Freight	1,042.63	1,019.10
Advertisement and publicity	1,016.22	958.94
Selling and distribution expenses	108.58	114.98
Travelling expenses	459.72	487.72
Bad debts written off	32.47	159.46
Provision for doubtful debts/advances	3.34	-
Loss on sale of property, plant and equipment	-	85.83
Corporate social responsibility (refer note no 37)	27.85	34.54
Miscellaneous expenses	256.36	289.08
<b>Total</b>	<b>11,380.86</b>	<b>11,199.38</b>

\*Note: Other expenses are net of expenses capitalised amounted to INR 293.86 lakhs (31 March 2018: INR 135.10 lakhs).

Note 34.1: Auditor's remuneration (inclusive of taxes)	31 March 2019	31 March 2018
(a) Audit fees	17.38	17.70
(b) Certification	0.76	-
(c) Reimbursement of expenses	0.40	0.25
<b>Total</b>	<b>18.54</b>	<b>17.95</b>



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 35 Earnings per share

Particulars	31 March 2019	31 March 2018
Profit after tax attributable to equity shareholders	395.85	414.77
Number of equity shares outstanding at the beginning of the year	198,900	198,900
Number of equity shares outstanding at the end of the year	198,900	198,900
Weighted average number of equity shares outstanding during the year	198,900	198,900
Basic earnings per share (INR)	199.02	208.53
Diluted earnings per share (INR)	199.02	208.53
Face value per share (INR)	10	10



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 36 Capital commitments

	31 March 2019	31 March 2018
Estimated value of contracts remaining to be executed on capital account (net of advances),	357.31	3,179.03
	<u>357.31</u>	<u>3,179.03</u>

### 37 Corporate social responsibility

As per section 135 of the Companies Act, 2013 a CSR Committee has been formed by the company. The funds are utilised during the year on activities which are specified in schedule VII of the Act. The utilisation is done by the way of direct contribution towards various activities. Gross amount required to be spent by the company during the year INR 30.14 lakhs (31 March 2018: INR 34.59 lakhs).

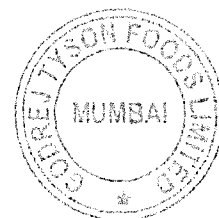
Total expenditure incurred on Corporate Social Responsibility activities during the current period is INR 27.85 lakhs (31 March 2018: INR 34.54 lakhs)

	31 March 2019	31 March 2018
Amount spent during the year on		
(i) Construction /acquisition of any assets	17.30	24.94
(ii) On purposes other than (i) above	10.55	9.60
<b>Total amount spent</b>	<u>27.85</u>	<u>34.54</u>

### 38 Operating lease

The Company's leasing arrangements are in respect of operating leases for premises occupied by the Company. These leasing arrangements are renewable on a periodic basis by mutual consent on mutually acceptable terms.

	31 March 2019	31 March 2018
a. The total of future minimum lease payments under non-cancellable operating leases for each of the following periods :		
Future lease commitments		
- Within one year	151.84	132.36
- Later than one year and not later than five years	17.76	16.07
- Later than five years	-	-
	<u>169.60</u>	<u>148.43</u>
b. Lease payments recognised in the Statement of profit and loss for the year :		
Minimum lease payments	200.00	196.52



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued)

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 39 Contingent liability

	31 March 2019	31 March 2018
Claims against the Company not acknowledge as debt		
(i) Value added tax demands relating to disputed classification, assessable values, availment of credit etc. which the Company has contested and is in appeal at various levels	62.49	101.65
(ii) Sales tax demands relating to Non- submission of declaration forms which the Company has contested and is in appeal with Joint Commissioner of sales tax, Mumbai	7.36	7.36
(iii) Provident fund*		
(iv) Guarantees issued by the Banks and counter guaranteed by the company which have been secured by deposits with bank	37.80	50.75
	<u>107.65</u>	<u>159.76</u>

\*The Hon'ble Supreme Court of India ("SC") by their order dated February 28, 2019, in the case of Surya Roshani Limited & others v/s EPFO, set out the principles based on which allowances paid to the employees should be identified for inclusion in basic wages for the purposes of computation of Provident Fund contribution. Subsequently, a review petition against this decision has been filed and is pending before the SC for disposal.

In view of the management, the liability for the period from date of the SC order to 31 March 2019 is not significant. Further, pending decision on the subject review petition and directions from the EPFO, the impact for the past period, if any, is not ascertainable and consequently no effect has been given in the accounts. Accordingly, this has been disclosed as a Contingent liability in the financial statements.

### 40 Segment reporting

The Company is mainly in Chicken processing business (fresh and frozen) and also into manufacturing and selling of Value Added Chicken products. In addition to this, The Company is into selling and marketing Vegetarian Value Added products. Accordingly, in the opinion of the management, it has only one primary segment and no further disclosure is deemed necessary pursuant to Ind As 108 on Segment Reporting, issued by the Institute of Chartered Accountants of India.



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 41 Biological assets

#### A. Reconciliation of carrying amount

31 March 2019

Particulars	Amount
Balance as 1 April 2018	5,802.08
Add: Purchases	720.93
Add: Change in fair value less cost to sell	14.32
Add: Transferred to finished goods	19,888.47
Less: Sales/ disposals	(20,109.09)
<b>Balance as at 31 March 2019</b>	<b>6,316.71</b>

31 March 2018

Particulars	Amount
Balance as 1 April 2017	4,981.74
Add: Purchases	607.87
Add: Change in fair value less cost to sell	294.50
Add: Transferred to finished goods	20,724.49
Less: Sales/ disposals	(20,806.52)
<b>Balance as at 31 March 2018</b>	<b>5,802.08</b>

#### B. Measurement of Fair value

##### i. Fair Value hierarchy

The fair value measurements for PS birds, hatching eggs, broilers has been categorised as Level 3 fair values based on the inputs to valuation technique used.

##### ii. Level 3 Fair values

The following table shows a break down of the total gains/(losses) recognised in respect of Level 3 fair values-

Particulars	31 March 2019	31 March 2018
Gain included in 'cost of sales'	14.32	294.50
Change in fair value (realised)	(2,497.56)	(2,203.06)
Change in fair value (unrealised)	2,511.88	2,497.56

##### iii. Valuation techniques and significant unobservable inputs

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement and fair value measurement
Biological assets - it comprises of: PS Bird; Hatching eggs; and Contract farm- Broilers	Discounted cash flows	Estimated price of each component - PS birds - INR 28.42 (31 March 2018: INR 31.37) per Hatching eggs, - Hatching eggs - INR 25.98 (31 March 2018: INR 33) per Day Old Chicks , - Contract farms- Broilers - INR 79.50 (31 March 2018: INR 58.50) per kg for live bird	The estimated fair valuation would increase/(decrease) if - Estimated price of each component of poultry stock was higher/(lower) - discounting is done for the expected cash flows



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued)

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 41 Biological assets (Continued)

#### C. Risk Management strategies related to poultry activities

The company is exposed to the following risks relating to its poultry operation:

##### i. Regulatory and environmental risks

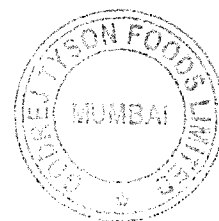
The company is subject to laws and regulations in the country in which it operates. It has established various environmental policies and procedures aimed at compliance with the local environmental and other laws.

##### ii. Supply and demand risks

The company is exposed to risks arising from fluctuations in the price of Hatching Eggs, Commercial Day Old Chicks and Live Birds. When prices goes down the management possibly manages this risk by diverting more Live birds for processing and when prices goes up, the management sells more Hatching eggs, Day old chicks and Live birds.

##### iii. Climate and other risks

The company's Live stock are exposed to the extreme climatic changes in summer and winter season. However, the company has extensive processes in place aimed at monitoring and mitigating those risks, including regular health inspections of Live Stock and adopting Industry best practices by professional qualified veterinarian doctors.



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 42 Financial instruments – Fair values and risk management

#### 42.1 Accounting classification and fair values

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

31 March 2019	Carrying amount				Fair value			
	FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
<i>Non-current financial assets</i>								
Long-term loans and advances	-	-	345.37	345.37	-	-	-	-
Others	-	-	1.94	1.94	-	-	-	-
<i>Current financial assets</i>								
Trade receivables	-	-	2,354.96	2,354.96	-	-	-	-
Cash and cash equivalents	-	-	392.25	392.25	-	-	-	-
Bank balance other than cash and cash equivalents	-	-	5.86	5.86	-	-	-	-
Loans	-	-	17.42	17.42	-	-	-	-
Others	-	-	18.27	18.27	-	-	-	-
	-	-	3,136.07	3,136.07	-	-	-	-
<b>Financial liabilities</b>								
<i>Non-current financial liabilities</i>								
Long term borrowings	-	-	2,300.00	2,300.00	-	-	-	-
<i>Current financial liabilities</i>								
Short term borrowings	-	-	1,428.51	1,428.51	-	-	-	-
Trade payables	-	-	1,807.45	1,807.45	-	-	-	-
Other financial liabilities	-	-	2,746.11	2,746.11	-	-	-	-
	-	-	8,282.07	8,282.07	-	-	-	-

31 March 2018	Carrying amount				Fair value			
	FVTPL	FVOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
<i>Non-current financial assets</i>								
Long-term loans and advances	-	-	306.27	306.27	-	-	-	-
Others	-	-	86.98	86.98	-	-	-	-
<i>Current financial assets</i>								
Trade receivables	-	-	2,083.41	2,083.41	-	-	-	-
Cash and cash equivalents	-	-	878.00	878.00	-	-	-	-
Bank balance other than cash and cash equivalents	-	-	106.41	106.41	-	-	-	-
Loans	-	-	15.48	15.48	-	-	-	-
Others	-	-	30.92	30.92	-	-	-	-
	-	-	3,507.47	3,507.47	-	-	-	-
<i>Current financial liabilities</i>								
Trade payables	-	-	1,248.36	1,248.36	-	-	-	-
Other financial liabilities	-	-	1,946.01	1,946.01	-	-	-	-
	-	-	3,194.37	3,194.37	-	-	-	-





# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 42 Financial instruments – Fair values and risk management (Continued)

#### 42.1 Accounting classification and fair values (Continued)

##### Financial risk management

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

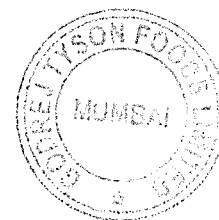
- Credit risk ;
- Liquidity risk ;
- Market risk ; and
- Currency risk

##### i. Risk management framework

The Company's management has overall responsibility for the establishment and oversight of the Company's risk management framework. The management is responsible for developing and monitoring the Company's risk management policies.

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

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



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued)

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 42.2 Credit risk

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

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

#### Trade receivables and loans and advances.

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

Management has established a credit policy under which each new customer is analysed individually for creditworthiness before the Company's standard payment and delivery terms and conditions are offered. Further, for domestic sales, the company segments the customers into Distributors, Institution, Quick service restaurant (QSR), and Others for credit monitoring.

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

The Company monitors each loans and advances given and makes any specific provision wherever required.

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

The maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows

	Carrying amount	
	31 March 2019	31 March 2018
Trade and other receivables	2,354.96	2,083.41
Domestic		
Distributors	644.93	606.99
Institution	1,181.14	1,055.52
QSR	363.59	263.22
Other	165.30	157.68
<b>Total</b>	<b>2,354.96</b>	<b>2,083.41</b>

#### Impairment

The ageing of trade and other receivables that were not impaired was as follows.

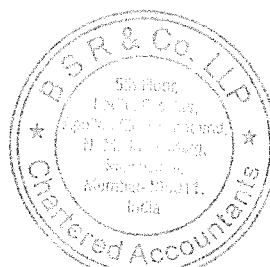
	31 March 2019	31 March 2018
Neither past due nor impaired		
Past due 1-30 days	1,798.86	1,623.38
Past due 31-90 days	407.26	346.15
Past due 91-180 days	120.15	72.63
> 180 days	28.69	41.25
	<b>2,354.96</b>	<b>2,083.41</b>

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows:

	31 March 2019	31 March 2018
Balance as at 1 April	97.21	213.09
Impairment loss recognised	37.55	66.57
Amounts written off	(37.27)	(182.45)
Balance as at 31 March	<b>97.49</b>	<b>97.21</b>

#### Cash and cash equivalents

The Company held cash and cash equivalents of INR 392.25 lakhs (31 March 2018: INR 878.00 lakhs). The cash and cash equivalents are held with banks and financial institution counterparties with good credit rating.



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 42.3 Interest risk

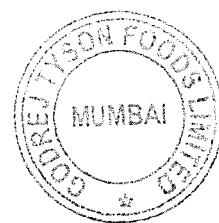
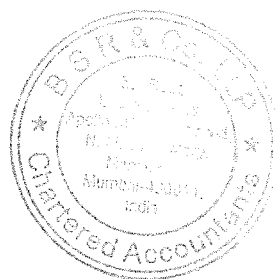
#### Interest rate risk

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

#### Exposure to interest rate risk

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

	Nominal amount	
	31 March 2019	31 March 2018
<b>Fixed-rate instruments</b>		
<b>Financial assets</b>		
Long term loans and advances	4.01	3.86
Other non-current financial assets	1.80	80.80
Other current financial assets	5.86	106.41
Cash and cash equivalents	-	300.00
Short term loans and advances	17.42	15.48
<b>Total</b>	<b>29.09</b>	<b>506.55</b>
<b>Financial liabilities</b>		
Long term borrowings	2,300.00	-
Short term borrowings	1,428.51	-
Other financial liabilities	699.64	649.07
<b>Total</b>	<b>4,428.15</b>	<b>649.07</b>



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 42.4 Currency risk

#### Market risk

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

The Board of Directors and its Audit Committee are responsible for overseeing the Company's risk assessment and management policies. The major market risks of foreign exchange, interest rate and counter-party risk are managed centrally by Company's treasury department, which evaluates and exercises independent control over the entire process of market risk management.

The Company has a written treasury policy, and reconciliations of the Company's positions with counter-parties are performed at regular intervals.

The Company adopts a policy of ensuring that between 80 and 90% of its interest rate risk exposure is at a fixed rate. And hence, interest rate risk is covered by entering into fixed-rate instruments to ensure variability in cash flows attributable to interest rate risk is minimised.

#### Currency risk

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

#### Exposure to currency risk

The summary quantitative data about the Company's exposure to currency risk as reported to the management of the Company is as follows. The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

	31 March 2019		31 March 2018	
	USD	EUR	USD	EUR
<b>Financial assets</b>				
Long-term loans and advances	-	-	3.00	1.11
<b>Net exposure to foreign currency risk (assets)</b>	-	-	3.00	1.11
<b>Financial liabilities</b>				
Other financial liabilities	-	-	0.01	-
<b>Net exposure to foreign currency risk (liabilities)</b>	-	-	0.01	-
<b>Net exposure</b>	-	-	2.99	1.11
<b>Un-hedged foreign currency exposures</b>				
Purchase	-	-	(0.01)	-
Sale	-	-	3.00	1.11



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

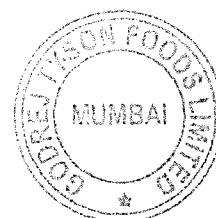
### 42.4 Currency risk (Continued)

#### Sensitivity analysis

A reasonably possible strengthening (weakening) of the Indian Rupee against all other currencies at 31 March 2019 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

Effect in INR lakhs	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
<b>31 March 2019</b>				
USD (1% Movement)	-	-	-	-
EUR (1% movement)	-	-	-	-
	-	-	-	-
Effect in INR lakhs	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
<b>31 March 2018</b>				
USD (1% Movement)	0.03	(0.03)	0.03	(0.03)
EUR (1% movement)	(0.01)	0.01	(0.01)	0.01
	0.02	(0.02)	0.02	(0.02)

Note: Sensitivity has been calculated using standard deviation % of USD rate movement.



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued)

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 42.5 Liquidity risk

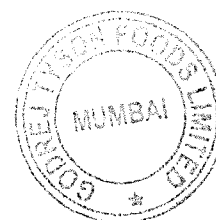
Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient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

The Company had unutilised credit limits from banks of INR 5,433.69 lakhs (31 March 2018: INR 2,349.25 lakhs).

#### Exposure to liquidity risk

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

31 March 2019	Carrying amount	Contractual cash flows					
		Total	0-6 months	6-12 months	1-2 years	2-5 years	More than 5
<b>Non-derivative financial liabilities</b>							
<b>Non current, non derivative financial liabilities</b>							
<b>Current, non derivative financial liabilities</b>							
Cash credit from bank	628.51	628.51	628.51	-	-	-	-
Term loans from banks	2,700.00	2,700.00	200.00	200.00	800.00	1,500.00	-
Working capital loans from banks	800.00	800.00	-	800.00	-	-	-
Trade payables- others	1,807.45	1,807.45	1,807.45	-	-	-	-
Security deposit	699.64	699.64	699.64	-	-	-	-
Amount due for payment to gratuity fund	27.56	27.56	27.56	-	-	-	-
Non trade payables	396.53	396.53	396.53	-	-	-	-
Interest accrued but not due on borrowings	16.63	16.63	16.63	-	-	-	-
Other financial liabilities	1,205.75	1,205.75	1,205.75	-	-	-	-
<b>Total</b>	<b>8,282.07</b>	<b>8,282.07</b>	<b>4,982.07</b>	<b>1,000.00</b>	<b>800.00</b>	<b>1,500.00</b>	<b>-</b>
<b>Contractual cash flows</b>							
31 March 2018	Carrying amount	Total	0-6 months	6-12 months	1-2 years	2-5 years	More than 5 years
<b>Current, non derivative financial liabilities</b>							
Cash credit from bank	-	-	-	-	-	-	-
Trade payables- others	1,248.36	1,248.36	1,248.36	-	-	-	-
Security deposit	649.07	649.07	649.07	-	-	-	-
Amount due for payment to gratuity fund	45.94	45.94	45.94	-	-	-	-
Non trade payables	239.65	239.65	239.65	-	-	-	-
Other financial liabilities	1,011.35	1,011.35	1,011.35	-	-	-	-
<b>Total</b>	<b>3,194.37</b>	<b>3,194.37</b>	<b>3,194.37</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 43 Tax expense

#### (a) Amounts recognised in statement of profit and loss

	31 March 2019	31 March 2018
<b>Current income tax</b>	<b>153.67</b>	<b>302.05</b>
<b>Deferred income tax liability / (asset), net</b>		
Origination and reversal of temporary differences	118.46	(74.49)
<b>Deferred tax charge/(credit)</b>	<b>118.46</b>	<b>(74.49)</b>
<b>Tax expense for the year</b>	<b>272.13</b>	<b>227.56</b>

#### (b) Amounts recognised in other comprehensive income

	For the year ended 31 March 2019			For the year ended 31 March 2018		
	Before tax	Tax (benefit)	Net of tax	Before tax	Tax expense	Net of tax
Re-measurements of defined benefit liability	10.89	(3.81)	7.09	(27.31)	9.62	(17.69)
	<b>10.89</b>	<b>(3.81)</b>	<b>7.09</b>	<b>(27.31)</b>	<b>9.62</b>	<b>(17.69)</b>

#### (c) Reconciliation of effective tax rate

	31 March 2019	31 March 2018
<b>Profit before tax</b>	<b>667.98</b>	<b>642.33</b>
Company's domestic tax rate	34.90%	34.61%
Tax using the Company's domestic tax rate	233.15	222.30
Tax on expense not allowed for tax purposes	28.56	33.78
Impact due to deferred tax	-	(74.49)
Change in rate	-	(4.92)
Others	10.42	50.89
	<b>272.13</b>	<b>227.56</b>

#### Current tax

#### Deferred tax

153.67

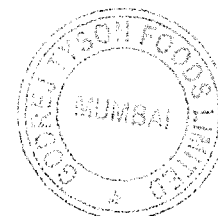
118.46

302.05

(74.49)

The Company's effective tax rate for the year ended 31 March 2019 is 40.74% (31 March 2018: 35.43%).

The effective tax rate for the year ended 31 March 2019 as compared to previous year was higher primarily as a result of lower tax allowances.



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 44 Movement in deferred tax balances for the year ended 31 March 2019

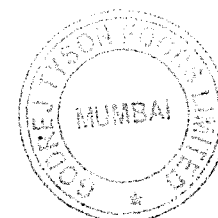
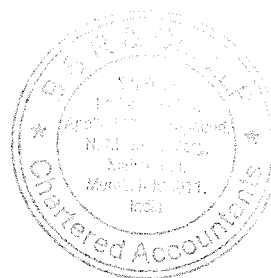
	Net balance 1 April 2018	Recognised in statement of profit and loss	Recognised in OCI	Other adjustments	Deferred tax asset	Deferred tax liability	Net deferred tax
<b>Deferred tax asset/(liabilities)</b>							
Property, plant and equipment and intangible assets	(455.23)	50.78	-	-	-	(506.01)	(506.01)
Employee benefits	26.07	26.07	-	-	-	-	-
Provisions	82.46	28.41	-	-	54.04	-	54.04
Biological assets	(870.46)	20.83	-	-	-	(891.29)	(891.29)
Indexation of freehold land	134.39	(7.64)	-	-	142.03	-	142.03
MAT credit entitlements	517.83	-	-	(65.35)	452.48	-	452.48
Other items	17.82	-	(3.81)	-	14.01	-	14.01
<b>Tax assets / (liabilities)</b>	<b>(547.12)</b>	<b>118.45</b>	<b>(3.81)</b>	<b>(65.35)</b>	<b>662.56</b>	<b>(1,397.30)</b>	<b>(734.74)</b>

Movement in deferred tax balances for the year ended 31 March 2018

	Net balance 1 April 2017	Recognised in statement of profit and loss	Recognised in OCI	Other adjustments	Deferred tax asset	Deferred tax liability	Net deferred tax
<b>Deferred tax asset/(liabilities)</b>							
Property, plant and equipment and intangible assets	(620.79)	(165.56)	-	-	-	(455.23)	(455.23)
Employee benefits	26.38	0.31	-	-	26.07	-	26.07
Provisions	109.58	27.12	-	-	82.46	-	82.46
Biological assets	(805.88)	64.58	-	-	-	(870.46)	(870.46)
Indexation of freehold land	133.45	(0.94)	-	-	134.39	-	134.39
MAT credit entitlements	647.17	-	-	(129.34)	517.83	-	517.83
Other items	8.20	-	9.62	-	17.82	-	17.82
<b>Tax assets / (liabilities)</b>	<b>(501.89)</b>	<b>(74.49)</b>	<b>9.62</b>	<b>(129.34)</b>	<b>778.57</b>	<b>(1,325.69)</b>	<b>(547.12)</b>

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.





# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 45 Employee benefits

The Company contributes to the following post-employment benefit plans in India.

#### Defined Contribution Plans:

The Company's contributions paid/payable to Regional Provident Fund, Super Annuation Fund, Employees State Insurance Scheme, Employees Pension Schemes, 1995 and other funds, are determined under the relevant approved schemes and/or statutes and are recognised as expense in the Statement of profit and loss during the period in which the employee renders the related service. There are no further obligations other than the contributions payable to the approved appropriate authorities.

The Company recognised INR 188.50 lakhs (31 March 2018: INR 171.54 lakhs) towards provident fund contribution in the Statement of profit and loss.

#### Defined Benefit Plan:

The Company's gratuity and leave encashment/long-term compensated absences schemes are defined benefit plans. The Company's liability for the defined benefit schemes is actuarially determined based on the projected unit credit method. The Company's net obligations in respect of such plans is calculated by estimating the amount of future benefit that the employees have earned in return for their services and the current and prior periods that benefit is discounted to determine its present value and the fair value of the plan asset is deducted. Actuarial gains and losses are recognised immediately in the Statement of profit and loss.

In accordance with the provisions of the Payment of Gratuity Act, 1972, the Company has a defined benefit plan which provides for gratuity payments. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are 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 annual contributions to the Group Gratuity cum Life Assurance Schemes administered by the ICICI Prudential Life Insurance, a funded defined benefit plan for qualifying employees. Trustees administer the contributions made by the Company to the gratuity scheme.

The most recent actuarial valuation of the defined benefit obligation along with the fair valuation of the plan assets in relation to the gratuity scheme was carried out as at 31 March 2019. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

Based on the actuarial valuation obtained in this respect, the following table sets out the details of the employee benefit obligation and the plan assets as at balance sheet date:

	31 March 2019	31 March 2018
Defined benefit obligation	290.97	272.25
Less: Fair value of plan assets	263.41	226.31
<b>Net defined benefit obligation</b>	<b>27.56</b>	<b>45.94</b>



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 45 Employee benefits (Continued)

#### i. Movement in net defined benefit (asset)/liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset)/liability and its components

	Defined benefit obligation		Fair value of plan assets		Net defined benefit (asset)/liability	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Opening balance	272.25	237.23	226.31	182.08	45.94	55.15
<i>Included in profit or loss</i>						
Current service cost	34.95	30.45	-	-	34.95	30.45
Past service cost	-	-	-	-	-	-
Interest cost	21.18	17.26	17.60	13.24	3.58	4.02
<i>Included in OCI</i>						
<i>Re-measurement loss/(gain):</i>						
<i>Actuarial loss/(gain) arising from:</i>						
Demographic assumptions	15.53	-	-	-	15.53	-
Financial assumptions	2.15	(11.04)	-	-	2.15	(11.04)
Experience adjustment	(27.76)	37.30	-	-	(27.76)	37.30
Return on plan assets excluding interest income	-	-	0.82	(1.05)	(0.82)	1.05
	<b>318.30</b>	<b>311.20</b>	<b>244.73</b>	<b>194.27</b>	<b>73.57</b>	<b>116.93</b>
<b>Other</b>						
<i>Contributions paid by the employer</i>	-	-	46.01	70.99	(46.01)	(70.99)
Benefits paid	(27.33)	(38.95)	(27.33)	(38.95)	-	-
Closing balance	<b>290.97</b>	<b>272.25</b>	<b>263.41</b>	<b>226.31</b>	<b>27.56</b>	<b>45.94</b>
<b>Represented by</b>						
Net defined benefit asset	-	-	-	-	-	-
Net defined benefit liability	27.56	45.94	-	-	-	-

#### ii. Plan assets

Plan assets comprise the following

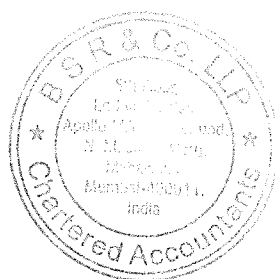
	31 March 2019	31 March 2018
Insurer managed fund (100%)	263.41	226.31
	<b>263.41</b>	<b>226.31</b>

#### iii. Actuarial assumptions

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

	31 March 2019	31 March 2018
Discount rate	7.64%	7.78%
Future salary growth	5.00%	5.00%
Rate of employee turnover	10% p.a. for all Service groups	5% p.a. for all Service groups
Mortality rate	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

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



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 45 Employee benefits (Continued)

#### iv. Sensitivity analysis

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

	31 March 2019		31 March 2018	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(14.68)	16.37	(19.50)	22.42
Future salary growth (1% movement)	16.64	(15.16)	22.83	(20.16)
Rate of employee turnover (1% movement)	1.94	(2.22)	4.10	(4.69)

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

#### v. Expected future cash flows

The expected future cash flows in respect of gratuity were as follows

##### Expected contribution

The expected contributions for defined benefit plan for the next financial year will be in line with the contribution for the year ended 31 March 2019, i.e. INR. 70.99 Lakhs

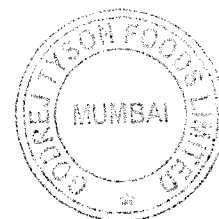
Expected future benefit payments	31 March 2019	31 March 2018
1st Following year	38.21	47.49
2nd Following year	29.45	15.74
3rd Following year	40.44	16.37
4th Following year	38.93	28.01
5th Following year	28.88	29.61
Thereafter	310.83	579.15

#### Other long-term employee benefits:

Compensated absences are payable to employees at the rate of daily salary for each day of accumulated leave on death or on resignation or upon retirement. The charge towards compensated absences for the year ended 31 March 2019 based on actuarial valuation using the projected accrued benefit method is INR 7.30 Lakhs (31 March 2018 INR. 21.50 Lakhs).

Terminal Benefits: All terminal benefits including voluntary retirement compensation are fully written off to the Statement of profit and loss

Incentive Plans: The Company has a scheme of Performance Linked Variable Remuneration (PLVR) which rewards its employees based on Profit Before Tax (PBT). The PLVR amount is related to actual improvement made in Profit Before Tax (PBT) over the target set for the period April to March which is fully charged to the Statement of profit and loss.



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 46 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of Company's capital management is to maximise shareholder value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants, if any.

The Company monitors capital using a ratio of 'adjusted net debt' to 'Total equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings, less cash and cash equivalents.

The Company's adjusted net debt to equity ratio as at 31 March 2019 was as follows.

	31 March 2019	31 March 2018
Total borrowings	4,128.51	-
Less : Cash and cash equivalent	392.25	878.00
<b>Adjusted net debt</b>	<b>3,736.26</b>	<b>(878.00)</b>
Total equity	18,648.60	18,245.67
Adjusted net debt to adjusted equity ratio	0.20	(0.05)

Management monitors the return on capital as well as level of dividends to ordinary shareholders.

### 47 Reconciliation of revenue from contract with customer:

Particulars	31 March 2019	31 March 2018
Revenue from contract with customer as per the contract price	50,374.80	44,474.01
<b>Adjustment made to contract price on account of :-</b>		
a) Discounts/ Rebates/ Incentives	1,700.44	1,276.24
b) Sales Returns /Credits/Reversal	-	-
c) Deferment of revenue	-	-
d) any other adjustment	-	-
<b>Revenue from contract with customer as per the statement of profit and loss</b>	<b>48,674.36</b>	<b>43,197.77</b>

Sales by performance obligation	31 March 2019	31 March 2018
Upon shipment	-	-
Upon delivery	48,674.36	43,197.77
	<b>48,674.36</b>	<b>43,197.77</b>



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued)

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 48 Related Party Disclosures

Related party disclosures as required by Ind AS 24, "Related Party Disclosures", are given below "

#### 1 Relationships:

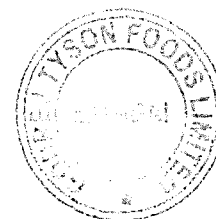
##### (i) Holding Companies:

Tyson India Holdings Limited (TIHL) was holding 51% equity stake in the Company and was thus, the Holding Company of the Company upto 9 May 2018 (51% as on 31 March 2018). TIHL is the subsidiary of Tyson International Holding Company, a subsidiary of Tyson Foods, Inc., a subsidiary of FPPCI Acquisition, Inc.

Godrej Agrovet Limited became the Holding Company with effect from 27 March, 2019, holding 51% equity stake in the Company (49% as on 31 March, 2018), through acquisition of additional equity. Godrej Agrovet Limited is a subsidiary of Godrej Industries Limited, which is now the Ultimate Holding Company with effect from 27 March, 2019.

##### (ii) Fellow subsidiaries

- 1 Astec LifeSciences Limited (w.e.f. 27th March, 2019)
- 2 Behram Chemicals Private Limited (w.e.f. 27th March, 2019)
- 3 Comercializadora Agricola Agrostrachem Cia Ltda (Bogota, Columbia) (w.e.f. 27th March, 2019)
- 4 Astec Europe Sprl (Belgium, Europe) (w.e.f. 27th March, 2019)
- 5 Creamline Dairy Products Limited (w.e.f. 27th March, 2019)
- 6 Nagavalli Milkline Private Limited (w.e.f. 27th March, 2019)
- 7 Godrej Maxximilk Private Limited (w.e.f. 27th March, 2019)
- 8 Godvet Agrochem Limited (w.e.f. 27th March, 2019)
- 9 Ensemble Holdings & Finance Limited (w.e.f. 27th March, 2019)
- 10 Godrej International Ltd. (w.e.f. 27th March, 2019)
- 11 Godrej Properties Ltd. (w.e.f. 27th March, 2019)
- 12 Natures Basket Limited (w.e.f. 27th March, 2019)
- 13 Godrej International Trading & Investments Pte. Ltd. (w.e.f. 27th March, 2019)
- 14 Godrej One Premises Management Private Limited (w.e.f. 27th March, 2019)
- 15 Godrej Project Development Limited (formerly known as Godrej Projects Development Private Limited)(w.e.f. 27th March,
- 16 Godrej Garden City Properties Private Limited (w.e.f. 27th March, 2019)
- 17 Godrej Home Developers Private Limited (w.e.f. 27th March, 2019)
- 18 Godrej Hillside Properties Private Limited (w.e.f. 27th March, 2019)
- 19 Godrej Land Developers LLP (w.e.f. 27th March, 2019)
- 20 Godrej Highrises Realty LLP (w.e.f. 27th March, 2019)
- 21 Godrej Prakriti Facilities Private Limited (w.e.f. 27th March, 2019)
- 22 Godrej Project Developers & Properties LLP (w.e.f. 27th March, 2019)
- 23 Godrej Highrises Properties Private Limited (w.e.f. 27th March, 2019)
- 24 Godrej Genesis Facilities Management Private Limited (w.e.f. 27th March, 2019)
- 25 Prakritiplaza Facilities Management Private Limited (w.e.f. 27th March, 2019)
- 26 Citystar InfraProjects Limited (w.e.f. 27th March, 2019)
- 27 Godrej Residency Private Limited (w.e.f. 27th March, 2019)
- 28 Godrej Skyview LLP (w.e.f. 27th March, 2019)
- 29 Godrej Green Properties LLP (w.e.f. 27th March, 2019)
- 30 Godrej Projects (Pune) LLP (w.e.f. 27th March, 2019)
- 31 Godrej Projects (Soma) LLP (w.e.f. 27th March, 2019)
- 32 Godrej Projects North LLP (formerly known as Godrej Projects (Bluejay) LLP) (w.e.f. 27th March, 2019)
- 33 Godrej Athenmark LLP (w.e.f. 27th March, 2019)



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued)

for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

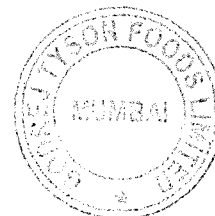
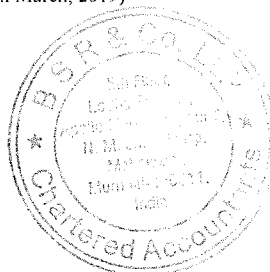
### 48 Related Party Disclosures (Continued)

#### (ii) Fellow subsidiaries (Continued)

- 34 Godrej Vestamark LLP (w.e.f. 27th March, 2019)
- 35 Godrej Avamark LLP (w.e.f. 27th March, 2019)
- 36 Godrej Properties Worldwide Inc., USA (w.e.f. 27th March, 2019)
- 37 Mosiac Landmarks LLP (w.e.f. 27th March, 2019)
- 38 Godrej Property Developers LLP (w.e.f. 27th March, 2019)
- 39 Godrej Realty Private Limited (w.e.f. 27th March, 2019)
- 40 Godrej Landmark Redevelopers Private Limited (w.e.f. 27th March, 2019)
- 41 Godrej Redevelopers (Mumbai) Private Limited
- 42 Dream World Landmarks LLP (w.e.f. 27th March, 2019)
- 43 Wonder Space Properties Private Limited (w.e.f. 27th March, 2019)
- 44 Wonder City Buildcon Private Limited (w.e.f. 27th March, 2019)
- 45 Godrej Green Homes Limited (w.e.f. 27th March, 2019)
- 46 Oxford Realty LLP (w.e.f. 27th March, 2019)
- 47 Godrej SSPDL Green Acres LLP (w.e.f. 27th March, 2019)
- 48 Caroa Properties LLP (w.e.f. 27th March, 2019)
- 49 M S Ramaiah Ventures LLP (w.e.f. 27th March, 2019)
- 50 Oasis Landmarks LLP (w.e.f. 27th March, 2019)
- 51 Godrej Construction Projects LLP (w.e.f. 27th March, 2019)
- 52 Godrej Housing Projects LLP (w.e.f. 27th March, 2019)
- 53 Amitis Developers LLP (w.e.f. 27th March, 2019)
- 54 Godrej Home Constructions Private Limited (w.e.f. 27th March, 2019)
- 55 Godrej Developers & Properties LLP (w.e.f. 27th March, 2019)
- 56 Godrej Greenview Housing Private Limited (w.e.f. 27th March, 2019)
- 57 Wonder Projects Development Private Limited (w.e.f. 27th March, 2019)
- 58 A R Landcraft LLP
- 59 Prakhhyat Dwellings LLP (w.e.f. 27th March, 2019)
- 60 Pearlite Real Properties Private Limited (w.e.f. 27th March, 2019)
- 61 Godrej Real View Developers Private Limited (w.e.f. 27th March, 2019)
- 62 Bavdhan Realty @ Pune 21 LLP (w.e.f. 27th March, 2019)
- 63 Godrej Skyline Developers Private Limited (w.e.f. 27th March, 2019)
- 64 Godrej Highview LLP
- 65 Godrej Projects North Star LLP (formerly known as Godrej Century LLP) (w.e.f. 27th March, 2019)
- 66 Godrej Irismark LLP (w.e.f. 27th March, 2019)
- 67 Sai Sruhti Onehub Projects LLP (w.e.f. 27th March, 2019)
- 68 Rosebery Estate LLP (w.e.f. 27th March, 2019)
- 69 Ashank Macbricks Private Limited (w.e.f. 27th March, 2019)
- 70 Godrej One Premises Management Private Limited (w.e.f. 27th March, 2019)
- 71 Suncity Infrastructure (Mumbai) LLP (w.e.f. 27th March, 2019)
- 72 Embellish Houses LLP
- 73 Godrej City Facilities Management LLP (w.e.f. 27th March, 2019)

#### (iii) Other related parties

- 1 Jiangsu Tyson Foods Co. Ltd. (up to May 9, 2018)
- 2 Haimen Tyson Poultry Development Co., Ltd (up to May 9, 2018)
- 3 Shandong Tyson DaLong Food Company Limited (up to May 9, 2018)
- 4 Tyson Foods Huadong Development Co., Ltd (up to May 9, 2018)
- 5 Tyson (Shanghai) Enterprise Management Consulting Co. Limited (up to May 9, 2018)
- 6 Rizhao Tyson Poultry Co. Ltd.(up to May 9, 2018)
- 7 Rizhao Tyson Foods Co. Ltd. (up to May 9, 2018)
- 8 Godrej Consumer Products Limited (w.e.f. 27th March, 2019)
- 9 ACI Godrej Agrovet Private Limited, Bangladesh (w.e.f. 27th March, 2019)
- 10 Al Rahba International Trading Limited Liability Company, United Arab Emirates (UAE) (w.e.f. 27th March, 2019)
- 11 Omnivore India Capital Trust (w.e.f. 27th March, 2019)
- 12 Godrej Agrovet Limited Provident Fund Trust (w.e.f. 27th March, 2019)
- 13 Godrej Agrovet Limited Superannuation Scheme (w.e.f. 27th March, 2019)
- 14 Godrej Agrovet Limited Group Gratuity Trust (w.e.f. 27th March, 2019)



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

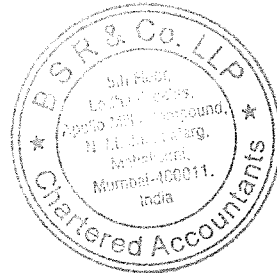
### 48 Related Party Disclosures (Continued)

#### (iv) Key Management Personnel and relatives of such Personnel

- 1 Mr. Nadir B. Godrej (Chairman)
- 2 Mr. B. S. Yadav (Managing Director)
- 3 Mr. S. Varadaraj (Director) (w.e.f. 15th May 2018)
- 4 Mr. Malik Sadiq (Director)
- 5 Mr. Noel Wesley White (Director)
- 6 Mr. Prashant Vatkar (Whole time Director and Chief Executive officer) up to 10th May 2018
- 7 Mr. Prashant Vatkar (Chief Executive Officer) from 11th May 2018
- 8 Mr. Arabind Das (Chief Operating Officer)
- 9 Mr. Suhas Advant (Chief Financial Officer)
- 10 Mr. Upendra R. Pathak (Company Secretary)

#### Key Management Personnel of Parent Company

- 1 Tanya Dubash (w.e.f. 27th March, 2019)
- 2 N. B. Godrej (w.e.f. 27th March, 2019)
- 3 Nitin Nabar (w.e.f. 27th March, 2019)
- 4 Clement Pinto (w.e.f. 27th March, 2019)
- 5 Tejal Jariwala (w.e.f. 27th March, 2019)
- 6 B. S. Yadav (w.e.f. 27th March, 2019)
- 7 Vivek Raizada (w.e.f. 27th March, 2019)
- 8 S. Varadaraj (w.e.f. 27th March, 2019)



# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

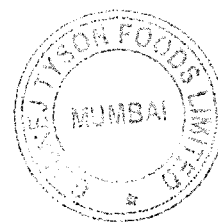
### 48 Related Party Disclosures (Continued)

2. The following transactions were carried out with the related parties in the ordinary course of business :

(i) Details relating to parties referred to in items 1(i), (ii), (iii)*					
Nature of Transactions	Holding	Joint	Fellow	Other	
	Companies	Ventures	Subsidiaries	Related parties	
	(i)	(ii)	(iii)	(iv)	
1 Purchase of Property, plant and equipment	2.62	-	-	-	-
2 Sale of materials / finished goods	12.82	-	-	-	-
3 Purchase of materials / finished goods	28,026.01	162.07	-	-	1.19
4 Expenses charged to / reimbursement made from other companies	4.47	22,153.35	-	-	0.12
5 Expenses charged by / reimbursement made to other companies	281.25	56.59	18.15	-	0.20
6 Intercompany deposits given	-	241.47	-	-	5.98
7 Intercompany deposits received	-	-	710.36	-	-
8 Outstanding receivables / (payables) [net]	(536.00)	-	700.00	(18.15)	(0.20)
	-	(101.43)	-	-	0.16

\*Previous year numbers are shown in italics.

(ii) Details relating to persons referred to in items 1 (iv)		31 March 2019	31 March 2018
1 Post-employment benefits		20.17	15.38
2 Long-term employment benefits		-	5.69
3 Remuneration		314.45	358.53
4 Director's sitting fees		6.49	6.35





# Godrej Tyson Foods Limited

## Notes to the financial statement (Continued) for the year ended 31 March 2019

(Currency: Indian rupees in lakhs)

### 48 Related Party Disclosures (Continued)

Related party disclosures as required by Ind AS - 24, "Related Party Disclosures", are given below "

#### 3. Significant related party transactions :

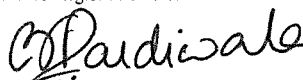
Sr. No.	Nature of Transaction	31 March 2019	31 March 2018
1	<b>Purchase of Fixed Asset</b> Godrej Agrovet Limited	2.62	-
2	<b>Sale of materials / finished goods</b> Godrej Agrovet Limited Godrej Industries Limited	12.14 0.68	162.07 1.19
3	<b>Purchase of materials / finished goods</b> Godrej Agrovet Limited Godrej Industries Limited	28,025.01 1.00	22,153.35 0.12
4	<b>Expenses charged to other companies</b> Godrej Agrovet Limited	4.47	56.59
5	<b>Expenses charged by other companies</b> Godrej Agrovet Limited Godrej Industries Limited Creamline Dairy Products Limited Godrej Consumer Products Limited	268.58 12.66 18.15 0.20	241.47 5.98 - -
6	<b>Intercorporate deposits given</b> Astec LifeSciences Ltd.	710.36	-
7	<b>Intercorporate deposits received</b> Astec LifeSciences Ltd.	700.00	-
8	<b>Outstanding receivables (net of payables)</b> Godrej Agrovet Limited Godrej Industries Limited Godrej Consumer Products Limited Creamline Dairy Products Limited	(535.45) (0.54) (0.20) (18.15)	(101.43) 0.16 - -

49 The disclosures regarding details of specified bank notes held and transacted during 8 November 2016 to 30 December 2016 has not been made in these financial statements since the requirement does not pertain to financial year ended 31 March 2019.

50 The figures for the previous year have been regrouped/ reclassified to correspond with current year's classification/ disclosure.

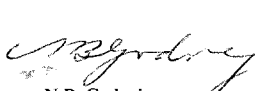
As per our report of even date attached.

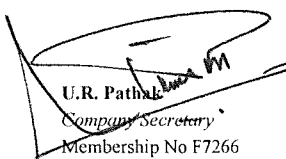
For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

  
Burjis Pardiwala  
Partner  
Membership No: 103595


Mumbai  
23 April 2019

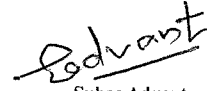
For and on behalf of the Board of Directors of  
Godrej Tyson Foods Limited  
CIN: U15122MH2008PLC177741

  
N.B. Godrej  
Chairman  
DIN: 00066195

  
U.R. Pathak  
Company Secretary  
Membership No F7266

Mumbai  
23 April 2019

  
B.S. Yadav  
Managing Director  
DIN: 00294803

  
Suhas Advant  
Chief Financial Officer  
Membership No.: 048962

