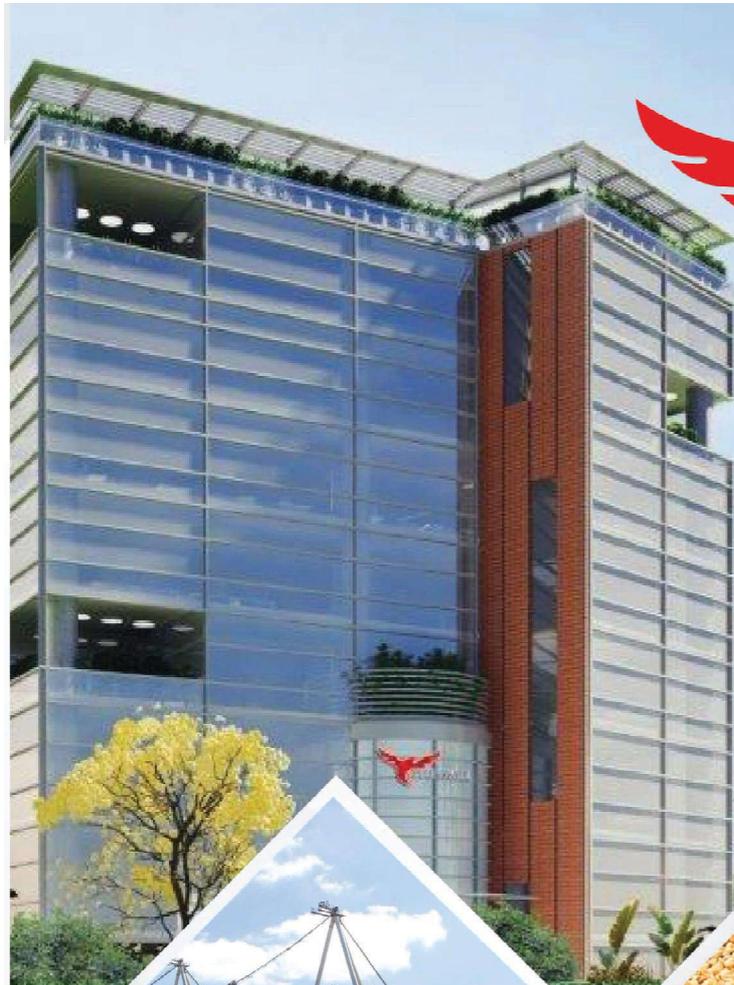
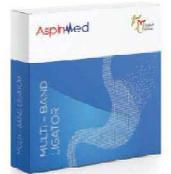




ASPINWALL
Since 1867



YEARS OF
MAKING
HISTORY

COFFEE DIVISION
LOGISTICS DIVISION
NATURAL FIBRE DIVISION
PLANTATION DIVISION
HEALTHCARE DIVISION

ANNUAL REPORT 2021/22

ASPINWALL AND COMPANY LIMITED

(CIN: L74999KL1920PLC001389)

Registered Office : Aspinwall House, Kawdiar- Kuravankonam Road, Kawdiar,
Thiruvananthapuram – 695 003.

CONTENTS

| | | | | |
|--|---|---|---|-----|
| Notice | - | - | - | 3 |
| List of Directors & KMPs | - | - | - | 19 |
| Directors' Report (including annexures) | - | - | - | 21 |
| Secretarial Audit Report | - | - | - | 52 |
| Independent Auditors' Certificate on Corporate Governance | - | - | - | 58 |
| CEO / CFO Certification | - | - | - | 60 |
| Independent Auditors' Report on the Financial Statements | - | - | - | 62 |
| Annexure to Auditors' Report | - | - | - | 68 |
| Standalone Balance Sheet | - | - | - | 76 |
| Standalone Statement of Profit and Loss | - | - | - | 77 |
| Standalone Cash Flow Statement | - | - | - | 78 |
| Notes Forming Part of the Financial Statement | - | - | - | 81 |
| Independent Auditors' Report on Consolidated Financial Statement | - | - | - | 143 |
| Annexure to Auditors' Report on Consolidated Financial Statement | - | - | - | 150 |
| Consolidated Balance Sheet | - | - | - | 153 |
| Consolidated Statement of Profit and Loss | - | - | - | 154 |
| Consolidated Cash Flow Statement | - | - | - | 156 |
| Notes Forming Part of the Consolidated Financial Statement | - | - | - | 159 |

ASPINWALL AND COMPANY LIMITED

Registered Office: "Aspinwall House", T.C.No.24/2269 (7), Kawdiar-Kuravankonam Road, Kawdiar, Thiruvananthapuram, Kerala – 695 003. Tel : 0471-2738900, E-mail: investors@aspinwall.in, Website: www.aspinwall.in

CIN: L74999KL1920PLC001389

NOTICE OF MEETING

NOTICE is hereby given that the 102nd Annual General Meeting (AGM) of the members of **Aspinwall and Company Limited** will be held on Wednesday, August 10, 2022 at 11:00 a.m. through Video Conferencing/ Other Audio Visual Means (VC), to transact the following business:

ORDINARY BUSINESS:

Item No.1: - Adoption of Financial Statements

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2022, including the audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.

Item No.2:- Declaration of dividend

To declare a first and final dividend on the equity shares of the Company for the financial year ended March 31, 2022.

Item No.3:- Appointment of Director

To appoint a director in place of Mr.Chemprol Raja Raja Varma (DIN: 00031924), who retires by rotation and, being eligible, seeks re-appointment.

Item No.4:- Appointment of Auditors

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

"RESOLVED THAT, pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, B S R and Co, Chartered Accountants (Firm Registration No. 128510W), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the one hundred and seventh (107th) AGM of the Company to be held in the year 2027, at such remuneration plus service tax, out-of-pocket, travelling expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

Item No.5:- Re-appointment of Mr.Adithya Varma (DIN: 02213375) as a Non-Executive Director

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

"RESOLVED THAT, pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Adithya Varma (DIN:02213375), who was appointed as a Non-Executive Director of the Company by the Board of Directors and who holds office July 31, 2022 in terms of Section 161 of the Companies Act 2013, be and is hereby re-appointed as a Non-Executive Director of the Company for a period of five years from August 01, 2022 up to July 31, 2027."

Item No.6:- Appointment of Mr.Thalasseril Raghavankutty Radhakrishnan (DIN: 00086627) as the Executive Director & CFO

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors (“Board”) and subject to the Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V (Part II Section II (A) of Schedule V), Mr.Thalasseril Raghavankutty Radhakrishnan (DIN: 00086627) who was appointed as an Additional Director to the Board with effect from May 17, 2022 (“appointment date”), in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Director and designated as ‘Executive Director & CFO’ of the Company, to hold office for a period of three years from the appointment date, for the remuneration as set out in the Explanatory Statement annexed to this Notice convening the Annual General Meeting, with liberty to the Board to alter and vary such terms and conditions including remuneration so as not to exceed the limits specified in Schedule V (Part II Section II(A) of Schedule V) of the Companies Act, 2013 (or any amendments thereto).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents to give effect to the aforesaid resolution.”

Item No.7:- Remuneration payable to M/s BBS & Associates, Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148 and the Companies (Audit and Auditors) Rules of the Companies Act, 2013, M/s BBS & Associates who were appointed as the Cost Auditors of the Company for the financial year ending March 31, 2023, by the Board of Directors at their meeting held on May 16, 2022, be paid a remuneration of Rs.2,25,000/- as audit fee (plus applicable taxes and out of pocket expenses related thereto).”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps as maybe deemed necessary to give effect to this resolution.”

June 15, 2022
Thiruvananthapuram

By order of the Board of Directors

NEERAJ R VARMA
Company Secretary

Notes:

1. Pursuant to the General Circular number 20/2020 dated May 05, 2020 and 2/2022 dated May 05, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.

2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.

3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (“the Act”).

4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.

5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 10, 2022. Members seeking to inspect such documents can send an email to investors@aspinwall.in.

6. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends.

7. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the Central Depository Services Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Mr.N.Balasubramanian, M/s BVR & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.

8. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

9. In compliance with the Circulars, the Annual Report 2021-22, the Notice of the 102nd AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).

10. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange, CDSL, and RTA and will also be displayed on the Company's website, www.aspinwall.in.

11. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

12. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

13. The Statement pursuant to Section 102 (1) of the Companies Act, 2013, with respect to the special business set out in the Notice, is annexed.

14. The Share Transfer Books and the Register of Members shall be closed from August 04, 2022 till August 10, 2022 (both days inclusive).

15. Members who wish to seek/desire any further information/clarification on the Annual Accounts are requested to send their queries, to the e-mail ID – investors@aspinwall.in, at least 72 hours in advance of the AGM.

16. To support the "Green Initiative" of the Ministry of Corporate Affairs, the members are requested to register their e-mail ids with our Registrar and Transfer Agents ("RTA"), M/s SKDC Consultants Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Tamil Nadu, India. E-mail: green@skdcconsultants.com.

17. E-Voting instructions are appended hereto.

18. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividends which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government. The Members who have not encashed their dividend warrant(s) so far for the financial year ended 2014-15 or any subsequent financial years are requested to lodge their claims with the Company.

19. The Ministry of Corporate Affairs notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, on September 5, 2016 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2016 on 28 February, 2017 ("IEPF Rules") which are applicable to the Company. In terms of the IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the last AGM i.e. August 26, 2021, on the website of IEPF viz. www.iepf.gov.in and on the website of the Company.

By order of the Board of Directors

June 15, 2022
Thiruvananthapuram

NEERAJ R VARMA
Company Secretary

Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 4: To appoint M/s. B S R and Co, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.

M/s. B S R & Associates LLP, Chartered Accountants, were appointed as the Statutory Auditors of the Company at the 97th Annual General Meeting ('AGM') held on August 02, 2017, for a period of 5 years, up to the conclusion of 102nd AGM. Pursuant to the provisions of the Companies Act, 2013, M/s. B S R & Associates LLP or any of its affiliate firms are eligible for re-appointment for a further period of 5 years. M/s. B S R and Co, being one of the affiliate firm, have given their consent for their appointment as Statutory Auditors of the Company and has issued certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder.

M/s. B S R and Co have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to appoint M/s. B S R and Co, Chartered Accountants, having registration No. 128510W, as the Statutory Auditors of the Company for a term of five consecutive years, who shall hold office from the conclusion of this 102nd AGM till the conclusion of the 107th AGM of the Company. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. M/s B S R and Co is a member firm of B S R & Associates, a network of firms, registered with the Institute of Chartered Accountants of India ("ICAI"). The firm holds the 'Peer Review' certificate as issued by 'ICAI'. The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution.

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

Item No.5: Re-appointment of Mr.Adithya Varma (DIN: 02213375) as a Non-Executive Director.

The Board of Directors, based on the recommendations of Nomination and Remuneration Committee, had appointed Mr.Adithya Varma, as a Director under the Non-executive category at the Annual General Meeting held on August 01, 2018, for the period till July 31, 2022. Mr. Adithya Varma, is one of the promoter shareholders holding 1.035% of the equity shares of the Company.

A brief profile of the said person is included in the Directors' Report.

Memorandum of Interest of relatives of Mr. Adithya Varma:

| Sl. No. | Name of relative | Relationship with Mr. Adithya Varma | No. of shares held in the Company | % of paid-up capital | Dividend received for the FY 2020-21 (in Rs.) |
|---------|--|-------------------------------------|-----------------------------------|----------------------|---|
| 1. | H.H.Pooruruttathi Thirunal Marthanda Varma | Brother | 211270 | 2.702 | 739445 |
| 2. | H.H.Gouri Lakshmi Bayi | Mother | 65890 | 0.843 | 230615 |

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

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

Item No.6: Appointment of Mr.Thalasseril Raghavankutty Radhakrishnan (DIN: 00086627) as the Executive Director & CFO

Mr.Thalasseril Raghavankutty Radhakrishnan was appointed as the Additional Director and was designated as the Executive Director & CFO with effect from May 17, 2022, at the Board Meeting held on May 16, 2022.

The Board after due consideration of the matter with reference to the provisions contained in Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule V (Part II Section II (A) of Schedule V), approved the following remuneration to be paid to Mr.Thalasseril Raghavankutty Radhakrishnan, subject to the approval of shareholders at the AGM.

The remuneration payable to Mr.Thalasseril Raghavankutty Radhakrishnan, as the Executive Director & CFO with effect from May 17, 2022, shall be as follows:

| Sl. No. | Particulars | Amount (In Rs. Lacs p.m.) |
|----------------|--------------------|----------------------------------|
| 1 | Basic Pay | 2.60 |
| 2 | HRA | 1.30 |
| 3 | Various Allowances | 2.92 |
| 4 | Annual Bonus | 6.75 |

Apart from the above, the following perquisites will also be given to Mr.Thalasseril Raghavankutty Radhakrishnan and these will not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- a) Company's contribution to Provident Fund at the rate of 12% of the Basic Pay.
- b) Company's contribution of 15% of Basic Pay to the Executive Staff Superannuation Fund.
- c) Leave Encashment as per the rules of the Company.
- d) Gratuity as per the Rules applicable to the Executive Staff of the Company.
- e) Mediclaim premium as per the rules of the Company.
- f) Provision of Car as per the Policy of the Company and Chauffeur.
- g) Personal Accident Insurance as per the Policy of the Company.

COMMISSION ON PROFITS:

In addition to remuneration/perquisites mentioned above, Commission on Profits was decided to be paid to Mr.Thalasseril Raghavankutty Radhakrishnan as detailed hereunder, provided the total remuneration including commission paid is within the limits of Part II Section II (A) of Schedule V of the Companies Act, 2013. The Commission would become payable after adoption of annual accounts at the Annual General Meeting and computation of profits would be in accordance with Section 198 of the Companies Act, 2013.

| | |
|--|---|
| Net Profit upto Rs.10 Crores in a given Financial year | : No commission payable |
| Net Profit of Rs.10 Crores and above upto Rs.30 Crores | : 1% of the total net profit in excess of Rs.10 Crores |
| Net Profit of Rs.30 Crores and above | : Rs.20 lakhs + 0.6% of profits in excess of Rs.30 Crores |

The Board, based on the recommendations of Nomination and Remuneration Committee, and in terms of the powers vested with the Board as per the Articles of Association of the Company, resolved to appoint Mr.Thalasseril Raghavankutty Radhakrishnan as Executive Director & CFO for a period of three years with effect from May 17, 2022 and fixed his remuneration, as detailed above, subject to the approval of the members at the Annual General Meeting.

None of the Directors except Mr.Thalasseril Raghavankutty Radhakrishnan, is interested in the above resolution. Mr.Thalasseril Raghavankutty Radhakrishnan, is interested to the extent of the remuneration receivable by him as Executive Director & CFO.

None of the other Key Managerial Personnel or their relatives are interested in the resolution.

Memorandum of Interest of relatives of Mr.Thalasseril Raghavankutty Radhakrishnan:

| Sl. No. | Name of relative | Relationship with Mr.Thalasseril Raghavankutty Radhakrishnan | No. of shares held in the Company | % of paid-up capital | Dividend received for the FY 2021-22 (in Rs.) |
|---------|--------------------|--|-----------------------------------|----------------------|---|
| 1. | Mini Radhakrishnan | Wife | 8 | Negligible | 28 |

Mr.Thalasseril Raghavankutty Radhakrishnan holds 224 equity shares of the Company and he has received Rs.784 as Dividend Income during the fiscal 2022 from the Company.

The resolution is commended to the members for approval.

Annexure forming part of the Explanatory Statement as required to be given pursuant to Part II Section II (A) of Schedule V of the Companies Act, 2013 for payment of remuneration to Executive Director & CFO:

I. Nature of Industry:

This Company is a multi-line business organization and is engaged in shipping and logistics, coffee processing and trading (including exports), rubber plantation, manufacture and trading including export of coir and natural fibre products.

II. Date or expected date of commencement of commercial production:

Incorporated in the year 1920, this Company has started its commercial production long back and has been in existence since 1867.

III. In the case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable.

IV. Financial performance based on given indicators:

| Particulars | For the year ended 31.03.2022 (₹ in lakhs) | For the year ended 31.03.2021 (₹ in lakhs) |
|----------------------------|--|--|
| Total Comprehensive Income | 1,522 | 700 |
| EPS | 20.04 | 8.26 |
| Net Worth | 15,133 | 13,885 |

V. Export Performance: Earnings in Foreign Exchange

| Particulars | For the year ended 31.03.2022 (₹ in lakhs) | For the year ended 31.03.2021 (₹ in lakhs) |
|---|--|--|
| Export of goods calculated on FOB basis | 8,780 | 9,161 |
| Others | - | - |

VI. Foreign investments or collaborators as on March 31, 2022:

| Number of Non-Resident Shareholders | Total shares held | As the percentage of the total paid-up share capital of the Company |
|-------------------------------------|-------------------|---|
| 66 | 43959 | Negligible |

There are no foreign collaborations as on date.

Information about the appointee:

a) Background details:

Mr.Thalasseril Raghavankutty Radhakrishnan joined Aspinwall and Company Limited during the year 1991 and was elevated to the position of CFO during the year 2007 and therefore has a work experience of more than 30 years in the operational divisions of the Company.

Remuneration (p.m.) drawn by Mr.Thalasseril Raghavankutty Radhakrishnan, as CFO as on May 16, 2022, is as below:

| | |
|------------------|---|
| SALARY | Rs.2.21 lacs |
| BONUS | As declared by the Management annually. |
| HRA | Rs.1.10 lacs |
| MEDICAL | Rs.0.18 lacs |
| OTHER ALLOWANCES | Rs.1.30 lacs (Various components included here are Executive Allowance, City Compensatory Allowance, Conveyance, Special Allowance and Medical Benefits) |
| VARIABLE PAY | Based on the performance and Variable Pay Policy of the Company. |

PERQUISITES NOT INCLUDED IN THE REMUNERATION

Apart from the above, the following perquisites were also given to Mr.Thalasseril Raghavankutty Radhakrishnan and these will not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- Company's contribution to Provident Fund at the rate of 12% of the salary.
- Company's contribution of 15% of Basic Salary to the Executive Staff Superannuation Fund.
- Gratuity as per the Rules applicable to the Executive Staff of the Company.
- Mediclaime premium as per the rules of the Company.
- Leave Encashment as per the rules of the Company.
- Reimbursement of chauffeur expenses as per the Policy of the Company.
- Reimbursement of car expenses as per the Policy of the Company.
- LTC as per the Rules of the Company which is as per the Income Tax Act, 1961.

Job Profile and his suitability:

Mr. TR Radhakrishnan is a Chartered Accountant qualified in the year 1988. He completed his articleship in various leading Chartered Accountant firms in Kochi, Kerala. Thereafter he worked as Asst. Manager in one of the Big Four Audit Firms in Kochi.

Considering his vast experience and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on May 16, 2022 approving appointment of Mr. Thalasseril Raghavankutty Radhakrishnan, as Additional Director and was designated as the Executive Director & CFO of the Company for a period of 3 years with effect from May 17, 2022.

This is subject to the approval of the shareholders at this Annual General Meeting.

Remuneration proposed:

As detailed in the Explanatory Statement, above.

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Owing to the diversified nature of business of the Company there is not much comparison available in the market in terms of Companies having similar nature of businesses.

Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Mr. Thalasseril Raghavankutty Radhakrishnan, was employed in the Company as CFO till the date of appointment as Executive Director & CFO.

III. Other Information:**(1) Reasons of loss or inadequate profits:**

The Company has been making consistent profits from Coffee Division, barring the volatilities in the market as the crop is a commodity, in nature. The major crop of the Division is Monsooned Coffee, which are procured during the season. The actual harvest depending on weather, which can vary and correspondingly the procurement price also shall vary according to the supply demand ratio. The said procurement after processing shall be sold upto the month of September in the succeeding year. Therefore, any adverse price movements in the global markets which is totally a different platform controlling the international market prices, during this period, is a risk attached to this particular segment. Also being seasonal product, we have to complete the procurement during the season and actual sales will depend on the actual demand of the product till end of September, next year.

The rubber division, being an agricultural produce, the sales and production depends on movement of prices and harvest based on weather conditions on which the Company does not have any control. During the later part of FY 2020-21, the prices started improving and we were able to get better prices during the FY 2021-22. Unfortunately, due to adverse weather conditions, the harvest and corresponding sales have come down drastically.

Due to the changing policies of the Government and economic scenario, the volume of bulk cargo vary from time to time and has been diminishing year after year, for the Logistics Division.

The Natural Fibre Division of the Company has been performing substantially lower, over the past few years, due to the increase in freight costs affecting the export business of the Division.

(2) Steps taken or proposed to be taken for improvement:

The Plantation Division has been showing signs of improvement during the past couple of years, due to the improvement in the said commodity price. However, rubber being an agricultural produce, is largely dependent on the international movement of prices based on the harvest and the weather conditions. In spite of the said unpredictability in the prices of the product, the Company has been cutting down costs and operational expenses, wherever possible. The Company is also looking for inter-cropping wherever possible to ensure maximum income other than rubber.

The Division is exploring the possibilities of reaching the end customer outside India where the margins are likely to be slightly better. Meanwhile, the Division is also looking to expand the domestic base. The Company is also looking to reduce the operating expense to the maximum extent possible.

Coffee Division has been performing consistently well for the past few years, inspite of the volatility nature of the commodity price market. The said product is also dependent and controlled by international prices and movement of exchange rates. In order to mitigate in loss due to lower margin, the Company is taking maximum efforts to improve the volume of exports.

The Division's main business comprising of bulk handling are concentrated on fertilizers, coal, food grains which is largely dependent on Government Policies and weather conditions. In addition to that the Division is trying to expand its freight forwarding business to other locations as well.

(3) Expected increase in productivity and profits in measurable terms

Company is expecting not less than 10% growth in its profits by fiscal 2024-25.

Due to severe shortage of Coffee, the availability is limited and hence the second half of FY 2022-23 and the first half of FY 2023-24 will be affected. Any improvement is possible only from FY 2024-25. The Company is trying to mitigate the said expected loss by improving the performance of logistics division and plantation.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Item No.7: Remuneration payable to M/s BBS & Associates, Cost Auditors

The Board on the recommendation of the Audit Committee has approved the appointment of M/s BBS & Associates, Cost Accountants, Ernakulam, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2023. The Board has also approved the payment of Rs.2,25,000/- as audit fee (plus applicable taxes and out of pocket expenses related thereto).

Accordingly, consent of the members is sought for passing an Ordinary resolution as set out in item no.6 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

None of the Directors, KMPs or their relatives are interested in this resolution.

The Board recommends the resolution set forth in Item No.7 for the approval of members.

By order of the Board of Directors

June 15, 2022
Thiruvananthapuram

NEERAJ R VARMA
Company Secretary

CDSL e-Voting System – For Remote e-voting and and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No.02/2022 dated May 05, 2022. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.aspinwall.in/financials-new/>. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on August 07, 2022 at 09:00 a.m. and ends on August 09, 2022 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 03, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> |

| | |
|---|--|
| | <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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

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

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|--|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> ● If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

(vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant ASPINWALLAND COMPANY LIMITED on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@aspinwall.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@aspinwall.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investors@aspinwall.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@aspinwall.in.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

ASPINWALL AND COMPANY LIMITED

(CIN: L74999KL1920PLC001389)

Registered Office : Aspinwall House,
Kawdiar- Kuravankonam Road, Kawdiar,
Thiruvananthapuram – 695 003.

Directors as on March 31, 2022 :

Mr. M. LAKSHMINARAYANAN (Chairman)

Mr. RAMA VARMA (Managing Director)

Mr. RAJESH S (Executive Director & CEO)

Mr. C.R.R. VARMA

Mr. SUSHIL KRISHNAN NAIR

Mrs. NINA NAYAR

Mr. ADITHYA VARMA

Mr. VIJAY K NAMBIAR

Mr. K SRINIVASAN

Chief Financial Officer :

Mr. T. R. RADHAKRISHNAN

Company Secretary :

Mr. NEERAJ R VARMA

Auditors :

M/s. B S R & ASSOCIATES LLP

Bankers :

CANARA BANK

STATE BANK OF INDIA

HDFC BANK

FEDERAL BANK

Registrar and Share Transfer Agents :

SKDC CONSULTANTS LIMITED

BOARD'S REPORT

To the members,

We are pleased to present the Report on our business and operations for the year ended March 31, 2022.

1. RESULTS OF OUR OPERATIONS

| Sl. No. | Particulars | FY 2021 - 22 | FY 2020 - 21 |
|---------|---|---------------|---------------|
| | | ₹ In Lakhs | ₹ In Lakhs |
| 1 | Revenue from operations | 25,473 | 24,971 |
| 2 | Expenses | (23,643) | (23,838) |
| 3 | Earnings before Interest, Tax, Depreciation, Amortisation and exceptional items | 1,830 | 1,133 |
| 4 | Depreciation and amortisation expenses | (369) | (322) |
| 5 | Finance cost | (296) | (419) |
| 6 | Exceptional items | 331 | Nil |
| 7 | Other income | 389 | 527 |
| 8 | Profit before Tax | 1,885 | 919 |
| 9 | Tax Expenses | (318) | (273) |
| 10 | Profit after tax | 1,567 | 646 |
| 11 | Other comprehensive (Loss)/ income | (45) | 54 |
| 12 | Total comprehensive income for the year | 1,522 | 700 |
| 13 | Opening Balance- Retained Earnings | 1,453 | 1,153 |
| 14 | Transfer to General Reserve | (1,100) | 400 |
| 15 | Dividend and Dividend tax : | | |
| | Final | (274) | Nil |
| | Interim | Nil | Nil |
| | Total | (274) | Nil |
| 16 | Closing Balance - Retained Earnings (12+13-14-15) | 1,601 | 1,453 |
| 17 | General Reserve | 12,750 | 11,650 |
| 18 | Retained Earnings | 1,601 | 1,453 |
| 19 | Total | 14,351 | 13,103 |
| 20 | EPS | 20.04 | 8.26 |

2. CORPORATE GOVERNANCE

We believe good corporate governance is an essential foundation of our corporate philosophy, which ensures oversight and accountability, ethical corporate behaviour and fairness to all the stakeholders comprising investors, regulators, employees, customers, vendors and the society at large. As required by the SEBI (Listing Obligations and Disclosure Requirements), 2015, we attach herewith the Corporate Governance Report with the Auditor's Certificate thereon.

3. MANAGEMENT DISCUSSION & ANALYSIS (M.D.&A.)

Pursuant to the Listing Regulations 2015, a separate composite and comprehensive report on Management Discussion and Analysis has been attached to this report.

4. BUSINESS PORTFOLIOS AND PERFORMANCE:

Our Company is a multi-line business organization and is engaged in Logistics services, Coffee processing and trading, Rubber plantations, manufacture and trading of Natural Fibre products.

Coffee Division:

As per the post-monsoon estimate of Coffee Board of India, Indian Coffee production for the FY 2021-22 is to be around 348,500 MT (Arabica 99,000 MT & Robusta 249,500 MT) as compared to the previous year production of 3.42 lakhs MT. Even though Coffee Board has predicted 99,000 MT of Arabica production, the trade estimation is much lower, i.e, around 65,000 MT, of which Dry Cherry will be around 15% only and in case of Robusta, the estimated trade is 267,000 MT.

The coffee exports from India for the FY 2021-22 is 418,610 MT which includes around 94,700 MT of re-exports of soluble coffee & carry-over stocks from previous FY. In Europe, the main export destination for Indian coffee, out-of-home consumption which was hit badly by the pandemic in 2020 is slowly showing progress. Italy, Germany and Belgium are the top three buying countries of Indian coffee.

The latest provisional outlook for total production by International Coffee Organisation (ICO) in coffee year 2021/22 is 167.2 million bags, a 2.1% decrease as compared to 170.83 million bags of the previous coffee year. One of the main contributing factors is Arabica production, which is expected to decline by 7.1% to 93.97 million bags, from 101.16 million bags in 2020/21, while the production of Robusta is gauged as to grow 5.1% to 73.2 million bags, up from 69.67 million bags in the previous year. Production in Asia and Oceania is estimated to grow by 7.1% in 2021/22, up from 48.0 million bags to 51.4 million.

World coffee consumption is projected to grow by 3.3%, to 170.3 million 60-kg bags in the FY 2021-22 as compared to 164.9 million for coffee for the FY 2020-21. In FY 2021-22, consumption is expected to exceed production by 3.1 million bags. Supply and demand trends may be affected by variations due to the downturn in the world economy, increased cost of inputs and production as well import and consumption due to the conflict in Ukraine.

The negative impact on coffee consumption experienced during the coffee year 2019-20 with the outbreak of the Covid-19 pandemic is fading as consumption is regaining its normal trend. Consumption in importing countries and domestic consumption in exporting countries are expected to grow by 1%-3%. While global consumption is steadily increasing, Indian consumption is showing a 0.3% increase, but still, tea continues to be the hot drink choice for many Indian consumers.

From the month of August, 2021, onwards there is an acute shortage of containers for export which has led to a drastic increase in freight rates to Europe & all other parts of the world. Most of our shipments were delayed due to container shortage or non-availability of confirmed freight rates from our buyer.

Our Company being one of the finest producers of specialty coffee in India, have Monsooned only 3130 MT during the season, out of which 70% to 75% is the only exportable grade, balance being the lower grades which will be normally sold in the domestic market based on demand. We have exported 2500 MT of Monsooned coffee in FY 2021-22. Our exports are to Switzerland, Germany, Italy, UK and Scandinavian countries like Norway, Sweden which comprises 85% of our total market and the balance to Australia, USA, Japan, and Russia.

During the first half of the FY 2021-22 the sales were affected by the continued COVID-19 Pandemic, situation gradually improved thereafter and we could perform better when compared to last two years. The Government has reduced the Interest Equalisation benefit from 5% to 3% during the FY 2021-22. In addition to this, there was reduction in export incentives also for the year. These factors had affected the Net Profit of the Division. However, the total finance cost incurred for the year was considerably lower than the previous year due to lower utilization of finance. Better prices and exchange realization have also helped in improving the net profit from the division. Further, during the year we have also sold Region labelled/ Single estate coffees like earlier, which will be a focused sales diversification for us.

India exports over 70 percent of its coffee production. The price of arabica coffee futures, a global benchmark, hit a seven-year high of \$2.07 per pound towards the end of July 2021 and continued to increase till the month of February, 2022 sparked by the concerns over supply, due to climate adverse conditions in major producing countries, increasing freight costs, container shortage and Russia - Ukrainian conflict coupled with COVID-19 lockdown restrictions disrupting trade flows in Asia. Prices of Arabica coffee have recorded substantial increases while those of Robusta coffee registered a moderate upturn.

Due to the high price of Arabica, Indian coffee producers are fully washing their cherry coffee and making it Parchment to get higher realisation. Parchment prices for this season have doubled compared to last year. Hence the scarcity of cherry had resulted in its skyrocketing of prices. Every year only 20% of Arabica used to go for Dry Cherry out of total Arabica production, this year this was further reduced to 15% of the total arabica production which led to acute shortage and thereby substantial increase in the prices of Arabica cherry in the domestic market. Coffee growers were holding on to their stock during the purchase season- expecting prices to go up further, which also led to a tough competition in the domestic market. The increase in the purchase price of Arabica Cherry is more than the proportionate increase in International Market. Even if the international market price is coming down by a few points, the price in the domestic market is not reducing proportionately to the international market.

The lower cherry production will adversely affect our Monsooned Malabar coffee production since only the high-quality Arabica Cherry AA & A can be used for Monsooning. Considerable reduction in our Monsooned coffee sales is expected for the coming season since the quality raw material shortage is already visible.

Logistics Division:

During the year, Aspinwall Shipping Division at Mangalore handled 7.6 lakhs MT of cargo, the major component of which was fertiliser and sugar. The imports of MOP reduced compared to last FY due to the higher prices in the global market.

During the year, the logistics division at Mangalore received Excellence Awards, 2022, from New Mangalore Port Authority, for bringing the highest volume of sugar as C&F agent and second one for handling 2nd highest volume of Export Cargo at New Mangalore Port Authority.

The Business activity, during the FY 2021-22, post Covid has been positive for the logistics forwarding industry, even though the freight rates were globally high constrained with space and equipment shortages. During this period, the Exim Industry's requirements and demand had grown as compared to previous years. All Logistics branches dealing in forwarding could secure increased business volumes in all activities viz- Custom Clearance, Freight Forwarding, which helped in garnering improved revenue earning and margins.

Mumbai branch posted its highest volumes in all segments of activities and revenues. New Delhi, Chennai and Bangalore branches also improved the performance as compared to previous years. Goa Branch also performed well compared to previous years, despite disruption in feeder services.

There have been frequent changes in vessel schedules and curtailment of services by the carrier's along-with transshipment delays, congestions and Covid related restrictions & lock downs in certain countries, effecting cargo movements.

The situation with regard to Freight rates, space and equipment shortages are gradually improving. However, the impact of the prevailing conflict, restrictions, sanctions and economic situation are yet to be unfolded.

The overall outlook for FY 2022-23 in performance is expected to be positive.

Plantation Division:

The global production of Natural Rubber (NR) is projected to register a CAGR (Compound Annual Growth Rate) of 5.0% during the long-term period of 2022-2027. However, in the short-term, the outlook is showing negative sentiments due to factors such as continuing COVID-19 lockdowns in several parts of China, Russia – Ukraine war and massive economic sanctions announced on Russia, and the worsened global supply chain disruptions.

The manufacturing activities world over are hit by disrupted supply, over-heated inflation and escalated raw material prices. The automotive industry witnessed a slump that affected the rubber industry. Many top players in tyre industry had shut down their operations during the COVID pandemic.

However, the resurgence of the automobile market across countries is anticipated to increase the demand for natural rubber production. The rise in demand for latex products, such as catheters, gloves, and belts, is also a factor that is likely to aid in the growth of the rubber market.

China is the world's largest importer and consumer of natural rubber, consuming around 40 % of the total global output annually. China being one of the major three automobile manufacturers in the world, the increasing growth of the automobile industry has resulted in increased demand for Natural Rubber. Therefore, the rising demand for latex products coupled with the stable growth of the automobile and construction industry will prove beneficial for the rubber market. Thus, the market is anticipated to record steady growth during the long term. Having said that, the supply-demand fundamental is likely to remain unfavorable to Natural Rubber until China lifts its massive lockdowns and a ceasefire is reached between Ukraine and Russia.

The Natural Rubber production of India for FY 2021-22 is lower than the targeted harvest of 8.00 lakh MT. The main reason for crop loss is the adverse agro-climatic conditions, especially heavy rains in Kerala during October – November 2021, the peak cropping season. Our plantation division could harvest a crop of 8.73 lakh kgs against a targeted production of 9.65 lakh kgs, showing a deficit of 9.5%. Considering the major set backs in production faced by other large rubber estates and also the dampening effect of adverse factors affecting crop production, our harvest of 90.5 % the budgeted crop is, in no way, a bad achievement. Needless to mention that our Yield per Ha of 1300 Kgs is one of the best in the industry for the season 2021-22.

On the other hand, the Natural Rubber prices during FY 2021-22 witnessed some of the most remunerative levels of the last 7 years. Natural rubber prices have risen more or less steadily since April 2020, when they plunged to decade lows. The division could exit the year registering a remarkable operational profit, thanks to the good prices and the continued focus on generating additional income from minor crops (especially Areca nut), timber sale, etc., reduction in various operating expenses, apart from strategies to enhance productivity and improving the sales premium through better quality/services. Our division was honoured by the receipt of a memento from the Bureau of Indian Standards, in recognition of our firm's dedication to quality and wonderful association with BIS for more than 25 years.

The estate could implement for the first in its history, introduction of contract tapping using outside workers) in one of our regular tapping areas (This is apart from the normal practice of giving slaughter tapping areas for contract tapping). This could bring about substantial cost savings including saving in fixed costs like bonus, gratuity, salary of supervisor staff, etc. This is a remarkable achievement, considering the fact that most of the other plantations are still struggling to implement this, in view of the stiff opposition from workers/Trade unions. Above all, the labour situation in the estate has become quite peaceful.

The good prices are likely to continue in the FY 2022-23 also, on account of the increasing demand - supply gap and other obvious reasons which could bolster the commodity prices.

Natural Fibre Division:

During the year under review, export of coir products from India has decreased by some accounts more than 31% overall as compared to the previous year. Few products used in agriculture and soil stabilization such as coir pith and geo textiles are showing better resilience but only from direct manufacturers, while purely decorative items such as door mats and matting, which forms the bulk of the industry is exhibiting a much larger decline.

Rising freight costs (up 400%) and container shortages continue to disrupt the coir export business. Most large exporters are facing significant loss of business and considerable delay in executing even the small trickle of orders that are available. Coir yarn price continues to tumble down to a level more than 40% less as compared to the previous period, which clearly indicates the production scenario (or lack of) in the industry as a whole. Many production units are idle and the ones which are still running are far below optimum capacity.

The sales turnover of the Natural Fibre Division for the year under review was lower than originally expected. Compared to the previous financial year 2020-21 which recorded the highest sales and profits till date, the current year has substantial decline in sales which has also adversely affected the bottom line. A large variance (over 30%) in imported raw materials costs resulting in uncertainty in purchase prices coupled with unprecedented ocean freight increases had influenced the buying decision of many large clients. As a result, the division has also faced cancellation of large volume orders during the 1st half of the year under review. Also, most of the shipments were delayed due to ocean freight rate increases and general disruption in ocean transportation, resulting in delay from the clients awaiting better rates to ship the cargo, despite the cargo being ready on time. Our factory was literally shut down for about three months as it was choked full of finished products awaiting shipments. The order situation further worsened during the 2nd half of the year with very few new orders. All in all, it was a very challenging year with reduction in sales to all major clients.

Over the last few years, the division has made significant gains in cost control. With the installation of a Zero-Discharge Effluent Treatment Plant and Air Handling/Filtration System which permitted in-house printing at the Pollachi factory, thereby helped to bring down the painting costs by about 40% as compared to outsourced printing. Various efforts taken to reduce the cost of paint resulted in a reduction of 15% in the current paint cost. The Division has installed a 30 KVA online industrial UPS with a backup of 30 minutes to reduce productivity loss and waste generation due to frequent interruptions in mains power supply. Various ancillary efforts with the composition of PVC compound along with the efforts listed above has helped bring down the production costs to a desired level.

In order to overcome printing delays and the problems associated with drying of mats particularly during the monsoon period (which is our peak shipment period), we have installed a thermal dryer using the waste heat from our boiler, which reduces both costs and manpower, and speeds up shipments.

Based on our ongoing efforts to control operating costs, we are progressively reducing our workforce from a peak level to a more manageable strength. The reduction in workforce is part of the overall cost control measures under the present scenario. However, it is evident that one cannot overcome the current conditions by cost control alone.

The coir mats industry is going through a challenging phase and indications are that the order position for all coir products will remain static or decline further in the year 2022-23 and possibly even 2024 due to high freight rates and disruptions continuing in container and vessel availability. Under the current scenario, buyers are not entertaining new orders and we have no reason to expect that conditions will change for the better quickly.

It is therefore the right time to look at new strategies to sustain and grow our business. With the worldwide success of online merchandizing, particularly in the better organized Western Markets, it is felt this could be a potential game changer for our industry (as it could prove to be for many types of business). The biggest advantage is to have potential direct access to the end consumer and better margins by eliminating the middle-man (who always works at the lowest possible price), by working through various online platforms. We have to take this on a global scale (USA/UK/EU/S-E Asia and India) through all platforms that have significant market access in each Country (including India). One other advantage is that if we take up this strategy quickly at least in the USA, which is the largest market for our products, on a trial basis, we have a good chance to gain a significant leg-up on our local competitors who seem reluctant to change their existing business practices. This could help us quickly expand to other markets and work towards levelling the field and overcome the turnover handicap existing at present.

Moving over to an International Online Business is not an easy task and we will require a top-level experienced executive to oversee this function and a back-office in each region for his support. It is also anticipated this will take a minimum 2-3 years to attain traction, particularly in the International Markets of interest to us. However, the earlier we execute our strategy the quicker the rewards and potential for large gains over our competitors.

5. INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:

The Company has in place adequate systems of internal control commensurate with the size and nature of its operations. These have been designated to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies.

For the FY 2021-22, M/s.Suri & Co., Chartered Accountants, was appointed to oversee and carry out internal audit of its activities. The audit is based on an internal audit plan, which is reviewed every year in consultation with the Statutory Auditors and the Audit Committee.

The Audit Committee of the Board of Directors of the Company reviews the Audit Reports submitted by the internal auditors. Suggestions for improvement are considered and the Audit Committee follows up on corrective action and reviews the positive remedial actions taken.

Based on the recommendations of the Audit Committee, the Board at its meeting held on May 16, 2022, has appointed M/s BDO India LLP, Chartered Accountants, as the Internal Auditors of the Company for carrying out the internal audit of the Company for the FY 2022-23.

Cautionary Statement

Certain statements made in this Report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations whether expressed or implied. Several factors could make significant difference to the Company's operations. These include climatic and economic conditions affecting demand and supply, government regulations and taxation, natural calamities over which the Company does not have any direct control.

6. PERFORMANCE OF THE COMPANY:

The revenue from operations for the FY 2021-22 was at Rs.25,473 lacs was marginally higher in comparison to the previous year's figure of Rs. 24,971 lacs. EBITDA (before exceptional items) was Rs.1,830 lacs during the FY 2021-22 as compared to the EBITDA of Rs.1,133 lacs (before exceptional items) in the FY 2020-21. During the year, the total comprehensive income was Rs.1,522 lacs as against Rs.700 lacs for the last year.

Transfer to Reserves

The Company proposes to transfer an amount of Rs.11,00,00,000/- (Rupees Eleven Crores only) from the profit available for appropriation to the General Reserves, during the year for various requirements including future business development.

Dividend

The Board of Directors of your Company had declared a first and final dividend of Rs.6.00 per equity share for the FY 2021-22 as compared to the First and Final Dividend of Rs.3.50 per equity share for the FY 2020-21.

7. DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

Human potential has been perceived as a powerful resource right from the founding stage of Aspinwall wherein the Company makes continuous and concerted efforts to groom its human resources (HR) to meet with the present and future challenges in the field of Technology and Management functions and also focuses on providing an environment conducive for grooming employees to enable them to contribute on a continuous basis for the growth of the organization and also to meet with the rapidly changing economy.

The company is deeply concerned about its HR which is a prime asset for improvement and enhancement of productivity and profitability. Very harmonious, cordial and healthy industrial relations prevailed throughout the year.

The total strength of human asset of the Company as on March 31, 2022 was 747 compared to 728 in the previous year.

8. WHOLLY-OWNED SUBSIDIARIES:

The Company has five wholly-owned subsidiaries as on March 31, 2022, including Aspinwall Technologies Limited in voluntary liquidation. There are no associate companies or joint venture companies within the meaning of Section 2 (6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of business of the subsidiaries.

However, considering the inactivity of Aspinwall Technologies Limited, the Board of Aspinwall had decided to wind-up the said Company through voluntary winding up route. Based on the same, the Board and the shareholders of Aspinwall Technologies Limited has approved the winding up of the said Company, including the appointment of liquidator to conduct the liquidation proceedings. Based on the same, NCLT, Kochi Bench, has approved the dissolution of Aspinwall Technologies Limited vide order dated April 28, 2022.

Pursuant to the provisions of the Section 129 (3) of the Act, a statement containing the salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company. Further, pursuant to the provisions of the Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with the relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

Following are the brief description of the wholly-owned subsidiaries of the Company:

8.1 Malabar Coast Marine Services Pvt. Ltd.

The main activities of this Company are stevedoring and freight forwarding, mainly in the port of Mormugao (Goa).

8.2 Aspinwall Geotech Ltd.

Aspinwall Geotech Limited was formed for carrying on the business of Geotextiles. However, a major fire accident in the year 2002 had damaged a critical machinery and since then no commercial activity has been possible.

8.3 SFS Pharma Logistics Private Limited

SFS handles clinical trial/Pharmaceuticals/Biological sample and other temperature sensitive shipments by providing a validated VIP packaging as well as data loggers.

SFS has a global presence with its own offices in 12 countries including India & has validated partners in other countries which are SOPs driven too.

The Mumbai office of SFS Pharma & key locations are equipped with freezer/chillers/VIP & Thermal packaging/temperature monitoring systems and other required amenities/devices to provide quality solutions to valuable customers.

The company has performed very-well during the year, which is very encouraging and the same motivates us to do better in upcoming years.

Due to the on-going pandemic of COVID 19, the company/division has been affected by many-ways, still the division has shown excellent performance this year in-terms of profitability. The Company is expected to maintain this business momentum for FY 2022-23, because company/division has a good customer base of Pharma/Healthcare companies.

In the above context, the company/division has a plan to further invest in equipment/infrastructure, manpower, packaging etc for FY 2022-23 for strengthening its capability including commencing its operations in other locations, as well.

8.4 Aspinwall Healthcare Private Limited

The Company had incorporated a wholly-owned subsidiary Company, namely, Aspinwall Healthcare Private Limited during the FY 2019-20. The Company was incorporated for the purpose of manufacture and trading of medical equipment and accessories. The Company has set-up a factory at Aluva, Kochi, Kerala, for the manufacturing and sales of Multi-Band Ligators used for liver-cirrhosis patients.

During the FY 2021-22, the Company has received the Drug Licence for the manufacture and sale of the said product. Necessary sales personnel have been appointed by the Company to canvas the business from hospitals. Although there are unlicensed competitors in the market charging lower prices, the Company has been creating awareness among the product stakeholders regarding the quality and complied product. The Company is expected to reach profitable levels by FY 2023-24.

9. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the Section 134 (5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. they have 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 the affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the directors have prepared the annual accounts on a going concern basis;
- v. the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Changes in Directors

During the year under review, Mr. Krishnaswamy Srinivasan (DIN:00088424) was appointed as Independent Director, by the shareholders at the Annual General Meeting held on August 26, 2021, for a period till September 30, 2025.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel (“KMP”) of the Company as on the end of the FY 2021-22 are – Mr. Rama Varma, Managing Director, Mr. T.R. Radhakrishnan, Chief Financial Officer, Mr. Rajesh. S, Executive Director & CEO and Mr. Neeraj R Varma, Company Secretary.

There were no changes to the list of KMPs of the Company during the FY 2021-22.

The Independent Directors of the Company have submitted a Declaration under Section 149 (7) of the Act, declaring that they meet the criteria of independence under the said Act.

Number of meetings of the Board

Five meetings of the Board of Directors were held during the year. For details of the meetings of the Board, including the attendance details, please refer to the Corporate Governance Report, which forms part of this report.

Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by SEBI (LODR) Regulations, 2015 and based on the Guidance Note on Board Evaluation issued by SEBI. The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as composition of committees, effectiveness of committee meetings, etc. The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role. In a separate meeting of the independent directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into the views of the Managing Director and Non-Executive Director. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

Policy on directors’ appointment and remuneration and other details

The brief description of the Company’s policy on Director’s appointment and remuneration and other matters, has been disclosed in the Corporate Governance Report, which forms part of this Report.

Audit committee

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report, which forms part of this Report.

11. AUDITORS:

Statutory Auditors

Pursuant to the provisions of the Companies Act, 2013, the Company, at its AGM held on August 02, 2017, had appointed M/s. B S R & Associates LLP, Chartered Accountants (Firm Registration No.116231W/W-100024), as the Statutory Auditors of the Company for a period of five years till the conclusion of the 102nd AGM of the Company to be held in the year 2022.

Based on the recommendations of the Audit Committee, the Board at its meeting held on May 16, 2022, has approved the appointment of M/s B S R and Co (Firm Registration Number: 128510W) as the Statutory Auditors of the Company for a period of five years from the conclusion of the ensuing AGM till the conclusion of 107th AGM of the Company to be held in the calendar year 2027. M/s B S R and Co, Chartered Accountants, is an affiliate firm of the present statutory audit firm i.e., M/s B S R & Associates LLP, Chartered Accountants.

Cost Auditors

M/s BBS & Associates, Cost Accountants (Registration No.00273), were the Cost Auditors of the Company for the FY 2021-22. The Board of Directors at their meeting held on May 16, 2022, has approved the re-appointment of the said firm as the Cost Auditors of the Company for the FY 2022-23 and has also recommended the Audit Fee payable to them. As per the provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, audit fee payable to the Cost Auditors is to be ratified by the members of the Company.

Secretarial Auditors

M/s BVR & Associates, Company Secretaries LLP (AAE-7079), were appointed as the Secretarial Auditors of the Company for the FY 2021-22.

Auditor's Report and Secretarial Audit Report

The Secretarial Audit Report has been issued by M/s BVR & Associates, Company Secretaries LLP (AAE-7079), and the said Report does not contain any qualification or adverse remarks. The report of the Secretarial Auditor is given as an Annexure, which forms part of this Report.

The Statutory Auditor's Report, which also forms part of this Annual Report, does not contain any qualification or adverse remarks.

12. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The details of the loans/guarantees advanced by the Company to its wholly-owned subsidiaries of the Company is given as an Annexure to this Report.

13. TRANSACTIONS WITH RELATED PARTIES

None of the transactions with related parties falls under the scope of Section 188 (1) of the Act. Information on transactions with related parties pursuant to Section 134 (3) (h) of the Act read with Rule 8 (2) of the Companies (Accounts) Rules, 2014, are given as an Annexure in Form AOC-2 and the same forms part of this Report.

14. CORPORATE SOCIAL RESPONSIBILITY

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out as an Annexure of this Report in the format prescribed in the Companies (Corporate Social Responsibility) Rules, 2014. For other details of the CSR Committee, please refer to the Corporate Governance Report, which forms part of this report. The Policy is available on the website of the Company (URL: <http://aspinwall.in/corporate-governance.php>).

15. ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2022 is available on the Company's website on www.aspinwall.in.

16. PARTICULARS OF EMPLOYEES

There are no employees drawing remuneration more than the prescribed levels as mentioned under Section 197 of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the subsequent amendments thereto. The other information required under the said provisions are given below:

The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

| Name of Directors | Ratio to median remuneration |
|---|------------------------------|
| Non Executive/Independent Directors* | |
| Mr.C.R.R. Varma* | 2.05 |
| Mr.Adithya Varma* | 1.37 |
| Mr.M.Lakshminarayanan* | 2.73 |
| Vice Admiral Sushil Krishnan Nair (Retd.)* | 3.19 |
| Ms.Nina Nayar* | 1.37 |
| Mr.Vijay K Nambiar | 2.73 |
| Mr. K.Srinivasan@ | 1.37 |
| Whole-Time Directors | |
| Mr.Rama Varma – Managing Director | 48.30 |
| Mr.Rajesh S - Executive Director & CEO | 52.85 |

*The remuneration for Non-Executive/Independent Directors are the Sitting Fees paid to them for attending the Board/Committee meetings held during the year. The same, varies, based on their attendance at the meetings.

- b) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year:

| Directors, Chief Financial Officer and Company Secretary | % increase in remuneration in the financial year |
|--|--|
| Mr.C.R.R. Varma* | -10.00 |
| Mr.Adithya Varma* | -5.88 |
| Vice Admiral Sushil Krishnan Nair (I.N.Retd.)* | 17.89 |
| Ms.Nina Nayar* | -40.74 |
| Mr.M.Lakshminarayanan* | 2.13 |
| Mr.Vijay K Nambiar* | 2.75 |
| Mr.Rama Varma (Managing Director) | 10.23 |
| Mr.Rajesh S (Executive Director & CEO) | 3.10 |
| Mr.K.Srinivasan* | 14.29 |
| Mr.T.R.Radhakrishnan (Chief Financial Officer)& | 51.57 |
| Mr.Neeraj R Varma (Company Secretary)& | 37.09 |

* The remuneration for Non-Executive/Independent Directors are the Sitting Fees paid to them for attending the Board/Committee meetings held during the year. The same, varies, based on their attendance.
&Increase is due to Variable Pay and Bonus components during the year.

- c) The percentage increase in the median remuneration of employees in the financial year: 7.98%
- d) The number of permanent employees on the rolls of the Company as on March 31, 2022: 747.
- e) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**
The average annual increase made in the salaries of employees other than managerial personnel was 17.10%.
Increase in the remuneration of managerial personnel for the year was 16.75%.
- f) The Company affirms that the remuneration is as per the remuneration policy of the Company.
- g) The top 10 employees of the Company in terms of the remuneration drawn during the year 2021-22 are enclosed as Annexure to this Report.

17. DEPOSITS FROM PUBLIC

As reported last year, the Company has stopped accepting/renewing Fixed Deposits and has repaid all the Fixed Deposits as on March 31, 2015. The unclaimed interest amounts relating to the earlier Fixed Deposits are lying in the Interest Warrant Bank Account of the Company and is being transferred to the Investors' Education and Protection Fund ("IEPF") as and when it is due to be transferred, pursuant to the provisions of the Act.

18. FOREIGN EXCHANGE EARNINGS AND OUTGO

- (a) **Export activities, initiatives taken to increase export, etc.**

Coffee and Coir are the major export oriented business of the Company.

Our representative based in the Netherlands over the past several years has been able to promote the activities of the Company across Europe. His efforts along with the visits of senior executives from India have helped the Company to retain and improve the customer base across Europe. During the year, due to the extended COVID-19 pandemic, the top management of the Company were not able to attend the various exhibitions/trade fairs conducted in European nations.

(b) Total foreign exchange used and earned

During the year under review, the Company's foreign exchange earnings amounted to Rs.8,780 lacs compared to Rs. 9,161 lacs in the previous year. The total outgo of foreign exchange amounted to Rs.89 lacs as against Rs.100.37 lacs in the previous year.

19. BUY-BACK

The Company has not contemplated any buy-back of shares.

There has been no change in the share capital of the Company during the FY 2021-22.

20. CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION

The particulars as prescribed under Section 134 (3) (m) of the Act, read with the Companies (Accounts) Rules, 2014, are not applicable to your Company.

21. SIGNIFICANT AND MATERIAL ORDERS

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

22. ENTERPRISE RISK MANAGEMENT

The Board of Directors had also formulated a Risk Management Policy for identification, assessment, monitoring, mitigation and reporting procedures of enterprise risks. The Risks have been categorised under Strategic, Operational, Financial, Compliance and Project headings.

23. MENTORSHIP AND SUCCESSION PLANNING POLICY

The Board of Directors has formulated a comprehensive policy for establishing a structured approach to ensure an internal supply of competent employees who can take up key positions when necessary. The roles, eligibility, time frame, integration with other Human Resource functions and Succession Planning process for the senior management has been spelt out in the Policy.

24. VIGIL MECHANISM/WHISTLE-BLOWER POLICY

Vigil Mechanism is created pursuant to the provisions of Section 177 of the Act, which is an instrument, through which, genuine complaints regarding the Company can be reported by both the Directors as well as Employees of the Company to an authority. The Audit Committee has been identified for this purpose. The mode of operation of Vigil Mechanism has been defined by the Audit Committee. Adequate safeguards against victimisation of persons who use Vigil Mechanism to make a direct access to the Chairman of the Audit Committee is provided.

25. TRANSACTIONS WITH RELATED PARTIES

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable to the Company for FY 2021-22 and hence does not form part of this report.

26. Disclosure Under Sexual Harassment of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013

The Company has in place an HR Policy for Prevention Prohibition and Punishment of Sexual Harassment of Women at Work place in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

27. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company is in compliance with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

28. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders with a view to regulate trading in securities by the Directors and certain designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

29. STATUTORY DISCLOSURES

None of the Directors of your Company are disqualified as per provisions of Section 164(2) of the Companies Act, 2013. Your Directors have made necessary disclosures, as required under various provisions of the Companies Act, 2013 and SEBI Listing Regulations. A Certificate to that effect as mandated under Schedule V of the SEBI (LODR) Regulations, 2015 has been obtained from a Company Secretary in practice.

30. DISCLOSURE REQUIREMENTS

As per SEBI Listing Regulations, the Corporate Governance Report with the Auditors' Certificate thereon, and the integrated Management Discussion and Analysis are attached, which forms part of this report.

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to thank our customers, shareholders, suppliers, bankers, business partners/ associates, financial institutions and Central and State Governments for their consistent support and encouragements to the Company. We would also place on record our sincere appreciation to all employees of the Company for their hard work and commitment.

The Directors appreciate and value the contributions made by every employee of the Aspinwall family.

May 16, 2022

By Order of the Board

RAMA VARMA
Managing Director
DIN 00031890
Place: Kochi

M.LAKSHMINARAYANAN
Chairman
DIN 05003710
Place: Kochi

Annexure – 1 - Annual Report on CSR activities

Pursuant to Section 135 of Companies Act, 2013, we have set-up a Board Sub-Committee named CSR Committee, comprising of following members:

| Sl. No. | Name of Director | Designation/ Nature of Directorship | No. of meetings of CSR Committee held during the year | No. of meetings of CSR Committee attended during the year |
|----------------|-------------------------|---|--|--|
| 1 | Mr.Rama Varma | Chairman, Non-Independent, Executive Director | 1 | 1 |
| 2 | Ms. Nina Nayar | Member, Independent Director | 1 | 1 |
| 3 | Mr.Sushil Krishnan Nair | Member, Independent Director | 1 | 1 |

* Pursuant to the Companies Amendment Act, 2020, the requirement of having the CSR Committee is not mandatory for the Company. However, considering the focused approach towards the CSR activities, the Company has retained the CSR Committee and the activities were approved through Circular Resolutions after which the same are approved by the Board.

Objective:

As outlined in our CSR Policy, our main objective is to be responsible to the society as a Corporate Citizen by streamlining and providing more focus and direction to the activities undertaken by the Company in this sphere.

Brief Outline of the CSR Policy:

Our Company focuses on the following thrust areas to bring a material impact:

- I. Eradicating hunger, poverty and malnutrition, promoting healthcare including preventive health care and sanitation and making available safe drinking water.
- II. Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.
- III. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.
- IV. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water.
- V. Protection of national heritage, art and culture including restoration of building and sites of historical importance and works of art and setting up of public libraries.
- VI. Measures for the benefit of armed forces veterans, war widows and their dependents.
- VII. Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports.
- VIII. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women.
- IX. Contributions of funds provided to technology incubators located within academic institutions which are approved by the Central Government.
- X. Further, other projects under the broad framework of Schedule VII of the Companies Act, 2013 and the amendments thereto from time to time.

Financial Details

Section 135 of the Companies Act, 2013 and Rules made thereunder prescribe that every Company having a net-worth of Rs.500 crore or more, or turnover of Rs.1000 crore or more or a net profit of Rs.5 crore or more during any financial year shall ensure that the Company spends, in every financial year, at least 2% of the average net profits made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy. The provisions pertaining to the corporate social responsibility as prescribed under the Companies Act, 2013 are applicable to Aspinwall and Company Limited.

Financial Details

The financial details as sought by the Companies Act, 2013, are as follows:

| Particulars | Amount (in ₹ lakhs) |
|---|---------------------|
| Average net profit of the company for the last three financial years | 728 |
| Prescribed CSR expenditure (2% of the average net profit as computed above) | 15 |
| Surplus arising out of the CSR projects or programmes or activities of the previous financial years | Nil |
| Amount required to be set off for the financial year, if any | Nil |
| <i>Details of CSR expenditure during the financial year:</i> | |
| Total amount to be spent for the financial year | 15 |
| Amount spent | 15 |
| Amount unspent | Nil |
| Total Amount transferred to Unspent CSR Account as per Section 135(6) | Nil |
| Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5) | Nil |

There are no ongoing projects for the Company during the FY 2021-22 and hence the requirement of providing the details of CSR amount spent against ongoing projects are not applicable. The details of CSR amounts spent against projects other than ongoing projects are detailed below:

The manner of the amount spent are as follows:

| <i>(in ₹ lakhs)</i> | | | | | | | | |
|---------------------|--|--------------------|--|------------|------------------------|--------------|--|--|
| Sl. No. | CSR project/ activity/ beneficiary | Location | Sector | Local Area | Amount Outlay (Budget) | Amount spent | Cumulative Expenditure upto the reporting period | Amount spent directly or through implementing agency |
| 1. | Medical Infrastructure facilities | Ernakulam, Kerala | Improvement of Infrastructure facilities | Yes | 5 | 5 | 5 | Directly |
| 2. | PM National Relief Fund | - | - | NA | 1 | 1 | 1 | Directly |
| 3. | Improving Infrastructure facility for old age people | Ernakulam | Improving Infrastructure facility | Yes | 1 | 1 | 1 | Directly |
| 4. | Improving the Infrastructure facility of Schools | Ernakulam | Education | Yes | 5 | 5 | 5 | Directly |
| 5. | Improving the promotion of sports | Malappuram, Kerala | Sports | Yes | 3 | 3 | 3 | Directly |
| | | TOTAL | | | 15 | 15 | 15 | |

Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable - Not applicable

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

| Sl. No. | Financial Year | Amount available for set-off from preceding financial years (in Rs.) | Amount required to be setoff for the financial year, if any (in Rs.) |
|---------|----------------|--|--|
| | - | NIL | NIL |

Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company – www.aspinwall.in

In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details)

(a) Date of creation or acquisition of the capital asset(s) : None

(b) Amount of CSR spent for creation or acquisition of capital asset : Nil

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. : Not Applicable

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset) : Not Applicable

Our CSR Responsibilities

We hereby affirm that the CSR Policy has been implemented and the CSR Committee monitors the implementation of the CSR Projects and activities in compliance with our CSR objectives.

RAMA VARMA
Chairman, CSR Committee

Annexure - 2

Details of Loans/Investments/Guarantees as per Section 186 of the Companies Act, 2013

Loans

| SI. No. | Loan granted to | Year of sanction | Nature | Particulars | Amount sanctioned (in ₹) | Outstanding principal amount as on 31.03.2022 (in ₹) |
|---------|---------------------------------------|------------------|---|----------------------------------|--------------------------|--|
| 1. | Aspinwall Geotech Limited* | 2014 | To settle the TIFAC Loan | Interest rate is 10% p.a. | 40 lacs | 37 lacs |
| 2. | SFS Pharma Logistics Private Limited* | 2015 | Purchase of Fixed Assets and other working capital requirements | Interest at the rate of 10% p.a. | 50 lacs | 14 lacs |
| 3. | Aspinwall Healthcare Private Limited* | 2021 | Purchase of Fixed Asset and other working capital requirements | Interest at the rate of 10% p.a. | 50 lacs | 50 lacs |
| | | | | | | |
| 1. | Aspinwall Healthcare Private Limited* | 2021 | Working Capital Facilities | Interest at the rate of 10% p.a. | 1.15 Crore | 91 lacs |

*Wholly-owned subsidiary of Aspinwall and Company Limited.

Guarantees

The Company has not given any guarantees during the FY 2021-22. The other guarantees given during the previous years, is detailed in the Notes to the Financial Statements.

Investments

During the year, the Company has acquired by way of subscription 300,000 equity shares of Rs.10/- each of Aspinwall Healthcare Private Limited (wholly-owned subsidiary company). The shares of the said Company were allotted to Aspinwall and Company Limited on March 28, 2022. The details of investments made by the Company, during the previous years, is given in the Notes to the Financial Statements.

Annexure 3

Particulars of the top 10 employees of the Company in terms of remuneration drawn during the year 2021-22

| Sl No. | Name | Designation | Remuneration (₹ in Lakhs) | Nature of employment | Qualification & experience | Date of commencement of employment | Age | Last employment held by such employee before joining the Company |
|--------|--------------------|----------------------------|---------------------------|----------------------|------------------------------------|------------------------------------|-----|--|
| 1 | Rajesh S | Executive Director and CEO | 93 | Permanent | CWA, 27 Years | 12.11.2018 | 51 | Eastern |
| 2 | Rama Varma | MD | 85 | Permanent | B.Sc, 49 years | 01.08.2005 | 72 | Varma Exports |
| 3 | Ronald Nauts | Sales manager | 85 | Permanent | PG in Business Economics, 17 Years | 01.05.2012 | 49 | Vaculux Daylight Systems, Netherlands |
| 4 | Thimmaiah KD | General Manager | 67 | Permanent | MSW, 44 years | 09.05.1990 | 67 | Pierce Leslie Ltd. |
| 5 | Radhakrishnan T.R. | CFO | 64 | Permanent | B.Com., FCA, 34 years | 21.10.1991 | 59 | Fraser & Ross |
| 6 | Jebachandran. J | General Manager | 55 | Permanent | FCA, 28 years | 08.08.1994 | 54 | Amaravathi Spinning Mills. |
| 7 | Mohan Kurian | General Manager | 48 | Permanent | MBA, 29 years | 01.11.2002 | 64 | CEAT limited |
| 9 | Praveen B | AGM | 28 | Permanent | CA, 19 years | 15.09.2015 | 47 | SRF Limited, Trichy |
| 8 | Kiran Kumar Unni | AGM | 26 | Permanent | Commerce Graduate, 30 years | 19.06.2003 | 53 | Bluebell Shipping LLC, Dubai |
| 10 | Bijumohan MN | AGM | 25 | Permanent | MBA, 24 years | 24.12.1998 | 49 | NA |

Annexure - 4

Form AOC-1

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

Statement containing salient features of the financial statement of subsidiaries

| Sl. No. | Particulars | ATL | AGL | MCMS | SFS | AHPL |
|---------|---|------|-------|------|------|-------|
| 1 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | No | No | No | No | No |
| 2 | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | NA | NA | NA | NA | NA |
| 3 | Share capital | - | 120 | 5 | 100 | 50 |
| 4 | Reserves & surplus | - | (217) | 533 | (16) | (155) |
| 5 | Total assets | - | 51 | 566 | 172 | 140 |
| 6 | Total Liabilities | - | 148 | 28 | 88 | 245 |
| 7 | Investments | - | - | 239 | - | - |
| 8 | Turnover (Total Revenue) | - | - | 172 | 387 | 21 |
| 9 | Profit/(Loss) before taxation | (3) | 8 | 54 | 82 | (97) |
| 10 | Provision for taxation | - | - | (16) | (8) | - |
| 11 | Profit/(Loss) after taxation | (3) | 8 | 38 | 74 | (97) |
| 12 | Proposed Dividend | - | - | 35 | - | - |
| 13 | % of shareholding | 100% | 100% | 100% | 100% | 100% |

for and on behalf of the Board of Directors of
Aspinwall and Company Limited
CIN: L74999KL1920PLC001389

Rama Varma
Managing Director
DIN: 00031890

M Lakshminarayanan
Chairman
DIN: 05003710

T.R. Radhakrishnan
Chief Financial Officer

Neeraj R. Varma
Company Secretary
Membership No.: F11669

Place: Kochi
Date: 16 May 2022

Annexure - 5
Ratios of the Company

| Ratios | Units | FY 2022 | FY 2021 |
|-------------------------|----------|---------|---------|
| Debtors Turnover | In Days | 39 | 57 |
| | In times | 9.42 | 6.45 |
| Inventory Turnover | In Days | 334 | 282 |
| | In times | 1.09 | 1.30 |
| Current Ratio | Times | 1.86 | 1.61 |
| Interest Coverage | Times | 11.37 | 4.73 |
| Debt-Equity Ratio | % | 52 | 63 |
| Operating Profit Margin | % | 7.18 | 4.54 |
| Net Profit Margin | % | 6.15 | 2.59 |
| Return on Net Worth | % | 10.80 | 4.77 |

SECTORAL RATIOS

| Ratios | Units | FY 2022 | | | | FY 2021 | | | |
|--------------------|-------|-----------|------------|------|--------|-----------|------------|------|--------|
| | | Logistics | Plantation | NFD | Coffee | Logistics | Plantation | NFD | Coffee |
| Debtors Turnover | Days | 63 | - | 49 | 14 | 64 | 0.25 | 65 | 54 |
| Inventory Turnover | Days | N.A. | 46 | 109 | 351 | N.A. | 28 | 61 | 328 |
| Current Ratio | Times | 1.56 | 0.43 | 1.36 | 5.15 | 1.42 | 0.25 | 1.47 | 3.91 |

The performance of all the divisions were better compared to the previous year, especially coffee and logistics division.

Annexure - 6

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

I. Company's Philosophy on Corporate Governance

Corporate governance is creation and enhancement of long-term sustainable value for the stakeholders through ethically driven business process. Transparency, integrity, professionalism and accountability based values form the basis of the Company's philosophy for Corporate Governance and the continued application of these principles to the business practices has led to the growth of the Company over the years. The Company believes that corporate governance is beyond financial results and is a pre-requisite to the attainment of excellent performance in terms of stakeholders' long term value creation.

The Code of Conduct for Directors and Senior Management reflects the company's expectations regarding adherence to high moral and ethical standards on which the Company's reputation has been so painstakingly founded.

II. Board of Directors

The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, which stipulates that the Board should have optimum combination of executive and non-executive directors with at least one Independent woman director.

The Company has issued a formal appointment letter to the Independent Directors, as required under Section 149 of the Companies Act, 2013 read with schedule IV of the Companies Act, 2013. The terms and conditions of appointment of IDs is available on the Company's website <https://www.aspinwall.in/corporate-governance-new/>.

The Board, as on March 31, 2022, comprised 9 Directors of which 5 are Independent Directors. None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees, across all the companies in which he/she is a Director. Necessary disclosures regarding Committee positions have been made by all the Directors.

Composition and category of Directors

In terms of SEBI Listing Regulations, none of the Directors on Board is a member of more than ten Board-level committees and Chairman of more than five such committees, across all such companies in which he/she is a Director.

Further, none of the Directors of the Company serve as Independent Director in more than seven listed companies. The names and categories of Directors, their attendance at the Board Meetings held during last year and at the last Annual General Meeting, as also the number of Directorships and Committee positions held by them in other companies are given below:

a) The composition of the Board of Directors during the FY 2021 - 22 :

| Name of Director | Executive/ Non-Executive | No.of outside Directorships* | Total no. of Com- mittee Mem- berships in other companies** | Total no. of Chairmanships in other companies** |
|---|---|---------------------------------|--|--|
| Mr. Rama Varma | Managing Director | Nil | Nil | Nil |
| Mr.C.R.R.Varma | Non-Executive (holds 37,586 equity shares in the Company) | 2 | Nil | Nil |
| Vice Admiral Sushil Krishnan Nair I.N. (Retd.) | Non-Executive, Independent (holds 30 equity shares in the Company) | - | Nil | Nil |
| Ms.Nina Nayar | Non-Executive, Independent | 1 | Nil | Nil |
| Mr.M.Lakshminarayanan | Non-Executive, Independent | 1# | 2# | 1# |
| Mr.Adithya Varma | Non-Executive (holds 80,916 equity shares) | - | - | - |
| Mr.Rajesh S | Executive Director & CEO | - | Nil | Nil |
| Mr.Vijay K Nambiar | Non-Executive, Independent | - | - | - |
| Mr.K.Srinivasan | Non-Executive, Independent | 1 | Nil | Nil |

* Excludes Directorships in Indian Pvt. Ltd. Companies, Foreign Companies and Alternate Directorships.

** Represents Memberships/Chairmanships of Audit Committee, Investors Grievance Committee, Nomination and Remuneration Committee and CSR Committee.

Resigned the directorship effective from June 18, 2021.

The Board Meetings for the FY 2021-22 were held on the following dates:

- June 17, 2021
- August 06, 2021
- November 8, 2021
- December 15, 2021; and
- February 3, 2022

b) Regulation 25(7) of SEBI Listing Regulations stipulates that the Company shall familiarize the independent directors with the Company, their roles, rights, responsibilities, nature of the industry etc., through various programmes. During the financial year, senior management team has from time to time made presentations to Directors giving an overview of the Company's operations, function and business strategy of the Company. The details of familiarization programmes held for directors can be accessed through the following link.

Web-link where details of familiarization programmes – <https://www.aspinwall.in/corporate-governance-new/>

- b) The attendance of each Director at the above Board Meetings and the last AGM which was held on August 26, 2021 is given below:

| Sl. No. | Name of Director | No. of Board Meetings held | No. of Board Meetings attended | Attendance at last AGM |
|---------|--|----------------------------|--------------------------------|------------------------|
| 1. | Mr. Rama Varma | 5 | 5 | Yes |
| 2. | Mr. C.R.R. Varma | 5 | 4 | Yes |
| 3. | Mr. M.Lakshminarayanan | 5 | 5 | Yes |
| 4. | Vice Admiral Sushil Krishnan Nair I.N. (Retd.) | 5 | 5 | Yes |
| 5. | Ms.Nina Nayar | 5 | 4 | Yes |
| 6. | Mr.Rajesh S | 5 | 5 | Yes |
| 7. | Mr. Adithya Varma | 5 | 5 | No |
| 8. | Mr.Vijay K Nambiar | 5 | 5 | Yes |
| 9. | Mr. K. Srinivasan | 5 | 5 | No |

- c) Disclosure of relationships between Directors inter-se:

Following directors forms part of the Promoter group and are related to each other:

Mr.Rama Varma, Managing Director is the brother of Ms.Gouri Parvathi Bayi (Promoter), wife of Mr.CRR Varma, Director.

Mr.Adithya Varma, Director is the son of Ms.Gouri Lakshmi Bayi (Promoter), who is the sister of Mr.Rama Varma, Managing Director.

Except these relationships, none of the other Directors are related to each other in any manner.

- e) Confirmation on Independent Directors

The Board based on the disclosures received from all Independent Directors, confirms that all Independent Directors fulfil the conditions of Independence as specified in SEBI Listing Regulations and are independent of the management of the Company for the year ended March 31, 2022.

III. Committees of the Board

Audit Committee: As on March 31, 2022, the Audit Committee comprises four Non-Executive Directors of whom three are Independent Directors.

Role of Audit Committee:

1. Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing with the Management, the annual Financial Statements before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) sub-section 3 of section 134 of the Companies Act, 2013.
 - Changes, if any, in Accounting policies and practices and reason for the same.

- Major Accounting entries involving estimates based on the exercise of judgment by the Management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
5. Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval.
 6. Reviewing, with the management, the details of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency and making appropriate recommendations to the Board to take up steps in this matter.
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
 8. Approval or any subsequent modification of transactions of the company with related parties.
 9. Security of inter-corporate loans and investments.
 10. Valuation of undertakings or assets of the company, wherever necessary.
 11. Evaluation of internal financial controls and risk management systems.
 12. Reviewing, with the Management, performance of statutory and internal auditors, and adequacy of internal control systems.
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department reporting structure coverage and frequency of internal audit.
 14. Discussion with internal auditors on any significant findings and follow up thereon.
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and report the matter to the Board.
 16. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders and shareholders (in case of non-payment of declared dividend) and creditors.
 18. To carry out any other function as may be referred to by the Board.
 19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
 20. Carrying out any other function as mentioned in Terms of Reference of Audit Committee.

The composition of the Audit Committee (during the FY 2021-22), meetings held and attendance is as follows:

| Sl. No. | Members of Audit Committee | No. of Meetings held | No. of meetings attended |
|----------------|--|-----------------------------|---------------------------------|
| 1. | Mr.M.Lakshminarayanan (Chairman) | 6 | 6 |
| 2. | Mr. C.R.R.Varma | 6 | 4 |
| 3. | Vice Admiral Sushil Krishnan Nair I.N. (Retd.) | 6 | 6 |
| 4. | Mr. Vijay K Nambiar | 6 | 6 |

The Meetings of the Audit Committee were held on the following days during the FY 2021-22 :

- June 07, 2021;
- June 17, 2021;
- August 06, 2021; and
- November 08, 2021.
- December 15, 2021;
- February 03, 2022

The Audit Committee Meetings are attended by the Managing Director, Executive Director & CEO, Chief Financial Officer, Company Secretary, and the representatives of the Statutory Auditors and Internal Auditors.

Mr.M.Lakshminarayanan, Chairman of the Audit Committee, was present at the Annual General Meeting of the Company held on August 26, 2021.

Nomination and Remuneration Committee:

As on March 31, 2022, the Committee consists of 3 Independent Non-executive Directors as follows:

| SI No. | Members of Nomination and Remuneration Committee | Designation | Category |
|--------|--|-------------|----------------------------|
| 1. | Ms.Nina Nayar | Chairperson | Non-Executive, Independent |
| 2. | Mr. Vijay K Nambiar | Member | Non-Executive, Independent |
| 3. | Vice Admiral Sushil Krishnan Nair(I.N.Retd) | Member | Non-Executive, Independent |

The meetings of the Nomination and Remuneration Committee were held on the following dates:

- June 15, 2021; and
- August 05, 2021.

The Nomination and Remuneration Policy of the Company is published in the web-link: <https://www.aspinwall.in/corporate-governance-new/>. The Chairperson of the Committee was present at the Annual General Meeting of the Company held on August 26, 2021.

Brief description of terms of reference:

The terms of reference of the Nomination and Remuneration Committee entails the formulation of different criteria for determining qualifications of directors, evaluation mechanism of the Independent Directors etc. The terms also includes the formulation of criteria for fixation of remuneration for Directors, Key Managerial Personnel and Senior Management personnel and also the Succession planning.

The Committee shall also carry out the evaluation of Independent Directors on an yearly basis. The evaluation shall cover, inter-alia, the following criteria:

- a) Attendance during the various Board/Committee Meetings;
- b) Participation in the discussions and deliberations in the various agenda items for the Board/Committee Meetings;
- c) Depth of preparation of items for discussions based on the agenda items.

Shareholders/Investors' Grievance Committee :

The Shareholders/Investors' Grievance Committee has been constituted to oversee the redressal of Investors' complaints relating to Share Transfer/Transmissions, non-receipt of Annual Reports etc. Minor grievances are redressed by the Company Secretary/Share Transfer Agents. The composition of the Committee as on March 31, 2022 is as follows:

| Sl. No. | Members of Shareholders Grievance Committee | Designation | Category |
|---------|---|-------------|----------------------------|
| 1. | Mr. Sushil Krishnan Nair | Chairperson | Non-Executive, Independent |
| 2. | Mr. CRR Varma | Member | Non-Executive |
| 3. | Mr.Adithya Varma | Member | Non-Executive |

Mr.Neeraj R Varma, Company Secretary acts as the Compliance Officer with respect to the above Committee.

A meeting of the Shareholders/Investors' Grievance Committee was held on March 29, 2022, during the FY 2021-22. The Chairperson of the Committee was present at the Annual General Meeting which was held on August 26, 2021. The Status of Investor Complaints are as below:

| No. of Investor complaints received | No. of complaints disposed | No. of complaints pending at the end of the year |
|-------------------------------------|----------------------------|--|
| Nil | Nil | Nil |

The Share Registrars and Transfer Agents appointed by the Company process all share transfers/transmissions. An internal committee consisting of the Chief Executive Officer, Company Secretary and Chief Financial Officer of the company look into and approve physical Share transfers/Transmissions periodically.

Corporate Social Responsibility (CSR) Committee

The composition and other details/information on the CSR Committee is given in detail at the Report on CSR Activities of the Directors' Report.

A meeting of the CSR Committee was held on 03rd February, 2022, during the FY 2021-22.

Independent Directors' Meeting

During the year under review, the Independent Directors met on February 24, 2022, to discuss:

- 1) Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- 2) Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- 3) Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting.

● **Internal Auditors**

The Company appointed M/s. Suri and Co., Chartered Accountants as Internal Auditors for the FY 2021-22 who have periodically verified the accounting and other functional procedures followed by the company and submitted reports to the Management.

● **Code of Conduct**

The Company has adopted a Code of Conduct for the Directors and Senior Management of the Company and also another Code of Conduct for Prevention of Insider Trading. Compliance of these codes by all Board members and Senior Management personnel are ensured.

● **Details of remuneration to Directors**

The Non-Executive Directors are paid remuneration by way of sitting fees for every meeting of the Board and Committees attended at the rate of Rs.40,000/- for every meeting. No Sitting fee is paid for the CSR Committee, considering the cause behind the constitution of the same. The Managing Director is paid salary, allowances and perquisites as recommended by the Nomination and Remuneration Committee, approved by the Board of Directors/shareholders of the Company, as the case maybe.

No Commission is paid to the Non-Executive Directors on the Profits of the Company.

Details of Sitting Fees paid to the Directors are provided in the annexures of Board's Report.

The remuneration package details of the Managing Director and Executive Director are shown below:

a) Mr. Rama Varma – Managing Director

| Particulars | Amount in ₹ |
|---------------------------|--------------------|
| Consolidated Salary/Month | 6.00 |
| HRA/Month | 0.57 |
| Annual Bonus | 6.00 |
| Medical Benefits/Year | .90 |
| Total per annum | 85.80 |

All other perquisites not included in the above remuneration shall be the same as detailed below:

Perquisites not included in the above remuneration are:

Company's contribution to PF @ 12% of Basic, Rs 72,000 per month;

Company's contribution to Executive Staff Superannuation Fund, Rs 1,50,000 per annum.

Gratuity as per the Rules applicable to the Executive Staff of the Company,

Mediclaime premium, as applicable to the Executive Staff,

Personal accident insurance premium, not exceeding Rs 4,000 per annum,

Provision of car with chauffeur.

COMMISSION ON PROFITS:

In addition to remuneration mentioned above, Commission on Profits shall be paid to Mr.Rama Varma as detailed hereunder, provided the total remuneration including commission paid is within the limits of Part II Section II (A) of Schedule V of the Companies Act, 2013. The Commission would become payable after adoption of annual accounts at the Annual General Meeting and computation of profits would be in accordance with Section 198 of the Companies Act, 2013.

| | |
|--|---|
| Net Profit upto Rs.10 Crores in a given Financial year | No commission payable |
| Net Profit of Rs.10 Crores and above upto Rs.30 Crores | 1% of the total net profit in excess of Rs.10 Crores |
| Net Profit of Rs.30 Crores and above | Rs.20 lakhs + 0.6% of profits in excess of Rs.30 Crores |

b) Mr. Rajesh S – Executive Director & CEO*

| Particulars | Amount in ₹ lacs |
|-------------------------|---|
| Basic Salary/Year | 35.28 |
| HRA/Year | 14.11 |
| Annual Bonus | 6.75 |
| Various Allowances/Year | 34.93 |
| Total per annum | 91.07 |
| Leave Encashment | As applicable to the Executive Staff of the Company |

Apart from the above, the following perquisites will also be given to Mr.Rajesh.S and these will not be included in the computation of ceiling on remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

- a) Company's contribution to Provident Fund at the rate of 12% of the Basic Pay.
- b) Company's contribution of 15% of Basic Pay to the Executive Staff Superannuation Fund.
- c) Gratuity as per the Rules applicable to the Executive Staff of the Company.
- d) Mediclaim premium as applicable to the Executive Staff of the Company.

COMMISSION ON PROFITS:

In addition to remuneration mentioned above, Commission on Profits was decided to be paid to Mr.Rajesh.S as detailed hereunder, provided the total remuneration including commission paid is within the limits of Part II Section II (A) of Schedule V of the Companies Act, 2013. The Commission would become payable after adoption of annual accounts at the Annual General Meeting and computation of profits would be in accordance with Section 198 of the Companies Act, 2013.

| | |
|--|---|
| Net Profit upto Rs.10 Crores in a given Financial year | No commission payable |
| Net Profit of Rs.10 Crores and above upto Rs.30 Crores | 1% of the total net profit in excess of Rs.10 Crores |
| Net Profit of Rs.30 Crores and above | Rs.20 lakhs + 0.6% of profits in excess of Rs.30 Crores |

*At the Board Meeting held on May 16, 2022, the Board has taken on record the resignation letter submitted by Mr.Rajesh S, from the post of directorship of the Company, effective from May 25, 2022.

Annual General Meetings and Dividend Declared:

| Financial Year | Date | Time | Location |
|----------------|------------|-------------|--|
| 2018-19 | 08-08-2019 | 10:30 a.m. | KTDC Mascot Hotel, Thiruvananthapuram |
| 2019-20 | 20-08-2020 | 11.00 a.m. | Registered Office, Thiruvananthapuram (Vide Video Conference) |
| 2020-21 | 26-08-2021 | 11.00 a. m. | Registered Office, Thiruvananthapuram (Vide Video Conference) |

Special Resolutions passed in the previous 3 AGMs:

| Sl.No. | Date of AGM | Special Resolutions | Dividend |
|--------|-------------|---|---|
| 1. | 08-08-2019 | a) Re-appointment of Ms.Nina Nayar (DIN:02874239) as the Independent Director b) Appointment of Mr.Vijay Kunhianandan Nambiar (DIN:08457639) as the Independent Director c) Appointment of Mr.Rajesh.S. (DIN: 08093860) as the Executive Director & CEO | First and Final – 30% |
| 2. | 20-08-2020 | a) Re-appointment of Mr.Rama Varma (DIN:00031890) as the Managing Director. | 25% (Declared as Interim Dividend during the FY 2019-20) |
| 3. | 26-08-2021 | a) Appointment of Mr.Krishnaswamy Srinivasan (DIN: 00088424) as an Independent Director | First and Final – 35% |

IV Disclosures:

Related party transactions during the year have been disclosed as a part of the Accounts as required under Indian Accounting Standards.

Risk assessment is done by the senior management on a regular basis and reviewed every quarter. Significant matters are brought to the notice of the Board and minimisation procedures adopted whenever deemed necessary

The Management Discussion & Analysis Report is incorporated in the Board's Report.

The criteria for making payments to the Non-Executive Directors have been uploaded in the web-link: <https://www.aspinwall.in/investors-new/>.

Chart setting out the skills/expertise/competencies of the Board as per the amendment to the SEBI (LODR) Regulations, 2015, is given below:

a) Businesses of the Company

Understanding of global business dynamics connected to the sectors in which the Company is operating across various markets, industry verticals and regulatory jurisdictions.

b) Strategy and Planning

Experience in guiding and leading management teams to make decisions in uncertain environments.

c) Governance

Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

Based on the above-mentioned skill matrix, the skills which are currently available with the Board have been mapped below:

| Name of Directors | Businesses of the Company | Strategy and Planning | Governance |
|-------------------------|---------------------------|-----------------------|------------|
| Mr.M.Lakshminarayanan | Y | Y | Y |
| Mr.Rama Varma | Y | Y | Y |
| Mr.Rajesh S | Y | Y | Y |
| Mr.CRR Varma | Y | Y | Y |
| Mr.Sushil Krishnan Nair | Y | Y | Y |
| Ms.Nina Nayar | Y | Y | Y |
| Mr.Adithya Varma | Y | Y | Y |
| Mr.Vijay K Nambiar | Y | Y | Y |
| Mr.K.Srinivasan | Y | Y | Y |

V. Means of communication:

- The Company declares its quarterly results through Stock Exchange and the same is uploaded to the website of the Company.
- The Company normally publishes its quarterly results in Financial Express and Mangalam newspapers.
- Website of the Company wherein the results are displayed: <https://www.aspinwall.in/financials-new/>.
- Company in normal course of business does not provide any official news releases.
- Company has not made any presentations to institutional investors or to the analysts during the FY 2021-22.

VI. General Shareholders' Information

- a) Registered Office: Aspinwall House, T.C.No.24/2269(7), Kawdiar-Kuravankonam Road, Kawdiar, Thiruvananthapuram, Kerala – 695 003.
- b) Annual General Meeting:
- | | |
|--------------------------------------|--|
| Date: | August 10, 2022 |
| Day: | Wednesday |
| Time: | 11:00 A.M. |
| Venue: | Kawdiar, Trivandrum, Kerala (Video Conference) |
| Dividend Payment Date (if declared): | On or before September 01, 2022 |
- c) Date of Book Closure: August 04, 2022 to August 10, 2022 (both days inclusive)
- d) Plant location
- | | |
|-----------------------|------------|
| Coffee Processing: | Mangalore |
| Rubber Plantation: | Pullangode |
| Coir & Natural Fibre: | Pollachi |

VII. Information pertaining to the Share Capital Distribution and the remuneration paid to the Directors of the Company are given in detail in the Annexures to the Directors' Report.

● Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting of the Company.

a) Mr.Adithya Varma, Director

Mr.Adithya Varma, who hails from the Travancore Royal Family, was appointed as the Non-Executive Director of the Company effective from 17th August, 2017. He's a Commerce graduate and is one of the Promoters of the Company holding 1.035% of the Paid-Up Equity Share Capital. He also has rich and varied experiences in other business ventures.

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to the approval of shareholders, had appointed Mr.Adithya Varma, Director (DIN:02213375) as the Non-Executive Director, effective from August 01, 2022, for a period of five years.

b) Mr.TR Radhakrishnan, Additional Director (Executive Director & CFO)

Mr.TR Radhakrishnan is a Chartered Accountant having more than 34 years, experience. He completed his articleship in a leading Chartered Accountant firm in Kochi, Kerala. Thereafter he worked as Asst. Manager in one of the leading Audit Firms in Kochi.

Pursuant to the said experience, he was inducted in Aspinwall and Company Limited, in the year 1991. Thereafter, he was elevated to the position of CFO in the year 2007 and has more than 30 years of experience and exposure in the various operational divisions of the Company.

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to the approval of shareholders, had appointed Mr. TR Radhakrishnan, Director (DIN: 00086627) as the Additional Director designated as Executive Director & CFO, effective from May 17, 2022, for a period of three years.

Director retiring by rotation:

Mr.C.R.R.Varma (DIN:00031924), was inducted into the Board of Directors in the year 1978 as the Managing Director. After serving as Managing Director for a period close to 30 years, he was retained as the Non-Executive Director effective from 01st April, 2007. During the years, the experience and advices of Mr.C.R.R.Varma has contributed tremendously to the growth of the Company and hence the Board of Directors of the Company feels that his continued association with the Company would benefit the organisation in its further progress. He is also one of the promoters of the Company holding 37586 equity shares which is 0.48% of the paid-up equity share capital. Pursuant to the provisions of the Companies Act, 2013, Mr.CRR Varma, Director is liable to retire by rotation at this AGM. Mr.CRR Varma, Director, being eligible, has offered himself for re-appointment.

Dematting:

The Company has dematted its shares with CDSL & NSDL. The ISIN No. allotted to the Company is INE991I01015.

VIII. ADDITIONAL INFORMATION:

a) Investors Relation Section :

The Investors Relation Section is located at the Registered Office of the Company

| | |
|-----------|--------------------------------------|
| Contact | Mr.Neeraj.R.Varma, Company Secretary |
| Phone No. | 0471-2738900 |
| Email: | investors@aspinwall.in |

b) Bankers:

Canara Bank State Bank of India HDFC Bank

c) Auditors:

M/s. B S R & Associates LLP, Chartered Accountants, 3rd Floor, Syama Business Centre, NH Bypass Road, Vytilla, Kochi – 682 019. The remuneration, for the year under review and the previous year, paid to the Statutory Auditors has been detailed in Note No.26.1 in the Standalone Financial Statements of the Company.

d) Share Registrars and Transfer Agents:

M/s. S.K.D.C. Consultants Ltd., “Surya”, 35, Mayflower Avenue Behind Senthil Nagar, Sowripalayam Road Coimbatore – 641028.

e) Cost Auditors:

M/s. BBS & Associates., Cost Accountants, 40/9708, First Floor, ST Reddiar & Sons (EKM), Veekshanam Road, Kochi – 682035.

f) Secretarial Auditors:

M/s BVR & Associates, Swastika, 53/3933, Lal Salam Road, Off-Covent Road, Ponnurunni, Vytilla P.O., Kochi – 682019.

g) Stock Exchange:

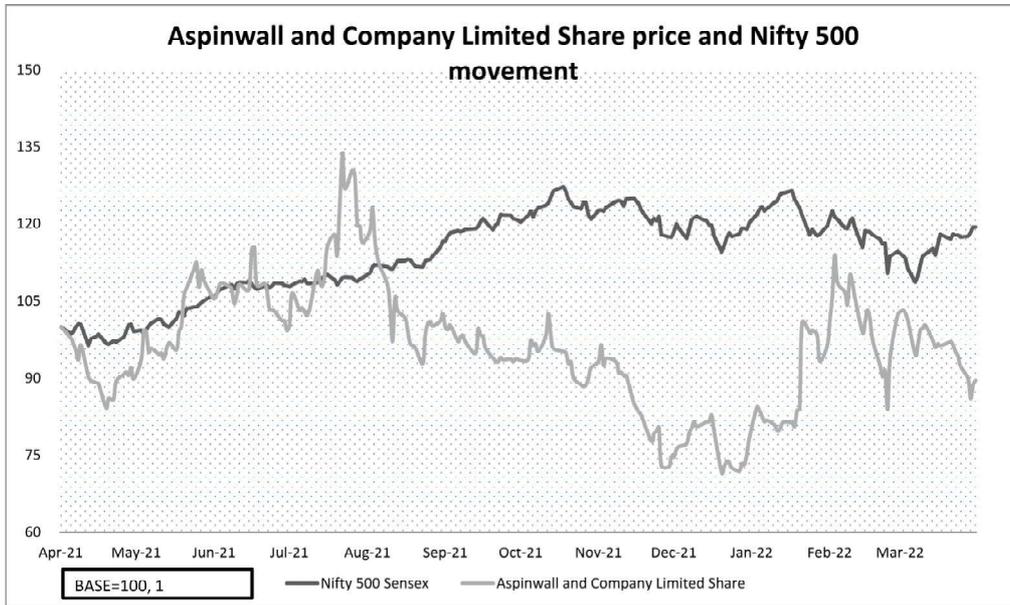
The shares of the Company is listed at National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, C/ 1 G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051. It is confirmed that the Company has paid the annual listing fee to the said Stock Exchange.

h) Stock Code: ASPINWALL

i) Market Price Data



ii) Performance of share price of the Company in comparison to the NIFTY 500 INDEX:



j) Web-link of policies for determining the material subsidiaries and on dealing with the related party transactions: <http://aspinwall.in/investors.php>

IX. Commodity Price Risk or foreign exchange risk and hedging activities

Procurement of Coffee commences during the month of January to August every year. The price fluctuations, if any, subsequent to this period can affect the margins. The Company enters into foreign exchange forward contracts with the intention of reducing the foreign exchange risk of expected sales and purchases. These contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

There are no commodity hedging activities being done by the Company.

X. Declaration Affirming Compliance of provisions of the Code of Conduct

To the best of our knowledge and belief and on the basis of declarations given to us, we hereby affirm that all the Board Members and the Senior Management personnel have fully complied with the provisions of the Code of Conduct for Directors and Senior Management Personnel during the financial year ended March 31, 2022.

XI. Establishment of Vigil Mechanism and Whistle-Blower Policy

The Company has established a Vigil Mechanism in its system and it is affirmed that no personnel has been denied access to the Audit Committee. The said Policy can be downloaded from <https://www.aspinwall.in/investors-new/>.

XII. Disclosure on materially significant related party transactions

During the FY 2021-22, there were no materially significant related party transactions that have potential conflict with the interests of the Company at large.

XIII. Compliance of discretionary requirements

a) Modified opinion (s) in audit report

The Company has moved towards a regime of financial statements with unmodified audit opinion.

b) Separate posts of Chairman and Chief Executive Officer

The Company has appointed separate persons for the post of Chairman and Managing Director/CEO.

By Order of the Board

RAMA VARMA
Managing Director
DIN 00031890

M Lakshminarayanan
Chairman
DIN: 05003710

16th May, 2022

Annexure - 7
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2022
[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies (Appointment and Remuneration of Managerial Personnel)
Rules, 2014]

To

The Members

ASPINWALL AND COMPANY LIMITED

CIN: L74999KL1920PLC001389

We, BVR & Associates Company Secretaries LLP, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ASPINWALL AND COMPANY LIMITED [CIN: L74999KL1920PLC001389] (hereinafter called the Company). The 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 **ASPINWALL AND COMPANY LIMITED's** books, papers, minutes book, forms and returns filed and other records produced to us and according to the information and explanations given to us by the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31/03/2022 complied with the provisions of the Companies Act, 2013 (Act) and the Rules made there under, the Memorandum and Articles of Association of the Company and also applicable provisions of the aforesaid laws, standards, guidelines, agreements, etc.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **ASPINWALL AND COMPANY LIMITED** ("the Company") for the financial year ended on 31/03/2022 according to the provisions of:

1. The Companies Act, 2013 and the Rules made there under.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under.
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
4. Foreign Exchange Management Act, 1999 and the applicable rules and regulations made there under.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
 - e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - f. The Securities and Exchange Board of India (Depositories and Participants) Regulations 2018.
 - g. Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
 - h. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
6. The Listing Agreement has been entered into by the Company with National Stock Exchange of India Limited.

As informed to us the following other Laws specifically applicable to the Company as under:

1. The Factories Act, 1948.
2. Sexual Harassment of Women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013
3. The Plantation Labour Act, 1951
4. The Coffee Act, 1942
5. The Coir Industry Act, 1953
6. The Customs Broker Licensing Regulations, 2013
7. Other applicable Labour laws

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

- 1) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations noted against each legislation.

In respect of other laws specifically applicable to the Company, we have relied on information/ records produced by the Company during the course of our audit and the reporting is limited to that extent.

We report that, during the year under review:

1. The status of the Company during the financial year has been that of a Listed Public Company.
2. The Company is a holding Company of another 5 companies namely Aspinwall Geotech Ltd, Aspinwall Technologies Ltd, Malabar Coast Marine Services Private Ltd, SFS Pharma Logistics Private Limited and Aspinwall Healthcare Private Limited.
3. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Woman Director. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least 7 days in advance, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views (if any) are captured and recorded as part of the minutes.
4. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the code of Business Conduct & Ethics for Directors and Management Personnel.
5. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings/debenture holdings and directorships in other companies and interests in other entities.
6. The Company has advanced loans to its wholly owned subsidiary and the provisions of the Companies Act have been complied with. It has not given guarantees during the year under review, and provided securities to directors and/or persons or firms or companies in which directors were interested.
7. The Company has made loans and investments or provided securities in compliance with Sec. 185 and 186 of the Companies Act, 2013. During the Financial year, the Company had made an investment of Rs. 30,00,000/- in the Equity shares of Aspinwall Healthcare Private Limited in compliance with Sec. 186 of the Companies Act, 2013. Also the Company has made loans in compliance with Sec. 185 of the Companies Act, 2013. The Company has not given guarantees to other business entities during the financial year.
8. The amount borrowed by the Company from banks was within the borrowing limits of the Company. Such borrowings were made by the Company in compliance with applicable laws. It has not made borrowings from its directors, members and others.
9. The Company has not defaulted in the repayment of unsecured loans, facilities granted by bank(s)/financial institution(s). The Company has not issued Debentures / collected Public Deposits. The Company has not taken any loans from non-banking financial companies.

10. The Company has created /modified or satisfied charges on the assets of the Company and complied with the applicable provisions of Companies Act 2013 and other Laws.
11. All registrations under the various States and Local Laws as applicable to the Company are valid.
12. The Company has not issued and allotted the securities during the period under scrutiny.
13. The Company has declared dividends to its shareholders during the period under scrutiny. Declared a final dividend of Rs. 3.50/-(Rupees Three and Fifty Paise) only on each fully paid 78,18,288 of Equity Shares of Rs.10/- (Rupees Ten) each of the Company amounting to Rs.2,73,64,008/ -(Rupees Two Crore Seventy-Three Lakh Sixty-Four thousand and Eight only) to those members of the Company whose names would appear on the register of members of the Company on 19th day of August, 2021.
14. The Company has not issued debentures and not accepted fixed deposits.
15. The Company has paid all its statutory dues and satisfactory arrangements have been made for arrears of any such dues.
16. The Company being a listed entity has generally complied with the provisions of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
17. The Company has provided a list of statutes in addition to the laws as mentioned above and it has been observed that there are proper systems in place to ensure compliance of all laws applicable to the Company.

We further report that:

1. The Company has followed the Secretarial Standards issued by the Institute of Company Secretaries of India.
2. The Company has generally complied with the provisions of Equity listing Agreements and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with National Stock Exchange of India Limited. Further the Company has not made any material defaults with regard to the Compliance under the SEBI (LODR) Regulations, 2015.
3. The provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 are not applicable for the Company during the period under scrutiny.
4. The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosures and maintenance of records required under the Regulations.
5. The provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations are applicable for the Company during the period under scrutiny.
6. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 with regard to grant of Stock Options and implementation of the Schemes are not applicable for the Company during the period under scrutiny.
7. The provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 are not applicable for the Company during the period under scrutiny.
8. The Company has complied with the provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
9. The provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 with regard to buy back of Equity Shares and are not applicable for the Company during the period under scrutiny.
10. The Company has complied with the provisions of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 including the provisions with regard to disclosures and maintenance of records required under the Regulations;
11. The Company had complied with the provisions of The Competition Act, 2002 with regard to prohibition of anti-competitive agreements, abuse of dominance and ensuring of competition advocacy. As per the verification, the Company is ensuring fair competition in the market among its competitors.

We further report that:

The compliance with regard to the following Acts is pointed out below:

1. The Factories Act, 1948
 - a. Factory license is valid as on the report date.
 - b. Statutory registers as per Factories Act has been maintained.
2. Sexual Harassment of Women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013
 - a. The Company has a Policy and has constituted a committee against the Sexual Harassment of Women at Work Place and the policy has been published in the website of the Company.
 - b. As per the information and records available from the Company there were no complaints during the financial year in this regard and the Company ensures protection to the women employees.
3. The Plantation Labour Act, 1951
 - a. Overall Compliance under the Act complied by the Company.
 - b. The Company has made valid registration to work plantations over specified extent under the Act and rules issued thereunder.
4. The Coffee Act, 1942
 - a. Overall Compliance under the Act complied by the Company.
 - b. The Company has obtained requisite license valid up to 29/09/2023.
5. The Coir Industry Act, 1953
 - a. Overall Compliance under the Act made by the Company.
 - b. The Company has obtained requisite license valid up to 31/03/2022. An application for renewal of the license has been made, as informed.
6. The Customs Brokers Licensing Regulations, 2013
 - a. Overall Compliance under the Act made by the Company.
 - b. The Company has obtained requisite license valid for a period of 10 years from 12.07.2014.
7. Payment of Bonus Act, 1965-Overall Compliance under the Act made by the Company
8. Industrial Disputes Act, 1947-Overall Compliance made under the Act by the Company.
9. Payment of Gratuity Act, 1972-Overall Compliance made under the Act by the Company.
10. Employees' Provident Funds & Misc. Provisions Act, 1952 -Overall Compliance under the Act made by the Company.
11. Employees' State Insurance Act, 1948 -Overall Compliance under the Act made by the Company.
12. Payment of Wages Act, 1936 -Overall Compliance under the Act made by the Company.
13. Contract Labour (Regulation & Abolition) Act, 1970-Overall Compliance under the Act made by the Company.
14. Maternity Benefit Act, 1961-Overall Compliance under the Act made by the Company.
15. Trade Union Act, 1926 -Overall Compliance under the Act made by the Company.
16. The Industrial Employment (Standing Orders) Act, 1946-Overall Compliance under the Act made by the Company.

17. The Minimum Wages Act, 1948-Overall Compliance under the Act made by the Company.
18. The Apprentices Act, 1961-Overall Compliance under the Act made by the Company.
19. The Equal Remuneration Act, 1976-Overall Compliance under the Act made by the Company.
20. The Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 -Overall Compliance under the Act made by the Company.
21. The Child Labour (Prohibition and Regulation) Act, 1986-Overall Compliance under the Act made by the Company.
22. Other applicable labour acts -Overall Compliance under the Act made by the Company.

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.

FOR BVR & ASSOCIATES COMPANY SECRETARIES LLP

Sd/-

CS YOGINDUNATH SREENIVASA KINI

Designated Partner,

FCS No. 7865

C P No.: 9137

UDIN: F007865D000294063

Peer Review No. P 2010KE020500

Ernakulam

10/05/2022

'ANNEXURE'

To

The Members

ASPINWALL AND COMPANY LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
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 happening of events etc.
6. The Compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
7. 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.

For BVR & Associates Company Secretaries LLP

Sd/-

CS YOGINDUNATH SREENIVASA KINI

Designated Partner,

FCS No. 7865

C P No.: 9137

UDIN: F007865D000294063

Peer Review No. P 2010KE020500

Ernakulam

10/05/2022

B S R & Associates LLP

Chartered Accountants

49/179A, 3rd Floor
Syama Business Centre,
NH-47 Bypass Road,
Vyttila, Kochi - 682 019, India

Telephone +91 484 4148 500

Fax +91 484 4148 501

INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (Listing Obligations and Disclosure Requirements) REGULATIONS, 2015

To

THE MEMBERS OF ASPINWALL AND COMPANY LIMITED

- 1 This certificate is issued in accordance with the terms of our engagement letter dated 11 May 2022
- 2 We have examined the compliance of conditions of Corporate Governance by Aspinwall and Company Limited ("the Company"), for the year ended 31 March 2022, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

- 3 The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all the relevant records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

- 4 Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- 5 Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2022.
- 6 We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and Guidance Note on Certification of Corporate Governance both issued by the Institute of the Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- 7 We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

- 8 In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

B S R & Associates LLP

Chartered Accountants

49/179A, 3rd Floor

Syama Business Centre,

NH-47 Bypass Road,

Vyttila, Kochi - 682 019, India

Telephone +91 484 4148 500

Fax +91 484 4148 501

INDEPENDENT AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (Listing Obligations and Disclosure Requirements) REGULATIONS, 2015 (continued)

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

Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

for B S R & Associates LLP

Chartered Accountants

ICAI Firm Registration No.: 116231W/ W-100024

Baby Paul

Partner

Membership No: 218255

ICAI Unique Identification number: 22218255AJBDLT7608

Kochi.

16 May 2022

ASPINWALL AND COMPANY LIMITED

Registered Office : Aspinwall House, Kawdiar- Kuravankonam Road,
Kawdiar, Thiruvananthapuram – 695 003.

CEO/CFO CERTIFICATION

13/05/2022

To
The Board of Directors
Aspinwall and Company Limited
Thiruvananthapuram – 3

Certificate in connection with the results for the financial year ended on 31st March, 2022

We have reviewed the working results for the financial year ended 31st March, 2022 and to the best of our knowledge and belief:

- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. these statements together present a true and fair view of the company's affairs and are in compliance with the applicable accounting standards, applicable laws and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

- i. significant changes in internal control over financial reporting during the period;
- ii. significant changes in accounting policies during the period; and
- iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

(RAJESH. S)
Executive Director & CEO
DIN 08093860

(T. R. RADHAKRISHNAN)
Chief Financial Officer



Sajeed S, B.Com. A.C.S
Practising Company Secretary

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To:

The Members
Aspinwall and Company Limited
Aspinwall House, T.C.No.24/2269 (7)
Kawdiar-Kuravankonam Road, Kawdiar
Thiruvananthapuram Kerala 695003.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Aspinwall and Company Limited having CIN: L74999KL1920PLC001389 and having registered office at : Aspinwall House, T.C.No.24/2269 (7) Kawdiar-Kuravankonam Road, Kawdiar Thiruvananthapuram Kerala 695003 (hereinafter referred to as 'Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority :

| DIN | Name | Designation | Date of Appointment |
|----------|----------------------------|---------------------|---------------------|
| 00031890 | Rama Varma | Managing Director | 29/12/2004 |
| 00031924 | Rajaraja Varma Chemprol | Director | 18/04/1978 |
| 00088424 | Krishnaswamy Srinivasan | Additional Director | 01/10/2020 |
| 02213375 | Adithya Varma | Director | 17/08/2017 |
| 02874239 | Nina Nayar | Director | 11/08/2014 |
| 05003710 | Mahadev Lakshminarayanan | Director | 01/05/2018 |
| 06474901 | Sushil Krishnan Nair | Director | 01/02/2013 |
| 08093860 | Rajesh Sundarajan | Wholetime Director | 01/06/2019 |
| 08457639 | Vijay Kunhianandan Nambiar | Director | 27/05/2019 |

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

Place: Kochi

Date: 22nd July 2022

Sd
SAJEEV S, B.Com. A.C.S
Practising Company Secretary
#19/501, 1st Floor, Vinayaka Complex, Vellan Street,
Sultanpet Junction, Palakkad. Mob : 8089759106
C.P. No: 14124

B S R & Associates LLP

Chartered Accountants

49/179A, 3rd Floor
Syama Business Centre,
NH-47 Bypass Road,
Vytila, Kochi - 682 019, India

Telephone +91 484 4148 500
Fax +91 484 4148 501

INDEPENDENT AUDITOR'S REPORT

To the Members of Aspinwall and Company Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Aspinwall and Company Limited** (“the Company”), which comprise the standalone balance sheet as at 31 March 2022, and the standalone statement of profit and loss (including other comprehensive loss), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of 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 standalone 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 2022, and profit and other comprehensive loss, 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 Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules 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 obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

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

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Independent Auditor's Report on the Standalone Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022 (continued)

Key Audit Matters (continued)

| Revenue recognition | |
|---|---|
| See note 18 to the standalone financial statements | |
| The key audit matter | How the matter was addressed in our audit |
| <p>Refer Note 2.15 of the summary of significant accounting policies to the standalone financial statements.</p> <p>The Company has diversified business activities including coffee processing and trading, logistics services.</p> <p>We have identified timing of revenue recognition as a key audit matter because there are variations in different sale contracts and consequently there is a risk of revenue being overstated on account of recognition before transfer of control particularly due to pressures for achieving the performance target at the reporting period end.</p> | <p>In view of the significance of the matter, we applied the following audit procedures in this area, among others, to obtain sufficient appropriate audit evidence:</p> <ol style="list-style-type: none"> 1 We assessed the appropriateness of the revenue recognition accounting policies and compliance with applicable accounting standards; 2 We evaluated the design and implementation of key internal financial controls with respect to revenue recognition and tested operating effectiveness of controls on selected transactions; 3 We performed substantive testing on samples selected using statistical sampling of revenue transactions, recorded during the year by testing the underlying documents to assess whether criteria for revenue recognition are met; 4 We tested sample journal entries selected based on specified risk-based criteria, to identify unusual items; 5 We tested, on a sample basis, specific revenue transactions recorded around the year-end date to check whether the revenue had been recognised in the correct reporting period; and 6 We carried out analytical procedures on revenue recognised during the year to identify unusual variances. |

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Independent Auditor's Report on the Standalone Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022 (continued)

Other information

The Company's management and Board of Directors are responsible for the other information. The other information comprises of Management Reports such as Board's Report (but does not include the standalone financial statements and our auditors' report thereon) which we obtained prior to the date of this auditor's report and the remaining sections of Annual Report which are expected to be made available to us after that date.

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

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

If, based on the work we have performed, on the other information that we obtained prior to the date of this auditor's report 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.

When we read the other sections of Annual Report (other than those mentioned above), if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions as applicable under the applicable laws and regulations.

Management's and Board of Directors' Responsibility for the Standalone 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 standalone financial statements that give a true and fair view of the state of affairs, profit/loss 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

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Independent Auditor's Report on the Standalone Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022 (continued)

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

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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Independent Auditor's Report on the Standalone Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022 (continued)

Report on Other Legal and Regulatory Requirements (Continued)

2. (A) As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31 March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 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".
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a) The Company has disclosed the impact of pending litigations as at 31 March 2022 on its financial position in its standalone financial statements - Refer Note 27 to the standalone financial statements.
 - b) Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses – Refer Note 46 to the standalone financial statements.
 - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - d) (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 43 to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(ii) The management has represented, that, to the best of its knowledge and belief, as disclosed in the Note 44 to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.

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Independent Auditor's Report on the Standalone Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022 (continued)

Report on Other Legal and Regulatory Requirements (Continued)

- e) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Companies Act 2013 to the extent it applies to payment of dividend. As stated in note 41 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- (C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

for B S R & Associates LLP

Chartered Accountants

ICAI Firm Registration No.: 116231W/W-100024

Sd/-

Baby Paul

Partner

Membership No.: 218255

ICAI Unique Document Identification Number: 22218255AJAZWV5050

Place: Kochi

Date: 16 May 2022

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Annexure A to the Independent Auditor's Report on Standalone Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022

The Annexure referred to in our Independent Auditor's Report to the Members of the Aspinwall and Company Limited ("the Company") on the standalone financial statements for the year ended 31 March 2022. We report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company doesn't have any intangible assets. Accordingly, clause 3(i)(a)(B) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No 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 (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company, except for the following which are not held in the name of the Company/ under dispute:

| Description of property | Gross carrying value | Held in the name of | Whether promoter, director or their relative or employee | Period held- indicate range, where appropriate | Reason for not being held in the name of the Company / under dispute |
|--------------------------------|---|-------------------------------|--|--|--|
| Rubber estate at Pullangode | INR 0.11 lakhs | Aspinwall and Company Limited | No | NA | The title of land included in Plantation Land and Development, that was taken on long term lease is under dispute (refer Note 27(2) to the standalone financial statements) |
| Shasthaman galam freehold Land | INR Nil (Net-off provision for reduction in recoverable value INR 527 lakhs) | Aspinwall and Company Limited | No | NA | The Company is in the process of rectifying the defects in the title to 60.50 cents of land parcel in Shasthamangalam which is currently disclosed under assets held for sale in Note 42 to the standalone financial statements. |

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Annexure A to the Independent Auditor's Report on Standalone Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022 (continued)

- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or both during the year.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there-under.
- (ii) (a) The inventory, except stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company except as follows:

All amounts in INR Lakhs

| Quarter ended | Name of bank | Particulars | Amount as per books of account | Amount as reported in the quarterly return / statement | Amount of difference | Whether return/ statement subsequently rectified |
|-------------------|--|--|--------------------------------|--|----------------------|---|
| 30 June 2021 | Canara Bank HDFC Bank Limited Federal Bank Limited | Inventory of raw materials, finished goods, stock in trade and stores (including goods for export) of coffee division at Mangalore | 7,446 | 7,329 | 117 | No. Refer Note 13 to the standalone financial statements. |
| 30 September 2021 | Canara Bank HDFC Bank Limited Federal Bank Limited | Inventory of raw materials, finished goods, stock in trade and stores (including goods for export) of coffee division at Mangalore | 8,634 | 8,532 | 102 | No. Refer Note 13 to the standalone financial statements. |
| 31 December 2021 | Canara Bank HDFC Bank Limited Federal Bank Limited | Inventory of raw materials, finished goods, stock in trade and stores (including goods for export) of coffee division at Mangalore | 6,318 | 6,187 | 131 | No. Refer Note 13 to the standalone financial statements. |
| 31 March 2022 | Canara Bank HDFC Bank Limited Federal Bank Limited | Inventory of raw materials, finished goods, stock in trade and stores (including goods for export) of coffee division at Mangalore | 7,806 | 7,696 | 110 | No. Refer Note 13 to the standalone financial statements. |

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Annexure A to the Independent Auditor's Report on Standalone Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022 (continued)

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

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has provided loans or stood guarantee as below:

| Particulars | Guarantees (In INR Lakhs) | Loans (In INR Lakhs) |
|--|------------------------------|-------------------------|
| Aggregate amount during the year | | |
| - Subsidiaries* | - | 94 |
| Balance outstanding as at balance sheet date | | |
| - Subsidiaries* | 100 | 154 |

*As per the Companies Act, 2013

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and guarantees provided during the year and the terms and conditions of the grant of loans and guarantees provided during the year are, prima facie, not prejudicial to the interest of the Company.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

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Annexure A to the Independent Auditor's Report on Standalone Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022 (continued)

- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and services provided by it and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues 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 and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no statutory dues relating to Provident Fund, Employees State Insurance, Duty of Customs or Cess, which have not been deposited with the appropriate authorities on account of any dispute.

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

| Name of the statute | Nature of dues | Amount (in INR lakhs) | Period to which the amount relates | Forum where dispute is pending |
|---|-------------------------|-----------------------|------------------------------------|---|
| Finance Act, 1994 and Service Tax Rules, 1994 | Service Tax (Demand) | 9 | April, 2006 to March, 2010 | Customs, Excise and Service Tax Appellate Tribunal, Bangalore |
| | | 717# (57)* | April, 2004 to March, 2012 | Customs, Excise and Service Tax Appellate Tribunal, Chennai |
| | | 23# (1)* | April 2007 to March 2012 | Commissioner (Appeals), Chennai |
| The Kerala Agricultural Income Tax Act, 1991 | Agricultural Income Tax | 98 # | FY 2011-12 and FY 2012-13 | Kerala Sales Tax Appellate Tribunal, Ernakulam |
| The Kerala Agricultural Income Tax Act, 1991 | Agricultural Income Tax | 114# | FY 2013-14 and FY 2014-15 | Kerala Sales Tax and Agricultural Income Tax Appellate Tribunal |
| Income-tax Act, 1961 | Income-tax | 64 (13)* | FY 2016-17 | Commissioner Income-tax Appellate Tribunal |

* The amount represents the payments made under protest

Includes interest and penalty on demand

B S R & Associates LLP

Annexure A to the Independent Auditor's Report on Standalone Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022 *(continued)*

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries as defined under the Act.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

B S R & Associates LLP

Annexure A to the Independent Auditor's Report on Standalone Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022 *(continued)*

- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements. Our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in the remaining sections of Annual Report is expected to be made available to us after the date of this auditor's report.
- (xx) (a) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's Registration No.: 116231W/ W-100024

Sd/-

Baby Paul

Partner

Membership No.: 218255

ICAI Unique Document Identification Number: 22218255AJAZWV5050

Place : Kochi

Date : 16 May 2022

B S R & Associates LLP

Annexure B to the Independent Auditor's report on the standalone financial statements of Aspinwall and Company Limited for the year ended 31 March 2022

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

(Referred to in paragraph 2A(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 standalone financial statements of Aspinwall and Company Limited ('the Company') as of 31 March 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2022, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of 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 judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

B S R & Associates LLP

Annexure B to the Independent Auditor's report on the standalone financial statements of Aspinwall and Company Limited for the year ended 31 March 2022 (continued)

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone 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 standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Standalone Financial Statements

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

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's Registration No.: 116231W/ W-100024

Sd/-

Baby Paul

Partner

Membership No.: 218255

ICAI Unique Document Identification Number: 22218255AJAZWV5050

Place : Kochi

Date : 16 May 2022

ASPINWALL AND COMPANY LIMITED

STANDALONE BALANCE SHEET AS AT 31 MARCH 2022 (All amounts in Indian rupees lakhs)

| | Notes | As at 31 March 2022 | As at 31 March 2021 |
|--|-------|------------------------|------------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Property, plant and equipment | 3A | 6,122 | 5,780 |
| Capital work-in-progress | 3B | 57 | 211 |
| Right-of-use assets | 34 | 276 | 133 |
| Investment property | 4 | 1,119 | 1,117 |
| Biological assets other than bearer plants | 40 | 536 | 516 |
| Financial assets | | | |
| Investments | 5 | 170 | 156 |
| Loans | 6 | 141 | 59 |
| Other financial assets | 7 | 373 | 385 |
| Deferred tax assets (net) | 35 | 343 | 331 |
| Income tax assets (net) | 35 | 299 | 498 |
| Other non-current assets | 8 | 41 | 79 |
| Total non-current assets | | 9,477 | 9,265 |
| Current assets | | | |
| Inventories | 9 | 8,306 | 6,626 |
| Financial assets | | | |
| Loans | 6 | 13 | 74 |
| Trade receivables | 10 | 2,704 | 3,871 |
| Cash and cash equivalents | 11 | 753 | 450 |
| Bank balances other than cash and cash equivalents | 11 | 60 | 56 |
| Other financial assets | 7 | 1,156 | 1,243 |
| Other current assets | 8 | 730 | 579 |
| | | 13,722 | 12,899 |
| Assets classified as held for sale | 42 | 492 | 916 |
| Total current assets | | 14,214 | 13,815 |
| TOTAL ASSETS | | 23,691 | 23,080 |
| EQUITY AND LIABILITIES | | | |
| EQUITY | | | |
| Equity share capital | 12 | 782 | 782 |
| Other equity | | 14,351 | 13,103 |
| Total equity | | 15,133 | 13,885 |
| LIABILITIES | | | |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| Borrowings | 13 | 187 | 162 |
| Lease liabilities | 34 | 248 | 122 |
| Provisions | 14 | 462 | 307 |
| Total non-current liabilities | | 897 | 591 |
| Current liabilities | | | |
| Financial liabilities | | | |
| Borrowings | 13 | 2,083 | 3,202 |
| Lease liabilities | 34 | 34 | 11 |
| Trade payables | 15 | | |
| - Dues of micro enterprises and small enterprises | | - | - |
| - Dues of other than micro enterprises and small enterprises | | 1,405 | 1,466 |
| Other financial liabilities | 16 | 1,424 | 1,209 |
| Other current liabilities | 17 | 1,753 | 1,813 |
| Provisions | 14 | 574 | 525 |
| Current tax liabilities (net) | 35 | 388 | 378 |
| Total current liabilities | | 7,661 | 8,604 |
| TOTAL EQUITY AND LIABILITIES | | 23,691 | 23,080 |

Significant accounting policies

2

The accompanying notes are an integral part of the standalone balance sheet

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's registration
number: 116231W/ W-100024

Baby Paul

Partner

Membership No.: 218255

Place: Kochi

Date: 16 May 2022

for and on behalf of the Board of Directors of
Aspinwall and Company Limited
CIN: L74999KL1920PLC001389

Rama Varma

Managing Director

DIN: 00031890

Place: Kochi

Date: 16 May 2022

M Lakshminarayanan

Chairman

DIN: 05003710

T.R. Radhakrishnan

Chief Financial Officer

Neeraj R. Varma

Company Secretary

Membership No.: F11669

ASPINWALL AND COMPANY LIMITED
STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED
31 MARCH 2022 (All amounts in Indian rupees lakhs)

| | Notes | Year ended 31 March 2022 | Year ended 31 March 2021 |
|---|-------|-----------------------------|-----------------------------|
| Income | | | |
| Revenue from operations | 18 | 25,473 | 24,971 |
| Other income | 19A | 389 | 527 |
| Total income | | 25,862 | 25,498 |
| Expenses | | | |
| Cost of materials consumed | 20 | 7,381 | 6,585 |
| Purchases of stock-in-trade | 21 | 28 | 1,123 |
| Changes in inventories of finished goods and stock -in-trade | 22 | 342 | 598 |
| Employee benefits expense | 23 | 4,284 | 3,656 |
| Net impairment losses on financial and contract assets | 37 D | 42 | 240 |
| Finance costs | 24 | 296 | 419 |
| Depreciation expense | 25 | 369 | 322 |
| Other expenses | 26 | 11,566 | 11,636 |
| Total expenses | | 24,308 | 24,579 |
| Profit before exceptional items and tax | | 1,554 | 919 |
| Exceptional items | 19B | 331 | - |
| Profit before tax | | 1,885 | 919 |
| Tax expense: | 35 | | |
| Current tax | | 374 | 236 |
| Deferred tax (credit) / charge | | (56) | 37 |
| Total tax expense | | 318 | 273 |
| Profit for the year | | 1,567 | 646 |
| Other comprehensive income | | | |
| <i>Items that will not be reclassified subsequently to statement of profit and loss</i> | | | |
| Remeasurement of defined benefit liability | 36 | (63) | 75 |
| Income tax related to items that will not be reclassified to profit or loss | 35 | 18 | (21) |
| Total other comprehensive income/(loss) for the year, net of income tax | | (45) | 54 |
| Total comprehensive income for the year | | 1,522 | 700 |
| Earnings per equity share | | | |
| (Equity shares of face value ₹ 10 each) | | | |
| Basic (₹) | 28 | 20.04 | 8.26 |
| Diluted (₹) | | 20.04 | 8.26 |

Significant accounting policies

2

The accompanying notes are an integral part of the standalone statement of profit and loss

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's registration
number: 116231W/ W-100024

Baby Paul
Partner
Membership No.: 218255

Rama Varma
Managing Director
DIN: 00031890

M Lakshminarayanan
Chairman
DIN: 05003710

T.R. Radhakrishnan
Chief Financial Officer

Neeraj R. Varma
Company Secretary
Membership No.: F11669

Place: Kochi
Date: 16 May 2022

Place: Kochi
Date: 16 May 2022

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

ASPINWALL AND COMPANY LIMITED

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts in Indian rupees lakhs)

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|---|-----------------------------|-----------------------------|
| Cash flows from operating activities | | |
| Profit before exceptional items and tax | 1,554 | 919 |
| Adjustments for : | | |
| Depreciation expense | 369 | 322 |
| Finance costs | 296 | 419 |
| Interest income | (35) | (66) |
| Profit on disposal of property, plant and equipment [net] | (14) | (2) |
| Profit on sale of rubber trees | (48) | - |
| Profit on disposal of investment in subsidiary company | (19) | - |
| Gain on remeasurement of biological assets | (19) | (25) |
| Dividend income | (40) | (*) |
| Liabilities/ provisions no longer required written back | (30) | (57) |
| Net impairment losses on financial and contract assets | 42 | 240 |
| Unrealised exchange (gain) / loss [net] | 87 | (211) |
| Operating profit before working capital changes | 2,143 | 1,539 |
| Changes in assets and liabilities: | | |
| (Increase) / decrease in inventories | (1,680) | 242 |
| Decrease in trade receivable | 1,100 | 202 |
| Decrease in other financial assets | 16 | 30 |
| Decrease in other assets | 127 | 3 |
| Increase/ (decrease) in trade payables | (64) | (257) |
| (Decrease) / increase in other financial liabilities | 225 | 317 |
| (Decrease) / Increase in other liabilities | (96) | 276 |
| Increase/ (decrease) in provisions | 142 | (61) |
| Cash generated from operating activities | 1,913 | 2,291 |
| Income taxes paid, net of refund | (342) | (116) |
| Net cash generated from operating activities (A) | 1,571 | 2,175 |
| Cash flows from investing activities | | |
| Purchase of property, plant and equipment and investment property including movement in capital work-in-progress and capital advances | (539) | (472) |
| Proceeds from sale of property, plant and equipment (including bearer plants) | 457 | 3 |
| Advance received towards sale of land | 400 | 365 |
| Investment in subsidiary company | (30) | - |
| Proceeds received upon winding up of subsidiary company | 35 | - |
| Loan granted to subsidiaries, net of repayments | (21) | (50) |
| (Increase) / decrease of bank balances not considered as cash and cash equivalents | (4) | 10 |
| Interest received | 59 | 18 |
| Dividend received | 40 | * |
| Net cash generated from / (used in) investing activities (B) | 397 | (126) |

ASPINWALL AND COMPANY LIMITED

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2022 (continued)

(All amounts in Indian rupees lakhs)

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|---|-----------------------------|-----------------------------|
| Cash flows from financing activities** | | |
| Proceeds from long term borrowings | 59 | 691 |
| Repayment of long-term borrowings | (281) | (857) |
| Repayment of short-term borrowings (net) | (872) | (1,346) |
| Finance costs | (287) | (469) |
| Payment of lease liabilities | (12) | - |
| Transfer to investor education and protection fund | (5) | (7) |
| Dividend paid on equity shares | (267) | (3) |
| Net cash used in financing activities (C) | (1,665) | (1,991) |
| Increase in cash and cash equivalents, net (A+B+C) | 303 | 58 |
| Cash and cash equivalents at the beginning of the year | 450 | 392 |
| Effect of exchange differences on restatement of foreign currency cash and cash equivalents | * | * |
| Cash and cash equivalents at the end of the year [refer note 11] | 753 | 450 |

* Amount is below the rounding off norms adopted by the Company.

** Changes in liabilities arising from financing activities

| Particulars | As at 1 April 2021 | Cash flows(Net) | Non-cash changes | As at 31 March 2022 |
|---|-----------------------|--------------------|---------------------|------------------------|
| Non-current borrowings [including current maturities] | 442 | (222) | - | 220 |
| Current borrowings | 2,922 | (872) | - | 2,050 |
| Lease liabilities | 133 | (12) | 161 | 282 |
| Total | 3,497 | (1,106) | 161 | 2,552 |

| Particulars | As at 1 April 2020 | Cash flows(Net) | Non-cash changes | As at 31 March 2021 |
|---|-----------------------|--------------------|---------------------|------------------------|
| Non-current borrowings [including current maturities] | 608 | (166) | - | 442 |
| Current borrowings | 4,268 | (1,346) | - | 2,922 |
| Lease liabilities | - | - | 133 | 133 |
| Total | 4,876 | (1,512) | 133 | 3,497 |

Note: The above standalone statement of cash flows has been prepared under the 'Indirect method' as set out in Ind AS 7, 'Statement of Cash Flows'.

Summary of Significant accounting policies (refer to note 2)

The accompanying notes are an integral part of the standalone statement of cash flows.

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's registration

number: 116231W/ W-100024

Baby Paul

Partner

Membership No.: 218255

Rama Varma

Managing Director

DIN: 00031890

M Lakshminarayanan

Chairman

DIN: 05003710

T.R. Radhakrishnan

Chief Financial Officer

Neeraj R. Varma

Company Secretary

Membership No.: F11669

Place: Kochi

Date: 16 May 2022

Place: Kochi

Date: 16 May 2022

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

ASPINWALL AND COMPANY LIMITED

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022

(All amounts in Indian rupees lakhs)

A. Equity Share Capital

| Particulars | As at | | | |
|---|-----------------------------|--------|-----------------------------|--------|
| | 31 March 2022 | | 31 March 2021 | |
| | No. of shares (In Lakhs) | Amount | No. of shares (In Lakhs) | Amount |
| Balance at the beginning of the year | 78.18 | 782 | 78.18 | 782 |
| Changes in equity share capital during the year | - | - | - | - |
| Balance at the end of the year | 78.18 | 782 | 78.18 | 782 |

B. Other equity

| Particulars | Reserves and surplus | | Items of other comprehensive income | Total |
|---|----------------------|-----------------|---|--------------|
| | Retained earnings | General reserve | Remeasurements of the net defined benefit liability, net of tax | |
| Balance as at 1 April 2020 | 1,153 | 11,250 | - | 12,403 |
| Profit for the year (net of tax) | 646 | - | - | 646 |
| Other comprehensive income for the year (net of tax) | - | - | 54 | 54 |
| Total comprehensive income for the year | 646 | - | 54 | 700 |
| Transferred to retained earnings | 54 | - | (54) | - |
| Transferred (from)/ to general reserve | (400) | 400 | - | - |
| Total contributions by and distributions to owners | (346) | 400 | (54) | - |
| Balance as at 31 March 2021 | 1,453 | 11,650 | - | 13,103 |
| Profit for the year (net of tax) | 1,567 | - | - | 1,567 |
| Other comprehensive income for the year (net of tax) | - | - | (45) | (45) |
| Total comprehensive income for the year | 1,567 | - | (45) | 1,522 |
| Transferred to retained earnings | (45) | - | 45 | - |
| Transferred (from)/ to general reserve * | (1,100) | 1,100 | - | - |
| Dividend paid during the year | (274) | - | - | (274) |
| Total contributions by and distributions to owners | (1,419) | 1,100 | 45 | (274) |
| Balance as at 31 March 2022 | 1,601 | 12,750 | - | 14,351 |

The description of the nature and purpose of each reserve within equity is as follows:

- (a) **Retained earnings** - This represents the profits/ losses of the Company earned till date, net of appropriations
- (b) **General reserve** - This is used from time to time to transfer profits from retained earnings for appropriate purposes.
- (c) **Remeasurements of the net defined benefit liability, net of tax** - This comprises actuarial gains and losses and return on plan assets (excluding interest income)

* An amount of ₹ 1,100 lakhs, is transferred to general reserve for various requirements including future business developments, as approved by the Board of directors.

Summary of significant accounting policies (refer note 2)

The accompanying notes are an integral part of the standalone statement of changes in equity

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's registration

number: 116231W/ W-100024

Baby Paul

Partner

Membership No.: 218255

Rama Varma

Managing Director

DIN: 00031890

M Lakshminarayanan

Chairman

DIN: 05003710

T.R. Radhakrishnan

Chief Financial Officer

Neeraj R. Varma

Company Secretary

Membership No.: F11669

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

Place: Kochi

Date: 16 May 2022

Place: Kochi

Date: 16 May 2022

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022

1 Reporting entity

Aspinwall and Company Limited (“the Company”) is one of the earliest commercial enterprises in the Malabar Coast, established in the year 1867, by the English trader, John H. Aspinwall. The Company is registered under the Companies Act, 1956.

The Company has its registered office at Aspinwall House, T.C.No. 24/2269 (7), Kawdiar-Kuravankonam Road, Kawdiar, Thiruvananthapuram - 695003 (previously at Devankulangara, Edapally, Cochin – 682 024). The company has diversified business activities comprising logistics services across 9 branches in India, rubber plantations at Malappuram, coffee processing and trading at Mangalore, natural fiber division at Pollachi, Sales office in Hertogenbosch (Netherlands). The Company caters to both domestic and international markets.

The Equity Shares of the Company were earlier listed with Cochin Stock Exchange Ltd and Madras Stock Exchange Ltd, as reported in earlier standalone financial statements. The shares of the Company are now listed at National Stock Exchange of India Ltd, effective from 14 June, 2016.

2 Basis of preparation and significant accounting policies

2.1 Statement of Compliance

These standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013, (the ‘Act’) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and other relevant provisions of the Act.

The standalone financial statements were authorised for issue by the Company’s Board of Directors on 16 May 2022.

Details of the Company’s accounting policies are included in Note 2.6 to 2.25.

2.2 Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (INR), which is also the Company’s functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

2.3 Basis of measurement

The standalone financial statements have been prepared on a historical cost basis, except for the following items:

| Items | Measurement basis |
|--|---|
| Certain financial assets and financial liabilities - Note 37 | Fair value |
| Biological assets - Note 40 | Fair value less cost to sell |
| Net defined benefit (asset)/ liability - Note 36 | Fair value of plan assets less present value of defined benefit obligations |

2.4 Use of estimates and judgements

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Changes in estimates are reflected in the standalone financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the standalone financial statements.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

2.4 Use of estimates and judgements (continued)

i. Judgements:

There are no significant judgements made in applying accounting policies that have the most material effects on the amounts recognised in the standalone financial statements.

ii. Assumptions and estimation uncertainties:

a. Useful lives of property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation and amortisation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful life and residual values of Company's assets are determined by Management at the time the asset is acquired and reviewed periodically, including each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

b. Others:

Further information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment for the year ended 31 March 2022 is included in the following notes:

- **Notes 27 and 29** – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- **Note 40** – determining the fair value of biological assets;
- **Note 37** – recognition of impairment loss of financial assets;
- **Note 36** – measurement of defined benefit obligations: key actuarial assumptions;
- **Note 42** – assets held for sale; and
- **Note 4** – determining the fair value of investment property.

2.5 Measurement of fair values

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

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the Chief Financial Officer. Significant valuation assumptions are reported to the Audit Committee.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as interest rates, guarantee commission rates and pricing services, is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

2.5 Measurement of fair values (continued)

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

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

Further information about the assumptions made in the measuring fair values is included in the following notes:

- **Note 4** – determining the fair value of investment property;
- **Note 37** – fair valuation of certain financial assets;
- **Note 40** – determining the fair value of biological assets.

2.6 Property, plant and equipment

i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Replanting expenses of rubber trees are capitalised under bearer plants.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost also includes interest on borrowings attributable to acquisition/ construction of qualifying property, plant and equipment up to the date the asset is ready for its intended use.

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

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

Capital work-in-progress comprises of the cost of property, plant and equipment that are not yet ready for their intended use as on the balance sheet date.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

2.6 Property, plant and equipment (Continued)

ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iii) Depreciation

Depreciation is provided on the cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives prescribed in Schedule II to the Companies Act, 2013 using the Straight Line Method ('SLM').

In respect of bearer plants, the life of rubber trees is estimated at 25 years from the year of planting and the cost of these trees is amortised on a SLM basis over the yielding period from the year in which the tapping is commenced which is normally from 7th year of plantation.

Buildings constructed over leasehold land are depreciated over the period of the lease or estimated useful lives whichever is shorter.

Depreciation on additions during the year is provided for on a pro-rata basis i.e. from the date on which asset is acquired. Depreciation on disposals is provided on a pro-rata basis i.e. upto the date on which asset is disposed off.

2.7 Investment Property

Investment property is measured initially at cost, including transaction cost. Subsequent to initial recognition, investment property is stated at cost less accumulated depreciation and impairment if any. All costs other than those which meet the criteria of capital are recognized in profit and loss. The investment property of the company consists of office building and the same is depreciated over its estimated useful life of 60 years from the date of capitalisation.

2.8 Financial Instruments

i. Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

The Company measures a financial asset or financial liability at its fair value. In the case of a financial asset or financial liability measured not at fair value through profit or loss, the transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability are adjusted in the value of financial asset or financial liability.

ii. Classification and subsequent measurement

Financial assets:

On initial recognition, a financial asset is classified as measured at:

- Amortised cost; or
- Fair value through other comprehensive income (FVOCI)
- Fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

2.8 Financial Instruments (Continued)

ii. Classification and subsequent measurement (Continued)

A financial asset is subsequently measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in Other Comprehensive Income (OCI). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in OCI. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss. All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets. These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in statement of profit or loss. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: subsequent measurement and gains and losses

Initial recognition

Subsequent measurement basis

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in statement of profit and loss.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in statement of profit and loss. Any gain or loss on derecognition is recognised in statement of profit and loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to statement of profit and loss.

Financial liabilities: Classification, subsequent measurement and gains and losses:

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

2.8 Financial Instruments (Continued)

iii. Derecognition (Continued)

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

Financial liabilities

A financial liability (or a part of a financial liability) is derecognised from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

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

iv. Offsetting

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

v. Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

vi. Foreign exchange forward contracts

The Company enters into foreign exchange forward contracts with the intention of reducing the foreign exchange risk of expected sales and purchases. These contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

2.9 Biological assets

Biological assets, i.e. living plants (other than bearer plants which are included in property, plant and equipment) are measured at fair value less costs to sell, with any change therein recognised in profit or loss.

2.10 Non-current assets or disposal group classified as held for sale

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss. Once classified as held-for-sale, property, plant and equipment and investment properties are no longer amortised or depreciated.

2.11 Foreign currency transactions and translations

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. The resultant gain/loss upon such restatement along with the gain/loss on account of foreign currency transactions are accounted in the Statement of Profit and Loss.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

2.12 Inventories

Inventories are measured at the lower of cost and the net realisable value after providing for obsolescence and other losses, wherever considered necessary. Cost is determined on the following basis:

| Particulars | Method of Valuation |
|---|-------------------------------|
| Coffee bought from registered dealers | Specific identification basis |
| Raw materials, stores and spare parts and trading goods | Weighted average cost |
| Finished goods | Weighted average cost |

Cost includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their present location and condition including octroi and other levies, transit insurance and receiving charges. Inventory is charged to statement of profit and loss on consumption. Cost of finished goods includes appropriate proportion of overheads.

2.13 Impairment

i. Impairment of financial assets

a. Recognition

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in statement of profit or loss.

b. Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

c. Write off:

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

ii. Impairment of non-financial assets

The Company's non-financial assets, other biological assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

2.13 Impairment (Continued)

ii) Impairment of non-financial assets (Continued)

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

2.14 Employee benefits

Employee benefits include short-term employee benefits, provident fund, superannuation fund, employee state insurance scheme, social security and insurance in the case of foreign national employee, gratuity and compensated absences.

i. Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur or when employees encash the leave, whichever is earlier.

ii. Post-employment benefits

Provident Fund:

Contributions to defined contribution schemes such as Provident Fund are recognised as expenses in the period in which the employee renders the related service. In respect of certain employees, Provident Fund contributions are made to a Trust administered by the Company namely "Aspinwall & Co. Ltd. Provident Fund" (for employees not covered by the own fund the contributions are made to Government administered provident fund scheme). In respect of Aspinwall & Co. Ltd Provident Fund, the interest paid/ payable to the beneficiaries every year is notified by the Government and the company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate and recognises such obligation, if any, determined based on actuarial valuation as at the balance sheet date, as an expense. In respect of contributions made to government administered Provident Fund, the Company has no further obligations beyond its monthly contributions.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

2.14 Employee benefits (Continued)

ii. *Post-employment benefits (Continued)*

Gratuity:

The Company's gratuity benefit scheme is a defined benefit plan which is administered through Company managed Trust "Aspinwall & Co. Ltd Gratuity Fund". The Company's net obligation in respect of defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interests) and the effect of the assets ceiling (if any, excluding interest) are recognised in other comprehensive income. The effect of any plan amendments are recognised in net profit in the Statement of Profit and Loss. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

Superannuation: The Company makes contributions equal to a specified percentage of the covered employee's basic salary and DA, to a fund managed by the Life Insurance Corporation of India (LIC). The Company has no further obligations beyond its contributions.

Others: Employee State Insurance Scheme, Social Security and insurance in the case of foreign national employee are also considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

iii. *Other long-term employee benefits*

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary as at 31 March every year using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised in the period in which the absences occur.

2.15 Revenue recognition

i) **Revenue from contract with customers**

The Company generates revenue from sales of goods and rendering services in various segments. Ind AS 115 Revenue from Contracts with Customers establishes a comprehensive framework for determining whether, how much and when revenue is recognised. Under Ind AS 115, revenue is recognised when a customer obtains control of the goods or services.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

2.15 Revenue recognition (Continued)

i) Revenue from contract with customers (Continued)

Disaggregation of revenue

The Company disaggregates revenue from sale of goods and rendering of services at various levels as detailed in Note 18 to the standalone financial statements. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of Company's revenues and cash flows are affected by industry, market and other economic factors.

Contract balances

The Company classifies the right to consideration in exchange for sale of goods/ services as trade receivables, advance consideration as advance from customers.

Performance obligations and revenue recognition policies

Revenue is measured based on the consideration specified in a contract with a customer. The Company recognises revenue when it transfers control over a goods or service to a customer. The following details provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

ii) Sale of goods

Domestic sales are recognised, net of returns and trade discounts, on transfer of control to the buyer, which generally coincides with the delivery of goods to customers. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax, etc. Export sales are recognised when goods are boarded to vessel at which point the risks and rewards of ownership are transferred to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods and regarding its collection.

iii) Income from services

Income from services such as stevedoring, clearing and forwarding, shipping and liner agencies are accounted as and when the jobs are completed on a percentage of completion basis. Despatch money is recognized as and when the amounts are realized considering the uncertainties involved both in the amount of despatch money and recoverability thereof.

iv) Rubber tree sales

Revenue from sale of non-yielding rubber trees is recognised on transfer of control to the buyer, which generally coincides with the felling and removal of the trees from the estate and realisation of the proceeds. In case when slaughter tapping is allowed to be carried out by the buyer, the sale of trees is recognised when sale consideration is received.

v) Export incentives

Export incentive are recognised as income on accrual basis in the year of export, based on eligibility and when there is no uncertainty in receiving the same.

vi) Other income

In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired).

Dividend income is recognised in the statement of profit and loss on the date on which the right to receive payment is established.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

2.16 Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

ii) Lease liabilities

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of asset (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2.17 Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

2.17 Income tax (Continued)

i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or recoverable from tax authorities after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii) Deferred tax

Deferred income tax assets and liabilities are recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognised to the extent it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

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

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

iii) MAT credit

Minimum alternative tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with provisions of Section 115JB of the Income-Tax Act, 1961) over normal income-tax is recognised as an asset by crediting the statement of profit and loss only when and to the extent there is convincing evidence that the company will be able to avail the said credit against normal tax payable during the period of fifteen succeeding assessment years.

2.18 Provisions, contingent liabilities and contingent assets

i) Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

2.18 Provisions, contingent liabilities and contingent assets (Continued)

i) Provisions (Continued)

balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

ii) *Contingent liabilities and contingent assets*

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the standalone financial statements. Contingent assets are disclosed in the standalone financial statements where an inflow of economic benefits is probable. Contingent assets are assessed continually and, if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

iii) *Onerous contracts*

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognises any impairment loss on the assets associated with that contract.

2.19 Earnings per share

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

Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the result would be anti-dilutive.

2.20 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Cash dividend to equity holders

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity. Interim dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

2.21 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

2.22 Borrowing cost

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

2.23 Operating segment

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

All operating segments' operating results are reviewed regularly by the Company's Board of Directors to make decisions about resources to be allocated to the segments and assess their performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue/ expenses/ assets/ liabilities".

2.24 Operating cycle

Based on the nature of products/ activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.25 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23 March 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from 1 April 2022, as below:

(a) Ind AS 16 - Property, plant and equipment

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipment. The Company has evaluated the amendment and there is no impact on its financial statements

(b) Ind AS 37 - Provisions, contingent liabilities and contingent assets

The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The Company has evaluated the amendment and there is no material impact on its financial statements.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

3A. Property, plant and equipment

| Particulars | Freehold land | Buildings [Refer Note (a) below] | Plant and machinery | Furniture and fixtures | Vehicles | Office equipments | Bearer plants | Total |
|------------------------------------|---------------|-------------------------------------|---------------------|------------------------|--------------|-------------------|---------------|----------------|
| Cost or deemed cost | | | | | | | | |
| Balance as at 1 April 2020 | 2,322 | 1,767 | 968 | 226 | 277 | 145 | 1,416 | 7,121 |
| Additions | 62 | 7 | 13 | 8 | 22 | 25 | 95 | 232 |
| Deletions | - | - | (*) | (*) | (9) | (2) | - | (11) |
| Categorisation as held for sale | (426) | - | - | - | - | - | - | (426) |
| Balance as at 31 March 2021 | 1,958 | 1,774 | 981 | 234 | 290 | 168 | 1,511 | 6,916 |
| Balance as at 1 April 2021 | 1,958 | 1,774 | 981 | 234 | 290 | 168 | 1,511 | 6,916 |
| Additions | - | 22 | 25 | 296 | 222 | 54 | 70 | 689 |
| Deletions | - | - | (21) | - | (77) | (13) | (4) | (115) |
| Balance as at 31 March 2022 | 1,958 | 1,796 | 985 | 530 | 435 | 209 | 1,577 | 7,490 |
| Accumulated depreciation | | | | | | | | |
| Balance as at 1 April 2020 | - | (188) | (247) | (43) | (177) | (59) | (130) | (844) |
| Depreciation for the year | - | (57) | (82) | (22) | (48) | (31) | (63) | (303) |
| Deletions | - | - | * | 1 | 9 | 1 | - | 11 |
| Balance as at 31 March 2021 | - | (245) | (329) | (64) | (216) | (89) | (193) | (1,136) |
| Balance as at 1 April 2021 | - | (245) | (329) | (64) | (216) | (89) | (193) | (1,136) |
| Depreciation for the year | - | (57) | (83) | (38) | (43) | (39) | (81) | (341) |
| Deletions | - | - | 16 | - | 77 | 12 | 4 | 109 |
| Balance as at 31 March 2022 | - | (302) | (396) | (102) | (182) | (116) | (270) | (1,368) |
| Net Carrying amount | | | | | | | | |
| As at 31 March 2021 | 1,958 | 1,529 | 652 | 170 | 74 | 79 | 1,318 | 5,780 |
| As at 31 March 2022 | 1,958 | 1,494 | 589 | 428 | 253 | 93 | 1,307 | 6,122 |

*Amount is below the rounding-off norms adopted by the Company

Notes :

a. Include buildings constructed on leasehold land

| Particulars | As at 31 March 2022 | | As at 31 March 2021 | | Lease period expiry |
|--|---------------------|-----------|---------------------|-----------|---------------------|
| | Gross Block | Net Block | Gross Block | Net Block | |
| Office building (30,000 square feet) - Willingdon Island | 36 | 5 | 36 | 5 | 28 June 2046 |
| Godown - Willingdon Island | 306 | 41 | 306 | 44 | 20 June 2046 |
| Office building - Tuticorin | 49 | 13 | 49 | 14 | 31 December 2023 |
| Total | 391 | 59 | 391 | 63 | |

b. Refer note 13 for details of assets pledged against borrowings.

c. The Company has not revalued its Property, plant and equipment during the current year and previous year.

d. There are no immovable properties whose title deeds are not held in the name of the Company as at 31 March 2022 and 31 March 2021 other than those disclosed in note 27 (2) and note 42.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)
(All amounts in Indian rupees lakhs)

3B Capital work-in-progress

| Particulars | Amount |
|-------------------------------------|------------|
| Cost (gross carrying amount) | |
| Balance as at 1 April 2020 | 7 |
| Additions | 206 |
| Deletions | (1) |
| Capitalisation | (1) |
| Balance as at 31 March 2021 | 211 |
| Balance as at 1 April 2021 | 211 |
| Additions | 218 |
| Deletions | (6) |
| Capitalisation | (366) |
| Balance as at 31 March 2022 | 57 |

Ageing of capital work-in-progress

| Particulars | Amount in capital work-in-progress for a period of | | | | |
|------------------------------------|--|-----------|-----------|-------------------|------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Balance as at 31 March 2022 | | | | | |
| Projects in progress | 57 | - | - | - | 57 |
| Projects temporarily suspended | - | - | - | - | - |
| Total | 57 | - | - | - | 57 |
| Balance as at 31 March 2021 | | | | | |
| Projects in progress | 205 | 6 | - | - | 211 |
| Projects temporarily suspended | - | - | - | - | - |
| Total | 205 | 6 | - | - | 211 |

Note:

There are no projects under capital work in progress whose completion is overdue or has exceeded its cost compared to its original plan as at 31 March 2022 and 31 March 2021.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

4 Investment property

| A Reconciliation of Carrying amount | Amount |
|-------------------------------------|--------------|
| Cost (gross carrying amount) | |
| Balance as at 1 April 2020 | 1,157 |
| Additions | - |
| Balance as at 31 March 2021 | 1,157 |
| Balance as at 1 April 2021 | 1,157 |
| Additions | 24 |
| Balance as at 31 March 2022 | 1,181 |
| Accumulated depreciation | |
| Balance as at 1 April 2020 | 21 |
| Depreciation for the year | 19 |
| Balance as at 31 March 2021 | 40 |
| Balance as at 1 April 2021 | 40 |
| Depreciation for the year | 22 |
| Balance as at 31 March 2022 | 62 |
| Net Carrying amounts | |
| As at 31 March 2021 | 1,117 |
| As at 31 March 2022 | 1,119 |
| Fair value | |
| As at 31 March 2021 | 2,537 |
| As at 31 March 2022 | 3,339 |

| B Information regarding income and expenditure of investment property | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-----------------------------|-----------------------------|
| Income | | |
| Rental income | 52 | 12 |
| Provision for property tax written back | - | 4 |
| Total income | 52 | 16 |
| Expense | | |
| Interest | 17 | 33 |
| Property tax | 4 | 4 |
| Depreciation | 22 | 19 |
| Total expense | 43 | 56 |
| Profit / (loss) arising from investment property before indirect expenses | 9 | (40) |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

4 Investment property (Continued)

C Investment property comprises of the following:

The Company's commercial complex named Aspinwall House at Kowdiar, Thiruvananthapuram, is partly used for own purpose and partly used for earning rentals.

D Measurement of fair value

(i) Fair valuation hierarchy

The fair value of investment property has been determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. These valuers are registered valuers as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

The fair value measurement of the investment property has been categorised as Level 3 fair value based on inputs to the fair value technique used.

(ii) Valuation techniques used and key inputs to valuation on investment property:

| Valuation technique | Significant inputs | 31 March 2022 | 31 March 2021 |
|------------------------------------|--|---------------|---------------|
| Discounted Cash flow method | Estimated Rental value per sq.ft per month | ₹ 45 to ₹ 60 | ₹ 60 |
| | Rent growth | 5% | 5% |
| | Periodicity of rent escalation | Every year | Every year |
| | Vacancy rate | NA | 5% |
| | Discount rate | 7.50 % | 8.50% |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | As at 31 March 2022 | As at 31 March 2021 |
|---|------------------------|------------------------|
| 5 Investments | | |
| Non-current, unquoted Interest in subsidiaries | | |
| (i) Investment in equity instruments - at cost less provision for other than temporary impairment | | |
| Malabar Coast Marine Services Private Limited, India 50,035 (31 March 2021: 50,035) equity shares of ₹ 10 each | 1 | 1 |
| Aspinwall Geotech Limited, India 12,00,000 (31 March 2021: 12,00,000) equity shares of ₹ 10 each | 116 | 116 |
| Aspinwall Healthcare Private Limited, India 5,00,000 (31 March 2021: 2,00,000) equity shares of ₹ 10 each | 50 | 20 |
| Aspinwall Technologies Limited, India Nil (31 March 2021: 1,61,280) equity shares of ₹10 each | - | 16 |
| SFS Pharma Logistics Private Limited, India 10,00,000 (31 March 2021: 10,00,000) equity shares of ₹ 10 each | 100 | 100 |
| Less: Provision for diminution in value | (100) | (100) |
| (ii) Investment in other entities (fully paid-up) - at FVTPL | | |
| Kailas Rubber Company Limited, India 13 (31 March 2021: 13) equity shares of ₹ 10 each | * | * |
| Cochin Stock Exchange Limited 911 (31 March 2021: 911) equity shares of ₹ 10 each | 1 | 1 |
| Kerala Enviro Infrastructure Limited 20,000 (31 March 2021: 20,000) equity shares of ₹ 10 each | 2 | 2 |
| Cochin Waste 2 Energy Private Limited 50,000 (31 March 2021: 50,000) equity shares of ₹ 10 each | 5 | 5 |
| Less: Provision for diminution in value | (5) | (5) |
| (iii) Investment in Government Securities | | |
| National Savings Certificate (NSC) | * | * |
| | 170 | 156 |
| (i) Aggregate amount of unquoted non-current investments | 275 | 261 |
| (ii) Aggregate amount of impairment in the value of non-current investments | (105) | (105) |

*Amount is below the rounding off norms adopted by the Company

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | As at 31 March 2022 | As at 31 March 2021 |
|---|------------------------|------------------------|
| 6 Loans | | |
| Non-current | | |
| <i>Unsecured, considered good</i> | | |
| Loan to subsidiary companies (refer note 30C) | 141 | 59 |
| | 141 | 59 |
| Current | | |
| <i>Unsecured, considered good</i> | | |
| Loan to subsidiary companies (refer note 30C) | 13 | 74 |
| | 13 | 74 |
| | 154 | 133 |
| 7 Other financial assets | | |
| Non-current | | |
| <i>Unsecured, considered good</i> | | |
| Security deposits | 283 | 289 |
| Earmarked deposits with remaining maturity period greater than 12 months | | |
| - margin money deposit | 43 | 42 |
| - deposit receipts pledged with customs, sales tax and other government authorities | 33 | 34 |
| Employee and other advances | 14 | 20 |
| | 373 | 385 |
| Current | | |
| <i>Unsecured, considered good</i> | | |
| Security deposits | 177 | 228 |
| Employee advances | 42 | 41 |
| Jobs in progress | 479 | 320 |
| Accruals | | |
| - interest accrued on deposits | 4 | 2 |
| - interest accrued on loans to subsidiaries | - | 37 |
| Contractually reimbursable expenses* | 395 | 492 |
| Fair value change in outstanding forward exchange contracts | - | 71 |
| Other receivables* | 59 | 52 |
| <i>Unsecured, having significant increase in credit risk</i> | | |
| Contractually reimbursable expenses | 294 | 348 |
| | 1,450 | 1,591 |
| Less: Provision for credit impaired contractually reimbursable expenses (refer note 37) | (294) | (348) |
| | 1,156 | 1,243 |

* Includes amounts due from wholly owned subsidiary companies (Refer Note 30)

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | As at 31 March 2022 | As at 31 March 2021 |
|--|------------------------|------------------------|
| 8 Other assets | | |
| Non-current | | |
| <i>Unsecured, considered good</i> | | |
| Capital advances | 11 | 21 |
| Balance with government authorities | 30 | 35 |
| Prepaid expenses | - | 1 |
| Net defined benefit asset with gratuity fund trust | - | 22 |
| | 41 | 79 |
| Current | | |
| <i>Unsecured, considered good</i> | | |
| Prepaid expenses | 38 | 33 |
| Income tax refund due | 323 | 72 |
| Export incentives | 181 | 230 |
| Contract assets/ Advance to contractors | 143 | 210 |
| Balances with government authorities | | |
| - Customs/ port advance | 35 | 27 |
| - Value Added Tax (Netherlands) | 3 | - |
| - Value Added Tax (Kerala) | 7 | 7 |
| - Service tax | * | * |
| | 730 | 579 |
| <i>Doubtful</i> | | |
| Contract assets/ Advance to contractors | 6 | 6 |
| Less: Provision for credit impairment on advances | (6) | (6) |
| | - | - |
| *Amount is below the rounding off norms adopted by the Company | 730 | 579 |
| 9 Inventories (at lower of cost and net realisable value) | | |
| <i>(a) Raw materials</i> | | |
| Coffee | 4,921 | 2,963 |
| PVC resin | 27 | 7 |
| Coir Mats and mattings | 160 | 168 |
| | 5,108 | 3,138 |
| <i>(b) Finished goods</i> | | |
| Coffee | 2,775 | 3,215 |
| Rubber | 170 | 70 |
| | 2,945 | 3,285 |
| <i>(c) Stock in trade</i> | | |
| Others | 1 | 3 |
| | 1 | 3 |
| <i>(d) Stores and spares *</i> | 252 | 200 |
| | 8,306 | 6,626 |

* Individual items do not exceed 10% of the value of inventory.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | As at 31 March 2022 | As at 31 March 2021 |
|---|------------------------|------------------------|
| 10 Trade receivables | | |
| Unsecured, considered good * | 2,704 | 3,871 |
| Unsecured, having significant increase in credit risk | 262 | 284 |
| | 2,966 | 4,155 |
| Less: Allowance for credit loss (refer note 37) | (262) | (284) |
| | 2,704 | 3,871 |
| *Includes debts due from wholly owned subsidiaries (refer note 30C) | 3 | 13 |

The Company's exposure to credit and currency risks and allowances for credit loss related to trade receivables are disclosed in note 37.

Trade receivables ageing schedule

As at 31 March 2022

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|--|--|-----------------------|-----------------------|-----------------|-----------------|----------------------|--------------|
| | Not due | Less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| Undisputed | | | | | | | |
| Trade receivables considered good | 2,606 | 73 | 5 | 5 | - | - | 2,689 |
| Trade receivables which have significant increase in credit risk | 8 | 5 | 2 | 15 | 74 | 158 | 262 |
| Trade receivables - credit impaired | - | - | - | - | - | - | - |
| Unbilled | 15 | - | - | - | - | - | 15 |
| Disputed | | | | | | | |
| Trade receivables considered good | - | - | - | - | - | - | - |
| Trade receivables which have significant increase in credit risk | - | - | - | - | - | - | - |
| Trade receivables - credit impaired | - | - | - | - | - | - | - |
| Total | 2,629 | 78 | 7 | 20 | 74 | 158 | 2,966 |

As at 31 March 2021

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|--|--|-----------------------|-----------------------|-----------------|-----------------|----------------------|--------------|
| | Not due | Less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| Undisputed | | | | | | | |
| Trade receivables considered good | 3,544 | 222 | 42 | 35 | 9 | 14 | 3,866 |
| Trade receivables which have significant increase in credit risk | 18 | 3 | 11 | 60 | 65 | 127 | 284 |
| Trade receivables - credit impaired | - | - | - | - | - | - | - |
| Unbilled | 5 | - | - | - | - | - | 5 |
| Disputed | | | | | | | |
| Trade receivables considered good | - | - | - | - | - | - | - |
| Trade receivables which have significant increase in credit risk | - | - | - | - | - | - | - |
| Trade receivables - credit impaired | - | - | - | - | - | - | - |
| Total | 3,567 | 225 | 53 | 95 | 74 | 141 | 4,155 |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | As at 31 March 2022 | As at 31 March 2021 |
|--|------------------------|------------------------|
| 11 Cash and bank balances | | |
| A. Cash and cash equivalents | | |
| Cash on hand | 5 | 5 |
| Balances with banks | | |
| (i) In current accounts | 741 | 444 |
| (ii) In EEFC accounts | 5 | * |
| (iii) In deposit accounts | 2 | 1 |
| Total cash and cash equivalents (A) | 753 | 450 |
| B. Bank balances other than cash and cash equivalents | | |
| In earmarked accounts | | |
| - unclaimed dividend accounts | 51 | 50 |
| - interest warrant account | * | * |
| - deposits receipts pledged with customs, sales tax and other government authorities | 9 | 6 |
| Other bank balances (B) | 60 | 56 |

* Amount is below the rounding off norms adopted by the Company.

| | As at 31 March 2022 | As at 31 March 2021 |
|---|------------------------|------------------------|
| 12 Equity share capital | | |
| Authorised capital | | |
| 250 lakhs (31 March 2021: 250 lakhs) equity shares of ₹10 each | 2,500 | 2,500 |
| | 2,500 | 2,500 |
| Issued, subscribed and paid-up capital | | |
| 78.18 lakhs (31 March 2021: 78.18 lakhs) equity shares of ₹10 each fully paid up | 782 | 782 |
| | 782 | 782 |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

12 Equity share capital (Continued)

a. Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year is as given below:

| Particulars | As at 31 March 2022 | | As at 31 March 2021 | |
|--|------------------------|------------|------------------------|------------|
| | No. of shares | Amount | No. of shares | Amount |
| Shares at the beginning of the year (lakhs) | 78.18 | 782 | 78.18 | 782 |
| Issued during the year (lakhs) | - | - | - | - |
| Number of shares at the end of the year (lakhs) | 78.18 | 782 | 78.18 | 782 |

b. Rights, preferences and restrictions attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of the equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

c. Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

| Particulars | As at 31 March 2022 | | As at 31 March 2021 | |
|---|------------------------------|--------------|------------------------------|--------------|
| | No. of shares (lakhs) | % holding | No. of shares (lakhs) | % holding |
| M/s. Narayanan Investment Trust Private Limited | 17.05 | 21.82% | 17.05 | 21.82% |
| Mr. Rama Varma | 11.65 | 14.91% | 11.65 | 14.91% |
| Her Highness Gouri Parvathi Bayi | 10.45 | 13.37% | 10.45 | 13.37% |
| M/s Kumari Investment Corporation Private Limited | 4.59 | 5.87% | 4.59 | 5.87% |

d. Details of equity shares held by promoters

| Particulars | As at 31 March 2022 | | As at 31 March 2021 | |
|---|------------------------------|--------------|------------------------------|--------------|
| | No. of shares (lakhs) | % holding | No. of shares (lakhs) | % holding |
| M/s Narayanan Investment Trust Private Limited | 17.05 | 21.82% | 17.05 | 21.82% |
| Mr. Rama Varma | 11.65 | 14.91% | 11.65 | 14.91% |
| H.H Gouri Parvathi Bayi | 10.45 | 13.37% | 10.45 | 13.37% |
| M/s Kumari Investment Corporation Private Limited | 4.59 | 5.87% | 4.59 | 5.87% |
| Sri. Pooruruttathi Thirunal Marthandavarma | 2.11 | 2.70% | 2.11 | 2.70% |
| H H Thiruvathira Thirunal Lakshmi Bayi | 1.51 | 1.93% | 1.51 | 1.93% |
| Sri. Aswathi Thirunal Rama Varma | 1.16 | 1.48% | 1.16 | 1.48% |
| Sri. Avittam Thirunal Adithya Varma | 0.81 | 1.03% | 0.81 | 1.03% |
| H H Gouri Lakshmi Bayi | 0.66 | 0.84% | 0.66 | 0.84% |
| Sri. Rajaraja Varma Chemprol | 0.38 | 0.48% | 0.38 | 0.48% |
| Mr. Krishnakumar R | 0.01 | 0.01% | 0.01 | 0.01% |
| Ms. Girija Varma | 0.01 | 0.01% | 0.01 | 0.01% |

Note

There are no changes in the shareholding of promoters during the current year as compared to the previous year.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

12 Equity share capital (Continued)

e. Details of buyback, bonus shares, issue for consideration other than for cash for past 5 years

There were no shares allotted as fully paid up by way of bonus shares, shares issued for consideration other than for cash and shares bought back during the 5 years immediately preceding the balance sheet date.

- f. The Company does not have a holding company and none of the shares are held by any of the subsidiary companies.

As at **As at**
31 March 2022 **31 March 2021**

13 Borrowings

Non-current

Secured

Term loans from banks

172

442

Less: Current maturities of long term debt

(33)

(280)

Unsecured

Loan from Indian Jute Mills Association

48

-

187

162

Current

Secured

Overdraft and cash credits from banks

129

599

Packing credit loan from banks

1,646

2,048

Current maturities of long term debt

33

280

Unsecured

Loan from subsidiary company (refer note 30C)

275

275

2,083

3,202

Total borrowings

2,270

3,364

The Company's exposure to liquidity risks related to borrowings is disclosed in note 37.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

13 Borrowings (Continued)

Details of securities, terms and conditions on borrowings from banks and others

| Type of borrowings | Lenders name | Outstanding as on 31 March 2022 | Outstanding as on 31 March 2021 | Tenure | Security and maturity terms | Repayment Schedule and interest rates |
|--|---|---------------------------------|---------------------------------|----------------|--|--|
| Overdraft from banks | Canara Bank | 94 | 520 | Yearly renewal | The bank overdraft and packing credit loan from Canara Bank are secured by hypothecation and first charge on all raw materials, finished goods, stock in trade and stores (including goods for export) of coffee division at Mangalore and book debts not older than 90 days of the company. Further secured by hypothecation of plant and machinery of coffee and logistics division at Mangalore, equitable mortgage of land and buildings in Sy. No. 129/1,129/1A,73/2B at Padavu and Maroli Village, Mangalore and equitable mortgage of land and building in Sy. No.1265/1,1265/2, 1266/1, 1266/2, 1259B/2, 1260/2B, 1261/2B in Meelavittam Village at Tuticorin. | Bank overdraft is repayable on demand and carry interest at RLLR+ 0.35%, presently @ 7.25 % p.a. (previous year @10.15% p.a.) |
| Packing credit loan from banks | Canara Bank | 1,189 | 1,630 | Yearly renewal | | Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at RLLR less interest equalisation scheme, presently @3.90% p.a. (previous year @3.55% p.a.) |
| Overdraft from banks | State Bank of India | 30 | 48 | Yearly renewal | Packing credit loan and overdraft from State Bank of India is secured by hypothecation of stock and receivables of natural fibre division. | Bank overdraft is repayable on demand and carry interest at 1 year EBLR + 4%, presently @ 10.65% p.a. (previous year - 10.65%) |
| Cash credit from banks - Covid Emergency Credit line | State Bank of India | 5 | 31 | 1 1/2 Years | | Covid Emergency Credit line is repayable in 18 monthly installments and carry interest at 1year MCLR , presently @ 7.25% p.a (previous year -7.00%) |
| Packing credit loan from banks | State Bank of India | 257 | 272 | Yearly renewal | | Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at EBLR plus 0.55% less interest equalisation, presently @ 4.20% p.a. (previous year @2.20% p.a.) |
| Secured term loans from banks | HDFC Bank Limited | - | 266 | 1 1/2 Years | Secured by exclusive charge over the land in Sy no. 3138/2 and 3139/9 at Kowdiar Village, Trivandrum, building constructed on the land and further an exclusive charge over the lease rentals/ cash flow from the building. | The term loan is repayable in 6 quarterly installments commencing from 07 September 2020 ending on 07 December 2021 and carry interest at 3 Months repo 8.50% p.a. |
| Secured term loans from banks | HDFC Bank Limited | 172 | 176 | 5 1/2 Years | | The term loan is repayable in 20 quarterly installments commencing from 07 November 2021 ending on 07 August ,2026 with six months moratorium and carry interest at 7.20% p.a.(Previous year 8.50% p.a) |
| Packing credit loan from banks | HDFC Bank Limited | 200 | 100 | Yearly renewal | Packing credit loan from HDFC Bank Limited is secured by equitable mortgage of land in Sy.no. 140/1, 155-1A and 154-1A along with built up area about 94,000 sq.ft. located in Iddya Village, Mangalore Taluk. | Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at base rate less interest equalisation, presently @4.20% p.a. (previous year @ 2.40 % p.a.) |
| Packing credit loan from banks | Federal Bank Limited | - | 46 | Yearly renewal | Packing credit loan from Federal Bank Limited is secured by paripassu first charge on hypothecation of stock and advance to suppliers of the coffee division with a margin of 25% with other working capital lenders of coffee division. | Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at Repo +335 Bps less interest equalisation, presently @4.35% p.a. (previous year @3.15% p.a.) |
| Unsecured loan from Indian Jute Mills Association | Indian Jute Mills Association | 48 | - | Not Applicable | Not applicable | The loan carries an interest presently @ 15% p.a. |
| Unsecured loan from subsidiary company | Malabar Coast Marine Services Private Limited | 275 | 275 | Not Applicable | Term loan from subsidiary is unsecured. | Unsecured loan is maturing in August 2023. Interest rate @10.00% p.a (previous year @10.00% p.a.) |
| | | 2,270 | 3,364 | | | |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

13 Borrowings (Continued)

Notes:

The Company has availed working capital facilities from banks on the basis of security of current assets and have submitted quarterly returns of current assets to the bankers. Following is the summary of reconciliation and reasons for differences between such returns and books of account:

| Quarter ended | Name of the bank | Particulars of security provided | Amount as per books | Amount as per statement to bank | Difference if any | Reason for discrepancies if any |
|-------------------|--|--|---------------------|---------------------------------|-------------------|---------------------------------|
| 30 June 2021 | Canara bank HDFC Bank Ltd Federal Bank Ltd | Inventory of raw materials, finished goods and stock in trade (including goods for export) of coffee division at Mangalore | 7,446 | 7,329 | 117 | Refer Note below |
| 30 September 2021 | Canara bank HDFC Bank Ltd Federal Bank Ltd | Inventory of raw materials, finished goods and stock in trade (including goods for export) of coffee division at Mangalore | 8,634 | 8,532 | 102 | |
| 31 December 2021 | Canara bank HDFC Bank Ltd Federal Bank Ltd | Inventory of raw materials, finished goods and stock in trade (including goods for export) of coffee division at Mangalore | 6,318 | 6,187 | 131 | |
| 31 March 2022 | Canara bank HDFC Bank Ltd Federal Bank Ltd | Inventory of raw materials, finished goods and stock in trade (including goods for export) of coffee division at Mangalore | 7,806 | 7,696 | 110 | |

Note

The difference in the value of inventory as per books of account and as per the statement submitted with the bankers is on account of the following:

- Valuation of inventory in the statement submitted with the banks at standard costs, whereas valuation is at actual costs in the books of account.
- Non-consideration of stores and spares stock with regard to coffee segment in the statements filed with banks.

| | As at 31 March 2022 | As at 31 March 2021 |
|--|------------------------|------------------------|
| 14 Provisions | | |
| Non-current | | |
| Provision for employee benefits | | |
| - Gratuity | 144 | - |
| - Compensated absences | 318 | 297 |
| - Employee provident fund | * | 10 |
| | 462 | 307 |
| Current | | |
| Provision for employee benefits | | |
| - Compensated absences | 127 | 94 |
| Provision for contingencies (refer note 29) | 447 | 431 |
| *Amount is below the rounding off norms adopted by the Company | 574 | 525 |
| 15 Trade payables | | |
| Dues of micro enterprises and small enterprises (refer note 31) | - | - |
| Dues of other than micro enterprises and small enterprises * | 1,405 | 1,466 |
| | 1,405 | 1,466 |
| *Includes debts due to wholly owned subsidiaries (refer note 30) | - | 46 |
| The Company's exposure to liquidity risks related to trade payables is disclosed in note 37. | | |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

15 Trade payables (Continued)

Trade payables ageing schedule

As at 31 March 2022

| Particulars | Outstanding for following periods | | | | |
|-------------------|-----------------------------------|--------------|--------------|-------------------|--------------|
| | Less than 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | Total |
| Undisputed | | | | | |
| MSME | - | - | - | - | - |
| Others | 1,101 | 54 | 9 | 55 | 1,219 |
| Unbilled | 186 | - | - | - | 186 |
| Disputed | | | | | |
| MSME | - | - | - | - | - |
| Others | - | - | - | - | - |
| Total | 1,287 | 54 | 9 | 55 | 1,405 |

As at 31 March 2021

| Particulars | Outstanding for following periods | | | | |
|-------------------|-----------------------------------|--------------|--------------|-------------------|--------------|
| | Less than 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | Total |
| Undisputed | | | | | |
| MSME | - | - | - | - | - |
| Others | 1,055 | 47 | 44 | 32 | 1,178 |
| Unbilled | 288 | - | - | - | 288 |
| Disputed | | | | | |
| MSME | - | - | - | - | - |
| Others | - | - | - | - | - |
| Total | 1,343 | 47 | 44 | 32 | 1,466 |

| | As at 31 March 2022 | As at 31 March 2021 |
|---|------------------------|------------------------|
| 16 Other financial liabilities | | |
| Current | | |
| Interest accrued but not due on loans from banks | 1 | 4 |
| Unclaimed dividends | 51 | 50 |
| Creditors for capital goods | 10 | - |
| Trade deposits received | 106 | 114 |
| Contractually reimbursable expenses/ liabilities | 6 | 6 |
| Retention money | 14 | 13 |
| Due to other creditors and accruals | 14 | 24 |
| Lease rent and interest payable thereon (refer note 27) | 534 | 514 |
| Accrued salaries and benefits | 676 | 484 |
| Fair value change in outstanding forward exchange contracts | 12 | - |
| Unclaimed interest on deposits | * | * |
| | 1,424 | 1,209 |

* Amount is below the rounding off norms adopted by the Company.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | As at 31 March 2022 | As at 31 March 2021 |
|--|------------------------|------------------------|
| 17 Other liabilities | | |
| Contract liabilities/ Advance from customers | 210 | 164 |
| Unearned revenue | 378 | 509 |
| Advances received towards sale of land classified as held for sale (refer note 41) | 1,000 | 965 |
| Withholding taxes and statutory dues | 165 | 175 |
| | 1,753 | 1,813 |
| | | |
| | Year ended | Year ended |
| | 31 March 2022 | 31 March 2021 |
| 18 Revenue from operations | | |
| <i>Sale of products</i> | | |
| Manufactured goods | 12,775 | 10,514 |
| Traded goods | 34 | 1,675 |
| <i>Sale of services - Logistics</i> | | |
| Clearing and forwarding - bulk cargo | 7,079 | 8,440 |
| Clearing and forwarding - others | 5,260 | 3,958 |
| Steamer/Vessel agency related activities | 107 | 90 |
| <i>Other operating revenues</i> | | |
| Export incentives | 105 | 227 |
| Despatch money | 41 | 48 |
| Income from investment property | 52 | - |
| Others | 20 | 19 |
| | 25,473 | 24,971 |
| Break-up of sale of products | | |
| <i>Manufactured goods</i> | | |
| Coffee | 9,996 | 6,923 |
| Rubber | 1,538 | 1,478 |
| Coir Mats and mattings | 1,241 | 2,113 |
| | 12,775 | 10,514 |
| <i>Traded goods</i> | | |
| Coffee | 31 | 1,653 |
| Coir Mats and mattings | - | 19 |
| Others | 3 | 3 |
| | 34 | 1,675 |
| Refer Note 33 for segment-wise details. | | |
| <i>Timing of revenue recognition</i> | | |
| Goods transferred at a point in time | 12,809 | 12,189 |
| Services transferred over time | 12,446 | 12,488 |
| | 25,255 | 24,677 |
| <i>Contract balances</i> | | |
| Contract liabilities/ Advance from customers (refer note 17) | 210 | 164 |
| Trade receivables (refer note 10) | 2,704 | 3,871 |
| Unearned revenue (refer note 17) | 378 | 509 |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|---|-----------------------------|-----------------------------|
| 19A Other Income | | |
| Interest income on effective interest method on: | | |
| - Bank deposits | 3 | 4 |
| - Loans and advances | 20 | 20 |
| Interest income on Income-tax refund | 12 | 42 |
| Dividend income | 40 | * |
| Other non-operating income | | |
| - Rental income | 11 | 23 |
| - Profit on sale of property, plant and equipment (net) | 14 | 2 |
| - Profit on disposal of investment in subsidiary company | 19 | - |
| - Liabilities/ provisions no longer required written back | 30 | 57 |
| - Profit on sale of rubber trees | 48 | - |
| - Sale of timber | 35 | 18 |
| - Insurance claim received | 27 | 21 |
| - Gain on remeasurement of biological assets | 19 | 25 |
| - Exchange gain on currency fluctuation realised and unrealised (net) ** | 71 | 283 |
| - Miscellaneous income | 40 | 32 |
| | 389 | 527 |
| * Amount is below the rounding off norms adopted by the Company | | |
| ** Includes unrealised gain on contracts not designated in hedge relationships and measured at fair value net of unrealised loss. | | |
| 19B Exceptional items | | |
| Gain on sale of land *** | 331 | - |
| | 331 | - |
| *** the Company has disposed of certain portion of its land for a consideration of ₹ 770 lakhs. These amounts were earlier classified as assets held for sale and the resultant gain on account of this transaction amounting to ₹ 331 lakhs has been disclosed as an exceptional item. | | |
| 20 Cost of materials consumed | | |
| Inventory at the beginning of the year | 3,138 | 2,823 |
| Add: purchases during the year | 9,351 | 6,900 |
| Less: Inventory at the end of the year | (5,108) | (3,138) |
| | 7,381 | 6,585 |
| Materials consumed include: | | |
| Coffee | 6,738 | 5,347 |
| PVC resin | 196 | 223 |
| Coir yarn and others | 447 | 1,015 |
| | 7,381 | 6,585 |
| 21 Purchases of stock-in-trade | | |
| Coffee | 28 | 1,122 |
| Others | - | 1 |
| | 28 | 1,123 |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|---|-----------------------------|-----------------------------|
| 22 Changes in inventories of finished goods and stock-in-trade | | |
| <i>Inventories at the beginning of the year</i> | | |
| Finished good | | |
| Coffee | 3,215 | 3,747 |
| Rubber | 70 | 94 |
| | 3,285 | 3,841 |
| Stock -in-trade | | |
| Coffee | - | 28 |
| Coir mats and mattings | - | 15 |
| Others | 3 | 2 |
| | 3 | 45 |
| | 3,288 | 3,886 |
| <i>Inventories at the end of the year</i> | | |
| Finished good | | |
| Coffee | 2,775 | 3,215 |
| Rubber | 170 | 70 |
| | 2,945 | 3,285 |
| Stock -in-trade | | |
| Others | 1 | 3 |
| | 1 | 3 |
| | 2,946 | 3,288 |
| Net changes in inventories | 342 | 598 |
| 23 Employee benefits expense | | |
| Salaries, wages and bonus | 3,657 | 3,122 |
| Contribution to provident and other funds (refer note 36) | 404 | 373 |
| Staff welfare expenses | 223 | 161 |
| | 4,284 | 3,656 |
| 24 Finance costs | | |
| Interest expense on : | | |
| - Borrowings | 176 | 291 |
| - Agricultural income tax dues | 10 | 10 |
| - Licence fee to port (refer note 29) | 16 | 16 |
| - Loan from wholly owned subsidiary (refer note 30) | 28 | 29 |
| - Lease liability (refer note 34) | 12 | - |
| - Others | 30 | 20 |
| Other borrowing costs | 24 | 53 |
| | 296 | 419 |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-----------------------------|-----------------------------|
| 25 Depreciation expense | | |
| Depreciation on property, plant and equipment | 341 | 303 |
| Depreciation on investment property | 22 | 19 |
| Depreciation on right-of-use assets (refer note 34) | 6 | - |
| | 369 | 322 |
| 26 Other expenses | | |
| Consumption of stores and spare parts | 415 | 442 |
| Handling charges | 9,677 | 9,676 |
| Transportation and ocean freight | 129 | 150 |
| Power and fuel | 172 | 175 |
| Rent | 107 | 115 |
| Repairs and maintenance | | |
| - Buildings | 81 | 62 |
| - Plant and machinery | 62 | 75 |
| - Others | 1 | 1 |
| Insurance | 78 | 88 |
| Legal and professional | 171 | 136 |
| Payments to auditors (refer note 26.1 below) | 41 | 41 |
| Rates and taxes | 89 | 84 |
| Communication | 41 | 42 |
| Travelling and conveyance | 111 | 84 |
| Printing and stationery | 27 | 28 |
| Sales commission | 9 | 13 |
| Donations and contributions (refer note 26.2 below) | 3 | 33 |
| Bank charges | 18 | 33 |
| Security and subcontracting charges | 159 | 175 |
| Directors' sitting fees | 27 | 28 |
| Expenditure on corporate social responsibility (refer note 26.3 below) | 15 | 22 |
| Miscellaneous expenses | 133 | 133 |
| | 11,566 | 11,636 |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-----------------------------|-----------------------------|
| Note 26.1 - Payment to auditors (net of goods and services tax) includes following: | | |
| As auditor | | |
| - Statutory audit | 17 | 17 |
| - Limited review | 14 | 14 |
| - Other services | 8 | 9 |
| For reimbursement of expenses | 2 | 1 |
| | 41 | 41 |
| Note 26.2- Donations and contributions primarily includes following: | | |
| Communist Party of India (Marxist) | * | * |
| Bharatiya Janata Party | * | * |
| Communist Party of India | * | * |
| SDPI | * | * |
| Muslim League | * | * |
| Indian National Congress | * | 1 |
| | 1 | 2 |
| * Amount is below the rounding off norms adopted by the Company | | |
| Note 26.3 - Details of corporate social responsibility expenditure | | |
| a) Gross amount required to be spent by the Company during the year | 15 | 22 |
| b) Amount of expenditure incurred: | | |
| i) Construction / acquisition of any asset | - | - |
| ii) On purposes other than (i) above | | |
| - In cash | 15 | 22 |
| - Yet to be paid in cash | - | - |
| iii) Shortfall at the end of the year | - | - |
| iv) Total of previous year shortfall | - | - |
| v) Reason for shortfall | NA | NA |
| vi) Nature of CSR activities | | |
| - Healthcare support | 6 | 9 |
| - Education | 5 | 5 |
| - Promotion of sports | 2 | 4 |
| - Payment to Prime Minister National relief fund | 1 | 2 |
| - Others | 1 | 2 |
| vii) Details of related party transactions | - | - |
| viii) Details of provision made with respect to liability incurred by entering into a contractual obligation | Not applicable | Not applicable |
| | 15 | 22 |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

27 Contingent liabilities and commitments

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|---|------------------------|------------------------|
| A Contingent liabilities | | |
| (i) Claims against the Company not acknowledged as debt: | | |
| Disputed tax demands: | | |
| -Service tax demands for the period from April 2006 to March 2012 under appeal before Customs, Excise and Service Tax Appellate Tribunal (CESTAT) | 419 | 444 |
| - Service tax demands for the period from April 2007 to March 2012, under appeal before Commissioner (Appeals) | - | 12 |
| -Income-tax demand for the Financial year 2016-17 under appeal before Commissioner of Income-tax Appeals [CIT(A)] | 51 | 51 |
| (ii) Bills discounted | 204 | 38 |
| (iii) Corporate guarantees (refer note 30C) | 100 | 148 |
| (iv) Likely demand of interest on loan from Indian Jute Mills Association | 151 | 144 |
| B.Commitments | | |
| Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for | 95 | 86 |

Notes:

- Show cause notices received from Service tax department pending formal demand notices, have not been considered as contingent liabilities.
- The Land Tribunal, Manjeri had passed orders conferring absolute title of the rubber estate at Pullangode to the Company. Appeals against this order filed by some of the Jenmis before the Land Reforms Appellate Authority have also been disposed off in favour of the Company and accordingly no adjustment is required in the financial statements in this regard. Further, appeal filed by some of the Jenmis is pending before the Hon'ble High Court of Kerala.
- The Company's writ petition against the order of the Government of Kerala revising the lease rent in respect of the leasehold land at Fort Kochi effective from 13 November 1995 upto 31 March 2007, is pending before the Hon'ble High Court of Kerala. Pursuant to interim application filed in the above writ petition by the company, the High Court has directed the Government to consider the representation regarding lease rent filed by the company, and take appropriate decision in this regard. Pursuant to this, Government of Kerala has issued an order reaffirming the demand for the period upto 31 March 2007. Adequate provision is available in the books for meeting this liability.
- Future cash outflows in respect of the above matters are determinable only on receipt of judgements/ decisions pending at various forums/ authorities. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the standalone financial statements.
- On 28th February 2019, the Hon'ble Supreme Court of India has delivered a judgment clarifying the principles that need to be applied in determining the components of salaries and wages on which Provident Fund (PF) contributions need to be made by establishments. However, the Company has been legally advised that there are numerous interpretative challenges on the application of the judgment retrospectively. Based on such legal advice, the management believes that it is impracticable at this stage to reliably measure the provision required, if any, and accordingly, no provision has been made towards the same. Necessary adjustments, if any, will be made to the books as more clarity emerges on this subject.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

28 Earnings per share ("EPS")

The calculation of profit attributable to equity share holders and weighted average number of equity shares outstanding for the purpose of basic earnings per share calculations are as follows:

| Particulars | For the Year ended 31 March 2022 | For the Year ended 31 March 2021 |
|--|-------------------------------------|-------------------------------------|
| Net profit for the year attributable to the equity shareholders (in lakhs) | 1,567 | 646 |
| Weighted average number of equity shares (Nos. lakhs) | 78.18 | 78.18 |
| Par value per share (₹) | 10 | 10 |
| Earning per share - basic and diluted | 20.04 | 8.26 |

Note: There are no dilutive potential equity shares outstanding during the current year and previous year.

29 Details of provisions

The Company has made provision for various contractual obligations and disputed statutory and other liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below:

| Particulars | As at 1 April 2021 | Additions | Reversal | As at 31 March 2022 |
|--|-----------------------|-----------|----------|------------------------|
| Provision for contingencies towards disputed statutory dues [refer note (a) below] | 126 | - | - | 126 |
| Provision for licence fee and interest to port [refer note (b) below] | 305 | 16 | - | 321 |
| Total provision for contingencies | 431 | 16 | - | 447 |

| Particulars | As at 1 April 2020 | Additions | Reversal | As at 31 March 2021 |
|--|-----------------------|-----------|----------|------------------------|
| Provision for contingencies towards disputed statutory dues [refer note (a) below] | 126 | - | - | 126 |
| Provision for licence fee and interest to port [refer note (b) below] | 289 | 16 | - | 305 |
| Total provision for contingencies | 415 | 16 | - | 431 |

(a) Provision for litigations represents provision towards potential liability against various ongoing indirect tax cases based on Company's internal assessment. Time of future cash outflows in respect of above matters are dependent on the receipt of judgement - decisions pending at various forums/ authorities.

(b) Provision for payment for licence fees to port authorities along with interest on the outstanding amount.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

30 Related parties

A. Related party relationships

Names of related parties and description of relationship with the Company:

- | | |
|---|---|
| (a) Wholly-owned Subsidiaries | a) Aspinwall Technologies Limited b) Malabar Coast Marine Services Private Limited c) Aspinwall Geotech Limited d) SFS Pharma Logistics Private Limited e) Aspinwall Healthcare Private Limited |
| (b) Key Management Personnel (KMP) | a) Mr.Rama Varma - Managing Director b) Mr.Rajesh S - Executive Director & CEO c) Mr.T.R. Radhakrishnan - Chief Financial Officer d) Mr.Neeraj R. Varma - Company Secretary |
| (c) Non-Executive Directors | a) Mr.C.R.R.Varma b) Mr. Sushil Krishnan Nair c) Ms.Nina Nayar d) Sri. Avittam Thirunal Adithya Varma e) Mr. M.Lakshminarayanan (Chairman) f) Mr. K. Srinivasan g) Mr. Vijay K. Nambiar |
| (d) Entities in which KMP / Relatives of KMP can exercise significant influence | a) Narayanan Investment Trust Private Limited b) Kumari Investment Corporation Private Limited |
| (e) Relatives of KMP (Managing Director) | a) H. H. Gouri Parvathi Bayi, sister b) H. H. Gouri Lakshmi Bayi, sister c) Dr (Mrs.) Girija Varma, spouse |
| (f) Post-employment benefit plan of the Company | a) Aspinwall & Co. Ltd. Provident Fund Trust b) Aspinwall & Co. Ltd. Gratuity Fund Trust |

Note: Related parties have been identified by the management and relied upon by the auditors

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

30 Related parties (Continued)

B. Related party transactions

| Nature of transaction | Name of the related party | For the Year ended 31 March 2022 | For the Year ended 31 March 2021 |
|--|---|-------------------------------------|-------------------------------------|
| Sale of equipments | Aspinwall Healthcare Private Limited | 6 | 1 |
| Sale of vehicles | Mr. Rajesh S | 2 | - |
| | Mr. T.R. Radhakrishnan | 2 | - |
| Receipt of services | Malabar Coast Marine Services Private Limited | 413 | 53 |
| Investment in equity shares | Aspinwall Healthcare Private Limited | 30 | - |
| Rent payments | Mr. Rama Varma | 20 | 20 |
| Rent receipts | Aspinwall Healthcare Private Limited | * | * |
| Reimbursable expenses incurred on behalf of subsidiaries | Malabar Coast Marine Services Private Limited | 1 | 2 |
| | SFS Pharma Logistics Private Limited | 4 | 4 |
| | Aspinwall Healthcare Private Limited | 18 | 8 |
| | Aspinwall Technologies Limited | * | * |
| | Aspinwall Geotech Limited | * | 1 |
| Dividend received | Malabar Coast Marine Services Private Limited | 40 | - |
| Dividend paid | Narayanan Investment Trust Private Limited | 60 | - |
| | Kumari Investment Corporation Private Limited | 16 | - |
| | Mr. Rama Varma | 41 | - |
| | H. H. Gouri Parvathi Bayi | 37 | - |
| | H H Gouri Lakshmi Bayi | 2 | - |
| | Dr. (Mrs.) Girija Varma | * | - |
| | Sri Avittam Thirunal Adithya Varma | 3 | - |
| | Mr. C.R.R.Varma | 1 | - |
| Interest expense | Malabar Coast Marine Services Private Limited | 28 | 29 |
| Interest income | Aspinwall Geotech Limited | 2 | 5 |
| | SFS Pharma Logistics Private Limited | 4 | 3 |
| | Aspinwall Healthcare Private Limited | 11 | 7 |
| Remuneration to Key Management Personnel** | Mr. Rama Varma | 92 | 84 |
| | Mr. Rajesh S | 100 | 97 |
| | Mr. T.R. Radhakrishnan | 72 | 50 |
| | Mr. Neeraj R. Varma | 19 | 14 |
| Sitting fee paid | Non-executive Directors | 27 | 28 |
| Rendering of services | SFS Pharma Logistics Private Limited | 57 | 19 |
| | Malabar Coast Marine Services Private Limited | 5 | 5 |
| Loan granted | SFS Pharma Logistics Private Limited | - | 5 |
| | Aspinwall Healthcare Private Limited | 94 | 144 |
| Loan amount received back | Aspinwall Geotech Limited | 37 | 14 |
| | Aspinwall Healthcare Private Limited | 12 | 85 |
| | SFS Pharma Logistics Private Limited | 24 | - |
| Deposits received | Mr. Radhakrishnan T.R | 8 | - |
| | Mr. Rama Varma | 2 | - |
| Transfer of guarantee obligation from subsidiary | Aspinwall Geotech Limited | 48 | - |
| Realisation of proceeds from liquidator upon winding up | Aspinwall Technologies Limited | 35 | - |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

30 Related parties (Continued)

C. The Company has the following balances with related parties:

| Nature of transaction | Name of the related party | As at 31 March 2022 | As at 31 March 2021 |
|--|--|------------------------|------------------------|
| Loans to related parties | Aspinwall Geotech Limited | - | 37 |
| | SFS Pharma Logistics Private Limited | 13 | 37 |
| | Aspinwall Healthcare Private Limited | 141 | 59 |
| Interest accrued on loans to related party | Aspinwall Geotech Limited | - | 32 |
| | SFS Pharma Logistics Private Limited | - | 3 |
| | Aspinwall Healthcare Private Limited | - | 1 |
| Corporate guarantee given | Loan from Indian Jute Mills Association on behalf of Aspinwall Geotech Limited | - | 48 |
| | Loan from HDFC bank Ltd. on behalf of Aspinwall Healthcare Private Limited | 100 | 100 |
| Trade receivables | SFS Pharma Logistics Private Limited | 3 | 13 |
| | Aspinwall Healthcare Private Limited | - | * |
| Contractually reimbursable expenses | SFS Pharma Logistics Private Limited | * | 8 |
| Other financial assets -expense reimbursements/ liability incurred on behalf of subsidiary | SFS Pharma Logistics Private Limited | - | 36 |
| | Aspinwall Healthcare Private Limited | - | 3 |
| | Malabar Coast Marine Services Private Limited | - | 1 |
| | Aspinwall Geotech Limited | 48 | * |
| Trade payables | Malabar Coast Marine Services Private Limited | - | 46 |
| Loans and advances from subsidiary company | Malabar Coast Marine Services Private Limited | 275 | 275 |
| Other financial liability - Deposits received | Mr. Radhakrishnan T.R | 8 | - |
| | Mr. Rama Varma | 2 | - |

* Amount is below the rounding off norms adopted by the Company.

** As the future liabilities for gratuity and leave encashment is provided on an actuarial basis and payment of insurance costs are made for the Company as a whole, the amount pertaining to the key management personnel is not ascertainable, therefore, not included in above.

Refer to Note 36 for information on transactions with Aspinwall & Co. Ltd. Provident Fund Trust and Aspinwall & Co. Ltd. Gratuity Fund Trust.

All related party transactions entered during the year were in ordinary course of business and are on arm's length basis.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

31 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act)

The information as required under the MSMED Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the auditors

| Particulars | For the Year ended 31 March 2022 | For the Year ended 31 March 2021 |
|--|-------------------------------------|-------------------------------------|
| (i) Principal amount remaining unpaid to any supplier as at the end of each accounting year | - | - |
| (ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year | - | - |
| (iii) The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| (iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act | - | - |
| (v) The amount of interest accrued and remaining unpaid at the end of the accounting year | - | - |
| (vi) The amount of further interest due and payable even in the succeeding year, 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 section 23 | - | - |

32 Disclosures pertaining to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013

The Company has given unsecured interest bearing loans to its following subsidiary:

| Particulars | Aspinwall Geotech Limited | SFS Pharma Logistics Private Limited | Aspinwall Healthcare Private Limited |
|---|------------------------------|---|---|
| As at 1 April 2021 | 37 | 37 | 59 |
| Loan given during the year | - | - | 94 |
| Repaid during the year | 37 | 24 | 12 |
| As at 31 March 2022 | - | 13 | 141 |
| Maximum balance outstanding during the year * | 72 | 42 | 162 |

| Particulars | Aspinwall Geotech Limited | SFS Pharma Logistics Private Limited | Aspinwall Healthcare Private Limited |
|---|------------------------------|---|---|
| As at 1 April 2020 | 51 | 32 | - |
| Loan given during the year | - | 5 | 144 |
| Repaid during the year | 14 | - | 85 |
| As at 31 March 2021 | 37 | 37 | 59 |
| Maximum balance outstanding during the year * | 87 | 40 | 145 |

* Includes interest accrued.

- The above loan to Aspinwall Geotech Limited was given for settlement of loan availed from Technology Information Forecasting and Assessment Council at an interest rate of 10% p.a. (12.50% p.a. till 30 June 2020).
- The above loan to SFS Pharma Logistics Private Limited was given for meeting the working capital requirement of the subsidiary company at an interest rate of 10% p.a. (previous year - 10% p.a.)
- The above loan to Aspinwall Healthcare Private Limited was given for meeting the working capital requirement of the subsidiary company at an interest rate of 10% p.a. (previous year - 10% p.a.)

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

33 Operating segment

A Basis for segmentation

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Chief Executive officer(CEO) and Chief Financial Officer (CFO) to make decisions about resources to be allocated to the segments and assess their performance.

The Company has identified business segments as its primary segment and geographical segments as its secondary segment. Business segments are logistics, coffee and related activities, plantation, natural fibre products and others. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments. Geographical revenues are allocated based on the location of the customer. Geographical segments of the Company are Americas (including Canada and South American countries), Europe, India and others.

B Information about reportable segments

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Company's CFO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

33 Operating segment (Continued) C Business segment information

| Segments | For the year ended 31 March 2022 | | | | | | For the year ended 31 March 2021 | | | | | |
|----------|----------------------------------|---------------|--------------|------------------------|-----------|---------------|----------------------------------|--------------|--------------|------------------------|----------|---------------|
| | Logistics | Coffee | Plantation | Natural Fibre Products | Others | Total | Logistics | Coffee | Plantation | Natural Fibre Products | Others | Total |
| 1 | 12,506 | 10,105 | 1,538 | 1,272 | 52 | 25,473 | 12,554 | 8,718 | 1,478 | 2,221 | - | 24,971 |
| | - | - | - | - | - | - | - | - | - | - | - | - |
| | 12,506 | 10,105 | 1,538 | 1,272 | 52 | 25,473 | 12,554 | 8,718 | 1,478 | 2,221 | - | 24,971 |
| 2 | 1,180 | 1,458 | 402 | (250) | 27 | 2,817 | 1,072 | 939 | 188 | 30 | (12) | 2,217 |
| | | | | | | 296 | | | | | | 419 |
| | | | | | | 967 | | | | | | 879 |
| | | | | | | 1,554 | | | | | | 919 |
| | | | | | | 331 | | | | | | - |
| | | | | | | 1,885 | | | | | | 919 |
| | | | | | | 318 | | | | | | 273 |
| | | | | | | 1,567 | | | | | | 646 |
| 3 | 5,723 | 8,808 | 2,272 | 1,078 | 1,120 | 19,001 | 5,387 | 8,265 | 2,091 | 1,249 | 1,118 | 18,110 |
| 4 | | | | | | 4,690 | | | | | | 4,970 |
| | | | | | | 23,691 | | | | | | 23,080 |
| | 2,544 | 1,660 | 636 | 440 | 172 | 5,452 | 2,540 | 2,043 | 572 | 527 | 347 | 6,029 |
| | | | | | | 3,106 | | | | | | 3,166 |
| | | | | | | 8,558 | | | | | | 9,195 |
| | 137 | 34 | 132 | 50 | 167 | 520 | 79 | 10 | 104 | 19 | 194 | 406 |
| | | | | | | 59 | | | | | | 37 |
| | | | | | | 579 | | | | | | 443 |
| | 93 | 29 | 93 | 33 | 22 | 270 | 96 | 30 | 76 | 31 | 19 | 252 |
| | | | | | | 99 | | | | | | 70 |
| | | | | | | 369 | | | | | | 322 |
| | (12) | 91 | 1 | 48 | - | 128 | 241 | (189) | - | (22) | - | 30 |
| | | | | | | - | | | | | | - |
| | | | | | | 128 | | | | | | 30 |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

33 Operating segment (continued)

D Geographical segment information

The Company has exported coffee and coir products during the year. Information regarding Geographical segments are given below:

| Sl. No. | Particulars | For the year ended 31 March 2022 | For the year ended 31 March 2021 |
|---------|--|-------------------------------------|-------------------------------------|
| 1 | Segment Revenue | | |
| | Americas (including Canada and South American countries) | 1,085 | 1,015 |
| | Europe | 7,221 | 7,286 |
| | India | 16,466 | 15,874 |
| | Others | 701 | 796 |
| | Segment revenue | 25,473 | 24,971 |
| 2 | Segment Assets | | |
| | Americas (including Canada and South American countries) | 101 | 140 |
| | Europe | 800 | 1,406 |
| | India | 22,734 | 21,379 |
| | Others | 56 | 155 |
| | Segment assets | 23,691 | 23,080 |
| 3 | Capital Expenditure | | |
| | India | 579 | 443 |
| | Total capital expenditure | 579 | 443 |

34 Leases

Company as a lessee

The Company has entered into agreements with Cochin Port Trust, which qualifies as a lease as defined under Ind AS 116. The duration of lease is for a period of 30 years from the start date. Lease payments are renegotiated year on year to reflect market rentals. Under Ind AS 116, the Company has recognised right-of-use assets and lease liabilities – i.e. the lease is recorded on the balance sheet.

In accordance with Ind AS 116, the Company recognised right-of-use assets and lease liability of ₹ 142 Lakhs. When measuring lease liabilities, the Company discounted lease payments using its incremental borrowing rate at 31 March 2022. The rate applied is 8.50%.

(i) Lease liabilities

Following are the changes in the lease liabilities for the year ended 31 March 2022:

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|--|------------------------|------------------------|
| Balance as at 1 April | 133 | - |
| Additions | 142 | 133 |
| Remeasurement on account of modification * | 7 | - |
| Finance cost accrued during the period | 12 | - |
| Payment of lease liabilities | (12) | - |
| Balance as at 31 March | 282 | 133 |
| Non-current lease liabilities | 248 | 122 |
| Current lease liabilities | 34 | 11 |

*There has been change in future lease consideration during the year. On account of this lease liability have been remeasured.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

34 Leases (Continued)

(ii) Maturity analysis – contractual undiscounted cash flows

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|---|------------------------|------------------------|
| Less than one year | 33 | 11 |
| One to five years | 121 | 47 |
| More than five years | 514 | 280 |
| Total undiscounted lease liabilities at 31 March | 668 | 338 |

(iii) Right-of-use assets

Right-of-use assets related to leased properties that do not meet the definition of investment property are presented as property, plant and equipment

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|--|------------------------|------------------------|
| Balance as at 1 April | 133 | - |
| Addition to right-of-use assets | 142 | 133 |
| Remeasurement of account of modification * | 7 | - |
| Depreciation for the year | (6) | - |
| Balance as at 31 March | 276 | 133 |

*There has been change in future lease consideration during the year. On account of this Right-of-use assets have been remeasured.

(iv) Amounts recognised in statement of profit or loss

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|-------------------------------------|-----------------------------|-----------------------------|
| Interest on lease liabilities | 12 | - |
| Depreciation on right-of-use assets | 6 | - |

(v) Amounts recognised in statement of cash flows

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|-------------------------------|-----------------------------|-----------------------------|
| Total cash outflow for leases | 12 | - |

(vi) Operating leases

The Company is obligated under cancellable operating leases for office, port and residential space. Total rental expense under cancellable operating leases [including ₹ 400 lakhs (previous year - ₹ 594 lakhs) grouped under handling charges] during the year was ₹ 507 lakhs (previous year ₹ 709 lakhs). These arrangements do not qualify as a lease as per the requirements of Ind AS 116.

Company as a lessor

The Company has entered into lease arrangements for part of the office space in Registered Office in Trivandrum which qualifies as an operating lease under Ind AS 116. The Company has also entered into a sub lease for the godown space in Willingdon Island. The sub lease arrangement does not qualify as a sub lease under Ind AS 116 as the main lease (head lease) does not qualify as a lease as per the requirements of Ind AS 116. The total rental income recognised under these lease arrangements amounted to ₹ 63 lakhs for the year (previous year ₹ 23 lakhs).

The details of future minimum lease payments receivable for operating leases on an undiscounted basis was as follows:

| Period | As at 31 March 2022 | As at 31 March 2021 |
|------------------|------------------------|------------------------|
| Less than 1 year | 123 | 110 |
| 1 to 5 years | 486 | 580 |
| Above 5 years | 294 | 498 |
| Total | 903 | 1,188 |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

35 Tax assets, liabilities and reconciliations

A. Deferred tax (asset)/ liabilities

(a) Movement in deferred tax balances for the year ended 31 March 2022

| | As at 31 March 2022 | | | | | | |
|---|-------------------------------|---------------------------------|----------------------|-----------|--------------|-----------------------|---------------------------|
| | Balance as at 1 April 2021 | Recognised in profit or loss | Recognised in OCI | Utilised | Net | Deferred tax asset | Deferred tax liability |
| Deferred tax (asset)/ liabilities | | | | | | | |
| Property, plant and equipment | 103 | 22 | - | - | 125 | - | 125 |
| Employee benefits** | (91) | (39) | (18) | - | (148) | 148 | - |
| Allowance for credit loss on financial assets | (169) | 7 | - | - | (162) | 162 | - |
| Biological assets | 115 | 10 | - | - | 125 | - | 125 |
| MAT credit | (46) | (16) | - | 62 | - | - | - |
| Fair valuation changes on forward contracts | 20 | (17) | - | - | 3 | - | 3 |
| Other disallowances | (263) | (23) | - | - | (286) | 286 | - |
| Net deferred tax (asset)/ liabilities | (331) | (56) | (18) | 62 | (343) | 596 | 253 |

(b) Movement in deferred tax balances for the year ended 31 March 2021

| | As at 31 March 2021 | | | | | | |
|---|-------------------------------|---------------------------------|----------------------|-----------|--------------|-----------------------|---------------------------|
| | Balance as at 1 April 2020 | Recognised in profit or loss | Recognised in OCI | Utilised | Net | Deferred tax asset | Deferred tax liability |
| Deferred tax (asset)/ liabilities | | | | | | | |
| Property, plant and equipment | 88 | 15 | - | - | 103 | - | 103 |
| Employee benefits** | (109) | (3) | 21 | - | (91) | 91 | - |
| Allowance for credit loss on financial assets | (136) | (33) | - | - | (169) | 169 | - |
| Biological assets | 135 | (20) | - | - | 115 | - | 115 |
| MAT credit | (80) | * | - | 34 | (46) | 46 | - |
| Fair valuation changes on forward contracts | (61) | 81 | - | - | 20 | - | 20 |
| Other disallowances | (260) | (3) | - | - | (263) | 263 | - |
| Net deferred tax (asset)/ liabilities | (423) | 37 | 21 | 34 | (331) | 569 | 238 |

* Amount is below the rounding off norms adopted by the Company.

** Includes provision for gratuity, provision for leave encashment, provision for provident fund, provision for bonus and actuarial gain/ loss on remeasurement of defined benefit liability recognised in other comprehensive income.

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.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

35 Tax assets, liabilities and reconciliations (Continued)

B. Income tax assets /(liabilities)

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|---------------------------------------|------------------------|------------------------|
| Non-current | | |
| Advance tax, net of provision for tax | | |
| - Agricultural Income-tax | 33 | 33 |
| - Central Income-tax | 266 | 465 |
| | 299 | 498 |
| Current | | |
| Provision for tax, net of advance tax | | |
| - Agricultural Income-tax | (360) | (350) |
| - Central Income-tax | (28) | (28) |
| - Wealth tax | * | * |
| | (388) | (378) |

*Amount is below the rounding off norms adopted by the Company

C. Amount recognised in statement of profit and loss

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|--------------------------------------|------------------------|------------------------|
| Current tax | 383 | 209 |
| Current tax charge for earlier years | (9) | 27 |
| Deferred tax charge/ (credit) | (56) | 37 |
| Net tax expense | 318 | 273 |

D. Amount recognised in other comprehensive income

| Particulars | Before Tax | Tax Expense | Net of Tax |
|--|-------------|-------------|-------------|
| Year ended 31 March 2022 | | | |
| Remeasurement of defined benefit liability | 63 | (18) | 45 |
| | 63 | (18) | 45 |
| Year ended 31 March 2021 | | | |
| Remeasurement of defined benefit liability | (75) | 21 | (54) |
| | (75) | 21 | (54) |

E. Reconciliation of effective tax rate

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-----------------------------|-----------------------------|
| Profit before tax | 1,885 | 919 |
| Company's domestic tax rate | 28.10% | 27.82% |
| Tax using Company's domestic tax rate | 530 | 256 |
| Impact of: | | |
| Exempt income | (84) | (27) |
| Capital loss set off against capital gains | (80) | - |
| Corporate social responsibility expenditure | 5 | 6 |
| Tax losses for which no deferred income tax was recognised | 2 | 8 |
| Adjustments for current tax of prior years | (9) | 27 |
| MAT credit utilised | (16) | - |
| Others | (30) | 3 |
| Income tax expense | 318 | 273 |

The tax rate used for reconciliation above is the corporate tax rate of 28.10% is the average rate of tax with regard to income from business (29.12%) and income from capital gains (23.296%) of the Company payable by corporate entities in India on taxable profits under Indian tax law.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

36 Employee Benefits

I. The employee benefit schemes are as under:

(a) Defined contribution plan

The Company recognised ₹ 78 lakhs (31 March 2021: ₹ 71 lakhs) for superannuation contribution and other retirement benefit contributions in the standalone statement of profit and loss.

The Company also makes contribution towards social security and insurance in the case of a foreign national employee who is employed at Hertogenbosch (Netherlands). The Company had recognised ₹ 14 lakhs (31 March 2021: ₹ 15 lakhs) for social security and insurance contributions in the statement of profit and loss.

(b) Defined benefit plan

The Company has various employee benefit plans covering different categories of employees based on location of employment.

A. Gratuity plan of the Company

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service. In the case of executive staff, gratuity is payable at 15 days salary (last drawn salary) for the first 15 years of service and at 30 days salary (last drawn salary) for service above 15 years. The scheme is funded and an amount of ₹ 89 lakhs (31 March 2021: ₹ 97 lakhs) has been recognised and included in "Contribution to provident and other funds" in the statement of profit and loss on account of provision.

B. Provident Fund plan of the Company

All employees of the Company receive benefits under the provident fund which is a defined benefit plan wherein the Company provides the guarantee of a specified return on contribution. The contribution is made both by the employee and the Company equal to 12% of the employees' salary (with Company's contribution to the plan being 12% less contribution towards employee pension scheme). These contributions are made to the Fund administered and managed by the Company's own Trust.

II. The following tables sets out the particulars of the employee benefits as required under the Ind AS 19-"Employee Benefits".

i) The amounts recognised in the balance sheet and the movements in the defined benefit obligation over the year for Gratuity are as follows:

| | 31 March 2022 | | | 31 March 2021 | | |
|--|-----------------------------|---------------------------|-------------|-----------------------------|---------------------------|--------------|
| | Present value of obligation | Fair value of plan assets | Net amount | Present value of obligation | Fair value of plan assets | Net amount |
| Opening balance | 1,437 | 1,459 | (22) | 1,439 | 1,265 | 174 |
| Current service cost | 91 | - | 91 | 92 | - | 92 |
| Interest cost | 81 | - | 81 | 84 | - | 84 |
| Expected returns | - | 83 | (83) | - | 79 | (79) |
| Total amount recognised in profit and loss | 172 | 83 | 89 | 176 | 79 | 97 |
| <i>Remeasurements</i> | | | | | | |
| (Gain)/loss from change in financial assumptions | (24) | - | (24) | 15 | - | 15 |
| Experience (gains)/ losses | 106 | - | 106 | (75) | - | (75) |
| Return on plan assets, greater/ less than discount rate # | - | 5 | (5) | - | 59 | (59) |
| Total amount recognised in other comprehensive income | 82 | 5 | 77 | (60) | 59 | (119) |
| Contributions | - | - | - | - | 174 | (174) |
| Benefits paid | (114) | (114) | - | (118) | (118) | - |
| Closing balance | 1,577 | 1,433 | 144 | 1,437 | 1,459 | (22) |

Includes unrealized gain on investments made.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)
(All amounts in Indian rupees lakhs)

36 Employee Benefits (Continued)

ii) The movement in the defined benefit obligation over the year for Provident fund is as follows:

| | 31 March 2022 | | | 31 March 2021 | | |
|--|-----------------------------|---------------------------|-------------|-----------------------------|---------------------------|-------------|
| | Present value of obligation | Fair value of plan assets | Net amount | Present value of obligation | Fair value of plan assets | Net amount |
| Opening balance | 2,338 | 2,328 | 10 | 2,072 | 2,106 | (34) |
| Current service cost | 75 | - | 75 | 67 | - | 67 |
| Interest cost | 141 | - | 141 | 127 | - | 127 |
| Expected returns on plan assets | - | 140 | (140) | - | 129 | (129) |
| Total amount recognised in profit and loss | 216 | 140 | 76 | 194 | 129 | 65 |
| <i>Remeasurements recognised in other comprehensive income</i> | | | | | | |
| Actuarial (gain)/ loss from change in financial assumptions | (21) | - | (21) | 79 | - | 79 |
| Actuarial loss on experience adjustments | 20 | - | 20 | 28 | - | 28 |
| Return on plan assets, greater/ (less) than discount rate # | - | 13 | (13) | - | 63 | (63) |
| Total amount recognised in other comprehensive income | (1) | 13 | (14) | 107 | 63 | 44 |
| Contributions made | 177 | 249 | (72) | 166 | 231 | (65) |
| Benefits paid | (155) | (155) | - | (201) | (201) | - |
| Closing balance | 2,575 | 2,575 | * | 2,338 | 2,328 | 10 |

* Amount is below the rounding off norms adopted by the Company

Includes unrealized gain on investments made.

iii) Actuarial assumptions:

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

| Particulars | Gratuity | | Provident Fund | | Compensated absences | |
|--------------------------------|----------------|----------------|----------------|----------------|----------------------|----------------|
| | 31 March 2022 | 31 March 2021 | 31 March 2022 | 31 March 2021 | 31 March 2022 | 31 March 2021 |
| Discount rate | 6.20% | 5.90% | 6.20% | 5.90% | 6.20% | 5.90% |
| Salary escalation rate | 8.00% | 8.00% | Not applicable | Not applicable | 8.00% | 8.00% |
| Expected return on exempt fund | Not applicable | Not applicable | 7.80% | 7.60% | Not applicable | Not applicable |
| Expected return on EPFO | Not applicable | Not applicable | 8.50% | 8.50% | Not applicable | Not applicable |
| Attrition rate | 3-12% | 3-12% | 12.00% | 12.00% | 3-12% | 3-12% |

Discount rate: The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields/ rates available on applicable bonds as on the current valuation date.

Salary escalation rate: The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

Attrition rate: Attrition rate indicated above represents the Company's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

36 Employee Benefits (continued)

iv) Sensitivity analysis

(a) Gratuity

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 2022 | | 31 March 2021 | |
|---|---------------|----------|---------------|----------|
| | Increase | Decrease | Increase | Decrease |
| Effect of 1% change in the assumed discount rate | (71) | 79 | (69) | 78 |
| Effect of 1% change in the assumed salary growth rate | 77 | (70) | 76 | (69) |
| Effect of 1% change in the assumed attrition rate | (8) | 8 | (8) | 9 |

(b) Provident Fund

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 2022 | | 31 March 2021 | |
|---|---------------|----------|---------------|----------|
| | Increase | Decrease | Increase | Decrease |
| Increase/ (decrease) in the interest guarantee liability due to 0.5% change in expected return on exempt fund | (40) | 50 | (57) | 65 |

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

v) Maturity profile of defined benefit obligation

Expected cash flows

| Particulars | Gratuity | |
|--------------|---------------|---------------|
| | 31 March 2022 | 31 March 2021 |
| Year 1 | 397 | 320 |
| Year 2 | 172 | 208 |
| Year 3 | 173 | 156 |
| Year 4 | 176 | 151 |
| Year 5 | 192 | 154 |
| Year 6 to 10 | 885 | 779 |

As at 31 March 2022, the weighted average duration of the defined benefit obligation was 5 years.

vi) Details of plan assets

| Type of assets | Gratuity | | Provident fund | |
|--|----------------|----------------|----------------|----------------|
| | 31 March 2022 | 31 March 2021 | 31 March 2022 | 31 March 2021 |
| Government of India Securities (Central and State) | 45.27% | 49.07% | 52.22% | 50.37% |
| High quality corporate bonds (including Public Sector bonds) | 34.75% | 33.76% | 30.79% | 35.58% |
| Cash (including Special Deposits) | 5.12% | 12.08% | 10.63% | 10.04% |
| Equity shares of listed companies | 14.86% | 5.09% | 6.36% | 4.01% |
| Total | 100.00% | 100.00% | 100.00% | 100.00% |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

37 Financial instruments - fair values and risk management

A Accounting classifications and fair values*

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

31 March 2022

| Particulars | Carrying value | | | Fair value | | | |
|--|----------------|---------------------------------------|-------|------------|---------|---------|-------|
| | Amortised cost | Financial assets/liabilities at FVTPL | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial assets measured at fair value | | | | | | | |
| Investments in equity instruments - other than investments in subsidiaries | - | 3 | 3 | - | 3 | - | 3 |
| | - | 3 | 3 | - | 3 | - | 3 |
| Financial assets not measured at fair value | | | | | | | |
| Loans | 154 | - | 154 | - | - | - | - |
| Trade receivables | 2,704 | - | 2,704 | - | - | - | - |
| Cash and cash equivalents | 753 | - | 753 | - | - | - | - |
| Bank balances other than cash and cash equivalents | 60 | - | 60 | - | - | - | - |
| Other financial assets | 1,529 | - | 1,529 | - | - | - | - |
| | 5,200 | - | 5,200 | - | - | - | - |
| Financial liabilities measured at fair value | | | | | | | |
| Fair value change in outstanding forward exchange contracts | - | 12 | 12 | - | 12 | - | 12 |
| | - | 12 | 12 | - | 12 | - | 12 |
| Financial liabilities not measured at fair value | | | | | | | |
| Borrowings | 2,270 | - | 2,270 | - | - | - | - |
| Trade payables | 1,405 | - | 1,405 | - | - | - | - |
| Other financial liabilities | 1,412 | - | 1,412 | - | - | - | - |
| | 5,087 | - | 5,087 | - | - | - | - |

31 March 2021

| Particulars | Carrying value | | | Fair value | | | |
|--|----------------|---------------------------------------|-------|------------|---------|---------|-------|
| | Amortised cost | Financial assets/liabilities at FVTPL | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial assets measured at fair value | | | | | | | |
| Investments in equity instruments - other than investments in subsidiaries | - | 3 | 3 | - | 3 | - | 3 |
| Fair value change in outstanding forward exchange contracts | - | 71 | 71 | - | 71 | - | 71 |
| | - | 74 | 74 | - | 74 | - | 74 |
| Financial assets not measured at fair value | | | | | | | |
| Loans | 133 | - | 133 | - | - | - | - |
| Trade receivables | 3,871 | - | 3,871 | - | - | - | - |
| Cash and cash equivalents | 450 | - | 450 | - | - | - | - |
| Bank balances other than cash and cash equivalents | 56 | - | 56 | - | - | - | - |
| Other financial assets | 1,557 | - | 1,557 | - | - | - | - |
| | 6,067 | - | 6,067 | - | - | - | - |
| Financial liabilities measured at fair value | | | | | | | |
| Fair value change in outstanding forward exchange contracts | - | - | - | - | - | - | - |
| | - | - | - | - | - | - | - |
| Financial liabilities not measured at fair value | | | | | | | |
| Borrowings | 3,364 | - | 3,364 | - | - | - | - |
| Trade payables | 1,466 | - | 1,466 | - | - | - | - |
| Other financial liabilities | 1,209 | - | 1,209 | - | - | - | - |
| | 6,039 | - | 6,039 | - | - | - | - |

* The fair value of investments in other securities, trade receivables, loans, other financial assets, cash and cash equivalents, other bank balances, borrowings, trade payables and other financial liabilities approximate their carrying amount largely due to short-term nature of these instruments.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

37 Financial instruments (Continued)

B Measurement of fair values

i. Valuation technique and significant unobservable inputs

Investment in equity instruments : The fair value is determined based on the net assets of these entities as these are unlisted entities and carrying value is not material

Fair value change in outstanding forward exchange contracts: The fair value is determined using forward exchange rates at the reporting date

ii. Transfer between Level 1 and 2

There have been no transfers from Level 2 to Level 1 or vice-versa in 2021-22 and no transfers in either direction in 2020-21.

C Capital management

The key objective of the Company's capital management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor and customer confidence and to ensure future developments of the business. The Company is focused on maintaining a strong equity base to ensure independence, security as well as financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Company.

The Company's debt to equity ratio at the reporting date are as follows:

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|-----------------------------------|------------------------|------------------------|
| Total liabilities | 8,558 | 9,195 |
| Less: cash and cash equivalents | 753 | 450 |
| Net debt (A) | 7,805 | 8,745 |
| Total equity (B) | 15,133 | 13,885 |
| Debt to equity ratio (A/B) | 0.52 | 0.63 |

There are no changes in the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements.

D Financial risk management

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

- (i) Credit risk;
- (ii) Liquidity risk; and
- (iii) Market risk

Risk management framework

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

37 Financial instruments (continued)

(i) 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 investments in liquid mutual funds.

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

Trade receivables (including contractually reimbursable expense)

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry.

Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers based on which the Company agrees on the credit terms with customers in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables and unbilled revenue. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience for customers.

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

| Allowance for credit loss | As at 31 March 2022 | As at 31 March 2021 |
|----------------------------------|--------------------------------|--------------------------------|
| Balance at the beginning | 632 | 485 |
| Impairment loss recognised | 42 | 240 |
| Amounts written off | (118) | (93) |
| Balance at the end | 556 | 632 |

There was one customer group (coffee segment) who contributed for more than 10% of the revenue - 31 March 2022 - Nil [31 March 2021 - ₹ 3,041 Lakhs]. Company's credit risk is primarily concentrated in logistics segment.

The Company allocates each exposure to a credit risk grade based on the historic trend of trade and other receivables movement between the ageing buckets. The loss rates are calculated based on the simple average of the trend in receivable ageing.

| Ageing period | Average loss rate | |
|----------------------|--------------------------|----------------------|
| | 31 March 2022 | 31 March 2021 |
| Not due | 0.31% | 0.44% |
| Less than 6 months | 6.44% | 2.80% |
| 6 months to 1 year | 24.67% | 19.73% |
| 1 to 2 years | 69.58% | 70.51% |
| 2 to 3 years | 100% | 97.57% |
| More than 3 years | 100% | 95.55% |

For ageing of trade receivables, refer note 10.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach for managing liquidity is by ensuring, 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's objective is to maintain a balance between continuity of funding and flexibility through the use of bank facilities and by ensuring adequate internally generated funds.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

37 Financial instruments (continued)

Exposure to liquidity risk

The contractual undiscounted cash flows associated with financial liabilities at reporting dates are as follows:

| 31 March 2022 | Contractual cash flows | | | | | |
|--|------------------------|--------------|--------------------|-----------|------------|-------------------|
| | Carrying amount | Total | Less than one year | 1-2 years | 2-5 years | More than 5 years |
| Financial liabilities | | | | | | |
| Non current borrowings (including current maturities) | 220 | 220 | 33 | 36 | 103 | 48 |
| Current borrowings from banks | 1,775 | 1,775 | 1,775 | - | - | - |
| Borrowings from related parties | 275 | 275 | 275 | - | - | - |
| Lease liabilities | 282 | 282 | 34 | 25 | 73 | 150 |
| Trade payables | 1,405 | 1,405 | 1,405 | - | - | - |
| Other financial liabilities | 1,424 | 1,424 | 1,424 | - | - | - |
| | 5,381 | 5,381 | 4,946 | 61 | 176 | 198 |
| 31 March 2021 | Contractual cash flows | | | | | |
| | Carrying amount | Total | Less than one year | 1-2 years | 2-5 years | More than 5 years |
| Financial liabilities | | | | | | |
| Non current borrowings from banks (including current maturities) | 442 | 442 | 280 | 31 | 110 | 21 |
| Current borrowings from banks | 2,647 | 2,647 | 2,647 | - | - | - |
| Borrowings from related parties | 275 | 275 | 275 | - | - | - |
| Lease liabilities | 133 | 133 | 11 | 11 | 35 | 76 |
| Trade payables | 1,466 | 1,466 | 1,466 | - | - | - |
| Other financial liabilities | 1,209 | 1,209 | 1,209 | - | - | - |
| | 6,172 | 6,172 | 5,888 | 42 | 145 | 97 |

The gross (inflows)/ outflows disclosed in the above table represent the contractual undiscounted cash flows relating to financial liabilities.

(iii) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates which 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.

(a) Foreign currency risk

The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which transactions are denominated and the functional currency of the Company. The functional currency of company is INR. The currencies in which these transactions are primarily denominated is USD, GBP, EURO, AED and SEK.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

37 Financial instruments (continued)

The summary quantitative data about the Company's exposure to currency risk at the end of reporting period expressed in INR are as follows:

As at 31 March 2022

| Particulars | USD | GBP | EURO | AED | SEK |
|--|------------|----------|-----------|----------|----------|
| Financial assets | | | | | |
| Trade receivables | 846 | - | 9 | - | - |
| Cash and cash equivalents | | | | | |
| Balance in EEFC account | 5 | - | - | - | - |
| Balance in foreign bank account | - | - | 12 | - | - |
| Net exposure to foreign currency risk(assets) | 851 | - | 21 | - | - |
| Financial liabilities | | | | | |
| Trade payables | 61 | 1 | 6 | - | - |
| Due to other creditors and accruals | - | - | 1 | - | - |
| Net exposure to foreign currency risk (liabilities) | 61 | 1 | 7 | - | - |

As at 31 March 2021

| Particulars | USD | GBP | EURO | AED | SEK |
|--|--------------|----------|-----------|----------|----------|
| Financial assets | | | | | |
| Trade receivables | 1,730 | - | 20 | - | - |
| Cash and cash equivalents | | | | | |
| Balance in EEFC account | * | - | - | - | - |
| Balance in foreign bank account | - | - | 27 | - | - |
| Net exposure to foreign currency risk(assets) | 1,730 | - | 47 | - | - |
| Financial liabilities | | | | | |
| Trade payables | 23 | - | 3 | 3 | 1 |
| Due to other creditors and accruals | 40 | - | - | - | - |
| Net exposure to foreign currency risk (liabilities) | 63 | - | 3 | 3 | 1 |

* Amount is below the rounding off norms adopted by the Company.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

37 Financial instruments (continued)

Sensitivity analysis

The sensitivity of profit or loss to changes in exchange rates arises mainly from foreign currency denominated financial instruments.

| Particulars | Impact on profit or (loss) | | Impact on equity, net of tax | |
|---------------------------|----------------------------|------------------------|------------------------------|------------------------|
| | As at 31 March 2022 | As at 31 March 2021 | As at 31 March 2022 | As at 31 March 2021 |
| USD sensitivity | | | | |
| INR/USD - increase by 1% | 7.90 | 16.67 | 5.60 | 12.03 |
| INR/USD - decrease by 1% | (7.90) | (16.67) | (5.60) | (12.03) |
| GBP sensitivity | | | | |
| INR/GBP - increase by 1% | (0.01) | - | (0.01) | - |
| INR/GBP - decrease by 1% | 0.01 | - | 0.01 | - |
| EURO sensitivity | | | | |
| INR/EURO - increase by 1% | 0.14 | 0.44 | 0.10 | 0.32 |
| INR/EURO - decrease by 1% | (0.14) | (0.44) | (0.10) | (0.32) |
| AED sensitivity | | | | |
| INR/AED - increase by 1% | - | (0.03) | - | (0.02) |
| INR/AED - decrease by 1% | - | 0.03 | - | 0.02 |
| SEK sensitivity | | | | |
| INR/SEK - increase by 1% | - | (0.01) | - | (0.01) |
| INR/SEK - decrease by 1% | - | 0.01 | - | 0.01 |

*Amount is below the rounding off norms adopted by the Company.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)
(All amounts in Indian rupees lakhs)

37 Financial instruments (continued)

(a) Foreign currency risk (continued)

I. Assets

| Particulars | Foreign currency | As at 31 March 2022 | | | As at 31 March 2021 | | |
|-----------------------------|------------------|---------------------|---------------------------------------|---------------|---------------------|---------------------------------------|---------------|
| | | Exchange rate | Amount in foreign currency (in lakhs) | Amount in INR | Exchange rate | Amount in foreign currency (in lakhs) | Amount in INR |
| Hedged by forward contracts | USD | 76.52 | 3 | 252 | 73.04 | 20 | 1,483 |
| | Euro | - | - | - | 85.27 | * | 20 |
| Unhedged | USD | 75.30 | 8 | 594 | 73.04 | 3 | 247 |
| | Euro | 83.79 | * | 9 | - | - | - |

Note: The Company have entered into forward contracts to hedge its cash flows from receivables in foreign currencies amounting to ₹ 4,207 Lakhs (USD 55 Lakhs) [previous year ₹ 2,610 Lakhs (USD 35 Lakhs) and ₹ 18 Lakhs (EURO 0.21 Lakhs)].

II. Liabilities

| Particulars | Foreign currency | As at 31 March 2022 | | | As at 31 March 2021 | | |
|-------------|------------------|---------------------|---------------------------------------|---------------|---------------------|---------------------------------------|---------------|
| | | Exchange rate | Amount in foreign currency (in lakhs) | Amount in INR | Exchange rate | Amount in foreign currency (in lakhs) | Amount in INR |
| Unhedged | USD | 76.11 | 1 | 61 | 73.86 | 1 | 63 |
| | Euro | 85.11 | * | 7 | 86.63 | * | 3 |
| | AED | - | - | - | 20.23 | * | 3 |
| | SEK | - | - | - | 8.49 | * | 1 |
| | GBP | 100.17 | * | 1 | - | - | - |

*Amount is below the rounding off norms adopted by the Company.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

37 Financial instruments (continued)

Financial risk management (continued)

(b) Interest rate risk

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with a fixed/ floating interest rate and bank deposits.

Exposure to interest rate risk

Company's interest rate risk arises from borrowings and fixed deposits. Borrowings issued at fixed/ floating rates exposes to fair value 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 2022 | 31 March 2021 |
| Fixed-rate instruments | | |
| Financial assets - fixed deposits | 87 | 83 |
| Financial liabilities - borrowings (including current maturities of long-term loans) | 447 | 717 |
| | 534 | 800 |
| Variable-rate instruments | | |
| Financial liabilities - borrowings | 1,775 | 2,647 |
| | 1,775 | 2,647 |

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 1% in interest rates at the reporting date would have increased/ (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, remain constant.

| INR | Profit/ (loss) for the year | | Equity, net of tax | |
|------------------------------------|-----------------------------|--------------|--------------------|--------------|
| | 1% increase | 1% decrease | 1% increase | 1% decrease |
| 31 March 2022 | | | | |
| Variable-rate instruments | (17.75) | 17.75 | (12.58) | 12.58 |
| Cash flow sensitivity (net) | (17.75) | 17.75 | (12.58) | 12.58 |
| 31 March 2021 | | | | |
| Variable-rate instruments | (26.47) | 26.47 | (19.11) | 19.11 |
| Cash flow sensitivity (net) | (26.47) | 26.47 | (19.11) | 19.11 |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

38 Disclosure of ratios

(a) Current ratio

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|------------------------------------|------------------------|------------------------|
| Total current assets | 14,214 | 13,815 |
| Total current liabilities | 7,661 | 8,604 |
| Current ratio | 1.86 | 1.61 |
| % change from previous year | 16% | 11% |

(b) Debt to equity ratio

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|------------------------------------|------------------------|------------------------|
| Total liabilities | 8,558 | 9,195 |
| Less: Cash and cash equivalents | (753) | (450) |
| <i>Net debt</i> | 7,805 | 8,745 |
| <i>Total equity</i> | 15,133 | 13,885 |
| Debt to equity ratio | 0.52 | 0.63 |
| % change from previous year | (17%) | (17%) |

(c) Debt service coverage ratio

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-----------------------------|-----------------------------|
| Profit after tax | 1,567 | 646 |
| Depreciation expense | 369 | 322 |
| Finance costs | 296 | 419 |
| Net impairment losses on financial and contract assets | 42 | 240 |
| <i>Earnings available for service of debt</i> | 2,274 | 1,627 |
| Interest expense on borrowings | 176 | 291 |
| Other borrowings costs | 24 | 53 |
| Long term secured loans repaid (net) | 222 | 166 |
| Total interest and principal repayments | 422 | 510 |
| Debt service coverage ratio | 5.39 | 3.19 |
| % change from previous year | 69% | 135% |

Reason for change more than 25%:

The variation in current and previous year is on account of higher profits earned along with reduction in interest payments on account of repayment of term loans and lower utilisation of working capital loans.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

38 Disclosure of ratios (continued)

(d) Return on equity ratio

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|------------------------------------|-----------------------------|-----------------------------|
| Profit after tax | 1,567 | 646 |
| Opening balance of equity | 13,885 | 13,185 |
| Closing balance of equity | 15,133 | 13,885 |
| | 14,509 | 13,535 |
| Return on equity ratio | 10.80% | 4.77% |
| % change from previous year | 126% | 1093% |

Reason for change more than 25%:

The variation in current year is mainly on account of higher profits earned during the current year on account of better business. Further, the Company has recognised an exceptional income in the form of gain on sale of land during the current year. Also, impairment loss on financial and contract assets have reduced during the current year.

The variance in previous year is mainly on account of lower profits for the year ended 31 March 2020 on account of outbreak of Covid-19.

(e) Inventory turnover ratio

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-----------------------------|-----------------------------|
| Cost of materials consumed | 7,381 | 6,585 |
| Purchases of stock-in-trade | 28 | 1,123 |
| Changes in inventories of finished goods and stock -in-trade | 342 | 598 |
| Consumption of stores and spare parts | 415 | 442 |
| | 8,166 | 8,748 |
| Opening balance of inventory | 6,626 | 6,868 |
| Closing balance of inventory | 8,306 | 6,626 |
| <i>Average inventory</i> | 7,466 | 6,747 |
| Inventory turnover ratio | 1.09 | 1.30 |
| % change from previous year | (16%) | 1% |

(f) Trade receivables turnover ratio

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|---|-----------------------------|-----------------------------|
| Revenue from operations | 25,473 | 24,971 |
| Net trade receivables | 2,704 | 3,871 |
| Trade receivables turnover ratio | 9.42 | 6.45 |
| % change from previous year | 46% | 7% |

Reason for change more than 25%:

The variation during current year is mainly due to higher revenue and increase in collection of trade receivables.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

38 Disclosure of ratios (continued)

(g) Trade payables turnover ratio

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-----------------------------|-----------------------------|
| Purchases / expenses* (refer note below) | 20,872 | 19,528 |
| Trade payables | 1,405 | 1,466 |
| Trade payables turnover ratio | 14.86 | 13.32 |
| % change from previous year | 12% | 31% |

* Purchases / expenses does not include rates and taxes, donations and contributions, bank charges and expenditure on CSR activity.

Reason for change more than 25%:

The variation during previous year is mainly on account of difference in timing of purchase of goods/ services and settlement of the corresponding outstanding balances.

(h) Net capital turnover ratio

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|------------------------------------|-----------------------------|-----------------------------|
| Revenue from operations | 25,473 | 24,971 |
| Total current assets | 14,214 | 13,815 |
| Total current liabilities | (7,661) | (8,604) |
| <i>Net working capital</i> | 6,553 | 5,211 |
| Net capital turnover ratio | 3.89 | 4.79 |
| % change from previous year | (19%) | (18%) |

(i) Net profit ratio

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|------------------------------------|-----------------------------|-----------------------------|
| Profit after tax | 1,567 | 646 |
| Revenue from operations | 25,473 | 24,971 |
| Net profit ratio | 6.15% | 2.59% |
| % change from previous year | 137% | 1133% |

Reason for change more than 25%:

The variation in current year is mainly on account of higher profits earned during the current year on account of better business. Further, the Company has recognised an exceptional income in the form of gain on sale of land during the current year. Also, impairment loss on financial and contract assets have reduced during the current year.

The variance in previous year is mainly on account of lower profits for the year ended 31 March 2020 on account of outbreak of Covid-19.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

38 Disclosure of ratios (continued)

(j) Return on capital employed

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|---|-----------------------------|-----------------------------|
| Profit before tax | 1,885 | 919 |
| Finance costs | 296 | 419 |
| Other income | (720) | (527) |
| <i>Earnings before interest and tax</i> | 1,461 | 811 |
| Total equity | 15,133 | 13,885 |
| Non-current borrowings | 187 | 162 |
| Current borrowings | 2,083 | 3,202 |
| <i>Capital employed</i> | 17,403 | 17,249 |
| Return on capital employed | 8.40% | 4.70% |
| % change from previous year | 79% | 413% |

Reason for change more than 25%:

The variation in current year is mainly on account of higher profits earned during the current year on account of better business. Further, the Company has recognised an exceptional income in the form of gain on sale of land during the current year. Also, impairment loss on financial and contract assets have reduced during the current year.

The variance in previous year is mainly on account of lower profits for the year ended 31 March 2020 on account of outbreak of Covid-19.

39 Consequent to amendments made in Schedule III of Companies Act, 2013, being made effective from 1 April 2021, previous year numbers pertaining to current maturities of long term debt of ₹ 280 lakhs have been reclassified from 'Other financial liabilities (current)' to 'Borrowings (current)'.

Further, dues to other creditors and accruals amounting to ₹ 288 lakhs have been reclassified from 'Other financial liabilities (current)' to Trade payables - dues of other than micro enterprises and small enterprises'.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

40 Biological assets other than bearer plants

Reconciliation of carrying amount

| Particulars | Amount |
|---|------------|
| Balance at 1 April 2021 | 516 |
| New plantations | 1 |
| Sales | - |
| Changes in fair value less estimated cost to sell | |
| - due to price changes | (17) |
| -due to physical changes | 36 |
| Balance at 31 March 2022 | 536 |

| Particulars | Amount |
|---|------------|
| Balance at 1 April 2020 | 485 |
| New plantations | 6 |
| Sales | - |
| Changes in fair value less estimated cost to sell | |
| - due to price changes | (110) |
| -due to physical changes | 135 |
| Balance at 31 March 2021 | 516 |

41 Dividends

The Board of Directors in their meeting held on 16 May 2022 have recommended a dividend of ₹ 6/- per equity share of ₹ 10/- each for the year ended 31 March 2022, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company. During the previous year, the Board of Directors in their meeting held on 17 June 2021 had recommended a dividend of ₹ 3.50/- per equity share of ₹ 10/- each for the year ended 31 March 2021 which were approved at the Annual General Meeting held on 26 August 2021.

42 Asset classified as held for sale

| | 31 March 2022 | 31 March 2021 |
|---|---------------|---------------|
| Land | 1,019 | 1,443 |
| Less: Provision for reduction in recoverable value* | 527 | 527 |
| Total assets classified as held for sale | 492 | 916 |

Represents land at Sasthamangalam amounting to ₹ 1,017 Lakhs (31 March 2021 - ₹ 1,017 Lakhs), land at Kalamassery amounting to nil (31 March 2021 - ₹ 424 Lakhs) and land at Punnapra amounting to ₹ 2 Lakhs (31 March 2021 - ₹ 2 Lakhs). Management is fully committed to dispose off the said land in the near future. As at 31 March 2022, the same has been stated at book value (being lower of the fair value less cost to sell).

* Represents provision made on account of defect in title of land at Sasthamangalam.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

42 Asset classified as held for sale (continued)

| | 31 March 2022 | 31 March 2021 |
|---|---------------|---------------|
| Advances received towards sale of land | 1,000 | 965 |
| Total advances received towards sale of land | 1,000 | 965 |

Represents advance received with regard to land at Sasthamangalam amounting to ₹ 600 Lakhs (31 March 2021 - ₹ 600 Lakhs), land at Kalamassery amounting to nil (31 March 2021 - ₹ 50 Lakhs) and land at Punnapra amounting to ₹ 400 Lakhs (31 March 2021 - ₹ 315 Lakhs).

43 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

44 No funds have been received by the Company from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

45 Impact of COVID-19

Covid-19 outbreak was declared as a global pandemic by World Health Organisation. The Company has been in operation consistently with minimal staff in compliance with the directives issued by the Government authorities. Accordingly, as on 31 March 2022, based on facts and circumstances existing as of that date, the Company does not anticipate any material uncertainties which affects its liquidity position and also ability to continue as a going concern. However, the impact assessment of Covid-19 is a continuing process given the uncertainties associated with its nature and duration.

46 As at 31 March 2022 and 31 March 2021, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's registration
number: 116231W/W-100024

Baby Paul

Partner

Membership No.: 218255

Place: Kochi

Date: 16 May 2022

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

Rama Varma

Managing Director

DIN: 00031890

Place: Kochi

Date: 16 May 2022

M Lakshminarayanan

Chairman

DIN: 05003710

T.R. Radhakrishnan

Chief Financial Officer

Neeraj R. Varma

Company Secretary

Membership No.: F11669

B S R & Associates LLP

Chartered Accountants

49/179A, 3rd Floor
Syama Business Centre,
NH-47 Bypass Road,
Vytila, Kochi - 682 019, India

Telephone +91 484 4148 500
Fax +91 484 4148 501

INDEPENDENT AUDITOR'S REPORT

To the Members of Aspinwall and Company Limited

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Aspinwall and Company Limited (hereinafter referred to as the "Holding Company" or "the Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2022, and the consolidated statement of profit and loss (including other comprehensive loss), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated 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 consolidated state of affairs of the Group as at 31 March 2022, of its consolidated profit and other comprehensive loss, consolidated changes in equity and consolidated cash flows for the year then ended.

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 Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

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

B S R & Associates LLP

Independent Auditor's Report on the Consolidated Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022 (continued)

| Revenue recognition | |
|---|---|
| See note 17 to the consolidated financial statements | |
| The key audit matter | How the matter was addressed in our audit |
| <p>Refer to Note 2.16 of the summary of significant accounting policies to the consolidated financial statements.</p> <p>The Group has diversified business activities including coffee processing and trading, logistics services.</p> <p>We have identified timing of revenue recognition as a key audit matter because there are variations in different sale contracts and consequently there is a risk of revenue being overstated on account of recognition before transfer of control particularly due to pressures for achieving the performance targets at the reporting period end.</p> | <p>In view of the significance of the matter, we applied the following audit procedures in this area, among others, to obtain sufficient appropriate audit evidence:</p> <ol style="list-style-type: none"> 1 We assessed the appropriateness of the revenue recognition accounting policies and compliance with applicable accounting standards; 2 We evaluated the design and implementation of key internal financial controls with respect to revenue recognition and tested operating effectiveness of controls on selected transactions; 3 We performed substantive testing on samples selected using statistical sampling of revenue transactions, recorded during the year by testing the underlying documents to assess whether criteria for revenue recognition are met; 4 We tested sample journal entries selected based on specified risk-based criteria, to identify unusual items; 5 We tested, on a sample basis, specific revenue transactions recorded around the year-end date to check whether the revenue had been recognised in the correct reporting period; and 6 We carried out analytical procedures on revenue recognised during the year to identify unusual variances. |

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Independent Auditor's Report on the Consolidated Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022 (continued)

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises of Management Reports such as Board's Report (but does not include the Consolidated Financial Statements and our Auditor's Report thereon) which we obtained prior to the date of this Auditor's Report and the remaining sections of Annual Report which are expected to be made available to us after that date.

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

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

If based on the work we have performed on the other information that we obtained prior to the date of this Auditor's Report 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.

When we read the other sections of Annual Report (other than those mentioned above) if we conclude that there is a material misstatement therein we are required to communicate the matter to those charged with governance and take necessary actions as applicable under the applicable laws and regulations.

Management's and Board of Director's Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit / (loss) and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

B S R & Associates LLP

Independent Auditor's Report on the Consolidated Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022 (continued)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal 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 the consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and the Board of Directors.
- Conclude on the appropriateness of the Management's and the Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the

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Independent Auditor's Report on the Consolidated Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022 (continued)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- (a) We did not audit the financial statements of four subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of Rs. 929 lakhs as at 31 March 2022, total revenues (before consolidation adjustments) of Rs. 533 lakhs and net cash outflows (before consolidation adjustments) amounting to Rs. 34 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the audit reports of the other auditors.
- (b) The financial statements of one subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of Rs. Nil as at 31 March 2022, total revenues (before consolidation adjustments) of Rs. Nil and net cash outflows (before consolidation adjustments) amounting to Rs. 3 lakhs for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. These unaudited financial statements have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, this financial statement is not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2(A) As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

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Independent Auditor's Report on the Consolidated Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022 (continued)

Report on Other Legal and Regulatory Requirements (continued)

- e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India are disqualified as on 31 March 2022 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 Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries as noted in the "Other Matters" paragraph:
- a) The consolidated financial statements disclose the impact of pending litigations as at 31 March 2022 on the consolidated financial position of the Group - Refer Note 26 to the consolidated financial statements.
 - b) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2022 – Refer Note 46 to the consolidated financial statements.
 - c) There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2022.
 - d)
 - (i) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries that, to the best of their knowledge and belief, as disclosed in the Note 42 to the accounts, no funds have been advanced or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries that, to the best of their knowledge and belief, as disclosed in the Note 43 to accounts, no funds have been received by the Holding Company or any of such subsidiaries from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.

B S R & Associates LLP

Independent Auditor's Report on the Consolidated Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022 (continued) Report on Other Legal and Regulatory Requirements (continued)

e) The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Companies Act 2013 to the extent it applies to payment of dividend. As stated in note 38 to the consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

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

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

for B S R & Associates LLP

Chartered Accountants

ICAI Firm's Registration No.: 116231W/ W-100024

Sd/-

Baby Paul

Partner

Membership No: 218255

ICAI Unique Document Identification Number: 22218255AJBADB3887

Place: Kochi

Date: 16 May 2022

B S R & Associates LLP

Annexure A to the Independent Auditor's Report on Consolidated Financial Statements of Aspinwall and Company Limited for the year ended 31 March 2022

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the consolidated financial statements for the year ended 31 March 2022, we report that:

In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

| Sr. No. | Name of the entities | CIN | Relationship | Clause number of the CARO report which is unfavourable |
|----------------|-------------------------------|-----------------------|---------------------|---|
| 1 | Aspinwall and Company Limited | L74999KL1920PLC001389 | Holding Company | Clause (i)(c) and (ii)(b) |

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's Registration No.: 116231W/ W-100024

Baby Paul

Partner

Membership No: 218255

ICAI Unique Document Identification Number: 22218255AJBADB3887

Place: Kochi

Date: 16 May 2022

B S R & Associates LLP

Annexure B to the Independent Auditor's report on the consolidated financial statements of Aspinwall and Company Limited for the year ended 31 March 2022

Report on the Internal Financial Controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

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

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2022, we have audited the internal financial controls with reference to consolidated financial statements of Aspinwall and Company Limited (hereinafter referred to as 'the Holding Company') and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2022 based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls 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 respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

B S R & Associates LLP

Annexure B to the Independent Auditor's report on the consolidated financial statements of Aspinwall and Company Limited for the year ended 31 March 2022 (continued)

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

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

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

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

Other Matter

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to four subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

for B S R & Associates LLP

Chartered Accountants

ICAI Firm's Registration No.: 116231W/ W-100024

Baby Paul

Partner

Membership No: 218255

ICAI Unique Document Identification Number: 22218255AJBADB3887

Place: Kochi

Date: 16 May 2022

ASPINWALL AND COMPANY LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2022

(All amounts in Indian rupees lakhs)

| | Notes | As at 31 March 2022 | As at 31 March 2021 |
|--|-------|------------------------|------------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Property, plant and equipment | 3A | 6,241 | 5,901 |
| Capital work-in-progress | 3B | 57 | 211 |
| Right-of-use assets | 32 | 276 | 133 |
| Investment property | 4 | 1,119 | 1,117 |
| Biological assets other than bearer plants | 37 | 536 | 516 |
| Financial assets | | | |
| Investments | 5 | 3 | 3 |
| Other financial assets | 6 | 383 | 391 |
| Deferred tax assets (net) | 33 | 348 | 333 |
| Income tax assets (net) | 33 | 338 | 528 |
| Other non-current assets | 7 | 42 | 81 |
| Total non-current assets | | 9,343 | 9,214 |
| Current assets | | | |
| Inventories | 8 | 8,358 | 6,658 |
| Financial assets | | | |
| Investments | 5 | 239 | 144 |
| Trade receivables | 9 | 2,749 | 3,940 |
| Cash and cash equivalents | 10 | 795 | 564 |
| Bank balances other than cash and cash equivalents | 10 | 60 | 56 |
| Other financial assets | 6 | 1,155 | 1,205 |
| Other current assets | 7 | 769 | 615 |
| | | 14,125 | 13,182 |
| Assets classified as held for sale | 39 | 507 | 931 |
| Total current assets | | 14,632 | 14,113 |
| TOTAL ASSETS | | 23,975 | 23,327 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 11 | 782 | 782 |
| Other equity | | 14,606 | 13,399 |
| Total equity | | 15,388 | 14,181 |
| Liabilities | | | |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| Borrowings | 12 | 257 | 300 |
| Lease liabilities | 32 | 248 | 122 |
| Provisions | 13 | 490 | 327 |
| Deferred tax liabilities (net) | 33 | 1 | 1 |
| Total non-current liabilities | | 996 | 750 |
| Current liabilities | | | |
| Financial liabilities | | | |
| Borrowings | 12 | 1,828 | 2,937 |
| Lease liabilities | 32 | 34 | 11 |
| Trade payables | 14 | | |
| - Dues of micro enterprises and small enterprises | | - | - |
| - Dues of other than micro enterprises and small enterprises | | 1,451 | 1,493 |
| Other financial liabilities | 15 | 1,454 | 1,215 |
| Other current liabilities | 16 | 1,857 | 1,835 |
| Provisions | 13 | 579 | 527 |
| Current tax liabilities (net) | 33 | 388 | 378 |
| Total current liabilities | | 7,591 | 8,396 |
| Total equity and liabilities | | 23,975 | 23,327 |

Significant accounting policies

2

The accompanying notes are an integral part of the consolidated balance sheet

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's registration number: 116231W/ W-100024

Baby Paul

Partner

Membership No.: 218255

Place: Kochi

Date: 16 May 2022

Rama Varma

Managing Director

DIN: 00031890

Place: Kochi

Date: 16 May 2022

M Lakshminarayanan

Chairman

DIN: 05003710

Place: Kochi

Date: 16 May 2022

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

T.R. Radhakrishnan

Chief Financial Officer

Neeraj R. Varma

Company Secretary

Membership No.: F11669

ASPINWALL AND COMPANY LIMITED
CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR
THE YEAR ENDED 31 MARCH 2022

(All amounts in Indian rupees lakhs)

| | Notes | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-------|-----------------------------|-----------------------------|
| Income | | | |
| Revenue from operations | 17 | 25,962 | 25,275 |
| Other income | 18A | 324 | 517 |
| Total Income | | 26,286 | 25,792 |
| Expenses | | | |
| Cost of materials consumed | 19 | 7,386 | 6,585 |
| Purchases of stock-in-trade | 20 | 28 | 1,123 |
| Changes in inventories of finished goods and stock -in-trade | 21 | 342 | 598 |
| Employee benefits expense | 22 | 4,418 | 3,740 |
| Net impairment losses on financial and contract assets | 35D | 42 | 240 |
| Finance costs | 23 | 277 | 391 |
| Depreciation expense | 24 | 382 | 325 |
| Other expenses | 25 | 11,884 | 11,857 |
| Total expenses | | 24,759 | 24,859 |
| Profit before exceptional items and tax | | 1,527 | 933 |
| Exceptional items | 18B | 342 | - |
| Profit before tax | | 1,869 | 933 |
| Tax expense: | 33 | | |
| Current tax | | 403 | 254 |
| Deferred tax (credit)/ charge | | (61) | 36 |
| Total tax expense | | 342 | 290 |
| Profit for the year | | 1,527 | 643 |
| Other comprehensive income | | | |
| <i>Items that will not be reclassified subsequently to statement profit and loss</i> | | | |
| Remeasurement of defined benefit liability | 33 | (64) | 77 |
| Income tax related to items that will not be reclassified to profit or loss | 33 | 18 | (22) |
| Total other comprehensive income/ (loss) for the year, net of income tax | | (46) | 55 |
| Total comprehensive income for the year | | 1,481 | 698 |

ASPINWALL AND COMPANY LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2022 (continued)

(All amounts in Indian rupees lakhs)

| | Notes | Year ended 31 March 2022 | Year ended 31 March 2021 |
|---|-----------|-----------------------------|-----------------------------|
| Profit attributable to: | | | |
| Owners of the Company | | 1,527 | 643 |
| Non-controlling interest | | - | - |
| Profit for the year | | 1,527 | 643 |
| Other comprehensive income: | | | |
| Owners of the Company | | (46) | 55 |
| Non-controlling interest | | - | - |
| Other comprehensive income for the year, net of income tax | | (46) | 55 |
| Total comprehensive income attributable to: | | | |
| Owners of the Company | | 1,481 | 698 |
| Non-controlling interest | | - | - |
| Total comprehensive income for the year | | 1,481 | 698 |
| Earnings per equity share (Equity shares of face value ₹ 10 each) | 27 | | |
| Basic (₹) | | 19.53 | 8.22 |
| Diluted (₹) | | 19.53 | 8.22 |

Significant accounting policies

2

The accompanying notes are an integral part of the consolidated statement of profit and loss

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's registration number: 116231W/ W-100024

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

Baby Paul

Partner

Membership No.: 218255

Place: Kochi

Date: 16 May 2022

Rama Varma

Managing Director

DIN: 00031890

Place: Kochi

Date: 16 May 2022

M Lakshminarayanan

Chairman

DIN: 05003710

T.R. Radhakrishnan

Chief Financial Officer

Neeraj R. Varma

Company Secretary

Membership No.: F11669

ASPINWALL AND COMPANY LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2022

(All amounts in Indian rupees lakhs)

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|---|-----------------------------|-----------------------------|
| Cash flows from operating activities | | |
| Profit before exceptional items and tax | 1,527 | 933 |
| Adjustments for: | | |
| Depreciation expense | 382 | 325 |
| Finance costs | 277 | 391 |
| Interest income | (22) | (53) |
| Profit on disposal of property, plant and equipment [net] | (14) | (2) |
| Profit on sale of rubber trees | (48) | - |
| Gain on remeasurement of biological assets | (19) | (25) |
| Dividend income | (*) | (*) |
| Fair value changes of current investments | (5) | (5) |
| Loss on sale of investments | - | * |
| Liabilities/provisions no longer required written back | (41) | (58) |
| Net impairment losses on financial and contract assets | 42 | 240 |
| Unrealised exchange (gain)/ loss [net] | 88 | (213) |
| Operating profit before working capital changes | 2,167 | 1,533 |
| <i>Changes in assets and liabilities:</i> | | |
| (Increase)/ decrease in inventories | (1,700) | 227 |
| Decrease in trade receivable | 1,121 | 151 |
| Decrease in other financial assets | 13 | 10 |
| Decrease/ (Increase) in other assets | 126 | (14) |
| Increase/ (decrease) in trade payables | (44) | (269) |
| (Decrease)/ increase in other financial liabilities | 271 | 320 |
| (Decrease)/ increase in other liabilities | (93) | 273 |
| Increase/ (decrease) in provisions | 151 | (58) |
| Cash generated from operating activities | 2,012 | 2,173 |
| Income taxes paid, net of refund | (377) | (128) |
| Net cash generated from operating activities (A) | 1,635 | 2,045 |
| Cash flows from investing activities | | |
| Purchase of property, plant and equipment and investment property including movement in capital work-in-progress and capital advances | (563) | (548) |
| Proceeds from sale of property, plant and equipment (including bearer plants) | 469 | 3 |
| Advance received towards sale of land | 480 | 385 |
| (Increase)/ decrease of bank balances not considered as cash and cash equivalents | (4) | 10 |
| Purchase of mutual funds | (90) | (32) |
| Proceeds from sale of mutual funds | - | 32 |
| Interest received | 7 | 9 |
| Dividend received | * | * |
| Net cash generated from/ (used in) investing activities (B) | 299 | (141) |

ASPINWALL AND COMPANY LIMITED

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2022 (continued)

(All amounts in Indian rupees lakhs)

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|---|-----------------------------|-----------------------------|
| Cash flows from financing activities** | | |
| Proceeds from long term borrowings | 11 | 791 |
| Repayment of long-term borrowings | (291) | (857) |
| Repayment of short-term borrowings [net] | (872) | (1,346) |
| Finance costs | (267) | (410) |
| Payment of lease liabilities | (12) | - |
| Transfer to investor education and protection fund | (5) | (7) |
| Dividend paid on equity shares | (267) | (3) |
| Net cash used in financing activities (C) | (1,703) | (1,832) |
| Increase in cash and cash equivalents, net (A+B+C) | 231 | 72 |
| Cash and cash equivalents at the beginning of the year | 564 | 492 |
| Effect of exchange differences on restatement of foreign currency cash and cash equivalents | * | * |
| Cash and cash equivalents at the end of the year (refer note 10) | 795 | 564 |

* Amount is below the rounding off norms adopted by the Group.

** Changes in liabilities arising from financing activities

| Particulars | As at 1 April 2021 | Cash flows(Net) | Non-cash changes | As at 31 March 2022 |
|---|-----------------------|--------------------|---------------------|------------------------|
| Non-current borrowings (including current maturities) | 590 | (280) | - | 310 |
| Current borrowings | 2,647 | (872) | - | 1,775 |
| Lease liabilities | 133 | (12) | 161 | 282 |
| Total | 3,370 | (1,164) | 161 | 2,367 |

| Particulars | As at 1 April 2020 | Cash flows(Net) | Non-cash changes | As at 31 March 2021 |
|---|-----------------------|--------------------|---------------------|------------------------|
| Non-current borrowings (including current maturities) | 656 | (66) | - | 590 |
| Current borrowings | 3,993 | (1,346) | - | 2,647 |
| Lease liabilities | - | - | 133 | 133 |
| Total | 4,649 | (1,412) | 133 | 3,370 |

Note: The above Consolidated statement of cash flows has been prepared under the 'Indirect method' as set out in Ind AS 7, 'Statement of Cash Flows'.

Summary of significant accounting policies (refer note 2)

The accompanying notes are an integral part of the consolidated statement of cash flows.

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's registration Number: 116231W/ W-100024

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

Baby Paul

Partner

Membership No.: 218255

Place: Kochi

Date: 16 May 2022

Rama Varma

Managing Director

DIN: 00031890

Place: Kochi

Date: 16 May 2022

M Lakshminarayanan

Chairman

DIN: 05003710

T.R. Radhakrishnan

Chief Financial Officer

Neeraj R. Varma

Company Secretary

Membership No.: F11669

ASPINWALL AND COMPANY LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2022

(All amounts in Indian rupees lakhs)

A. Equity Share Capital

| Particulars | As at | | | |
|---|-----------------------------|------------|-----------------------------|------------|
| | 31 March 2022 | | 31 March 2021 | |
| | No. of shares (In Lakhs) | Amount | No. of shares (In Lakhs) | Amount |
| Balance at the beginning of the year | 78.18 | 782 | 78.18 | 782 |
| Changes in equity share capital during the year | - | - | - | - |
| Balance at the end of the year | 78.18 | 782 | 78.18 | 782 |

B. Other equity

| Particulars | Reserves and surplus | | | | Items of other comprehensive income | Total |
|---|----------------------|-----------------|-----------------|----------------------------|---|---------------|
| | Retained earnings | General reserve | Capital reserve | Investment subsidy reserve | Remeasurements of the net defined benefit liability, net of tax | |
| Balance as at 1 April 2020 | 877 | 11,760 | 49 | 15 | - | 12,701 |
| Profit for the year (net of tax) | 643 | - | - | - | - | 643 |
| Other comprehensive income for the year (net of tax) | - | - | - | - | 55 | 55 |
| Total comprehensive income for the year | 643 | - | - | - | 55 | 698 |
| Transferred to retained earnings | 55 | - | - | - | (55) | - |
| Transferred (from)/ to general reserve | (400) | 400 | - | - | - | - |
| Total contributions by and distributions to owners | (345) | 400 | - | - | (55) | - |
| Balance as at 31 March 2021 | 1,175 | 12,160 | 49 | 15 | - | 13,399 |
| Profit for the year (net of tax) | 1,527 | - | - | - | - | 1,527 |
| Other comprehensive income for the year (net of tax) | - | - | - | - | (46) | (46) |
| Total comprehensive income for the year | 1,527 | - | - | - | (46) | 1,481 |
| Transferred to retained earnings | (46) | - | - | - | 46 | - |
| Transferred (from)/ to general reserve * | (1,100) | 1,100 | - | - | - | - |
| Dividend paid during the year | (274) | - | - | - | - | (274) |
| Total contributions by and distributions to owners | (1,420) | 1,100 | - | - | 46 | (274) |
| Balance as at 31 March 2022 | 1,282 | 13,260 | 49 | 15 | - | 14,606 |

The description of the nature and purpose of each reserve within equity is as follows:

- (a) **Retained earnings** - This represents the profits/ losses of the Company earned till date, net of appropriations
(b) **General reserve** - This is used from time to time to transfer profits from retained earnings for appropriate purposes.
(c) **Capital reserve** - Represents gain on account of settlement of loan taken in earlier years.
(d) **Investment subsidy reserve** - Represents subsidy received from Government of Kerala.

* An amount of ₹ 1,100 lakhs, is transferred to general reserve for various requirements including future business developments, as approved by the Board of directors.

Summary of significant accounting policies (refer note 2)

The accompanying notes are an integral part of the consolidated statement of changes in equity

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's registration

number: 116231W/ W-100024

Baby Paul

Partner

Membership No.: 218255

Rama Varma

Managing Director

DIN: 00031890

M Lakshminarayanan

Chairman

DIN: 05003710

T.R. Radhakrishnan

Chief Financial Officer

Neeraj R. Varma

Company Secretary

Membership No.: F11669

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

Place: Kochi

Date: 16 May 2022

Place: Kochi

Date: 16 May 2022

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022

1 Reporting entity

These consolidated financial statements relate to Aspinwall and Company Limited ("the Company" or "the Holding Company") and its subsidiary companies (collectively, the Group).

The Group has its registered office at 'Aspinwall House' T.C. No. 24/2269(7), Kawdiar - Kuravankonam Road, Kawdiar, Thiruvananthapuram, Kerala – 695 003 (Previously Devankulangara, Edapally, Cochin – 682 024). The Group has diversified business activities comprising Logistics Services across 10 branches in India, Rubber Plantations at Malappuram, Coffee Processing and Trading at Mangalore, Natural Fiber Division at Pollachi, Sales office in Hertogenbosch (Netherlands). The Group caters to both domestic and international markets.

The Equity Shares of the Company were earlier listed with Cochin Stock Exchange Ltd and Madras Stock Exchange Ltd, as reported in earlier consolidated financial statements. The shares of the Company are now listed at National Stock Exchange of India Ltd, effective from 14 June, 2016.

2 Basis of preparation and significant accounting policies

2.1 Statements of Compliance

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013, (the 'Act') read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act.

The consolidated financial statements were authorised for issue by the Holding Company's Board of Directors on 16 May 2022.

Details of the Group's accounting policies are included in Note 2.7 to 2.26.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Holding Company and its subsidiary companies (together referred to as "the Group"). Subsidiary Companies are wholly owned by the Company over which the Group has control. Control is achieved through voting rights.

The consolidated financial statements have been prepared on the following basis:

i. Subsidiaries:

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together line items of assets, liabilities, income and expenses after eliminating intra group balances, intra group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

2 Basis of preparation and significant accounting policies (continued)

2.2 Basis of consolidation (continued)

ii. Transactions eliminated on consolidation:

Intra group balances and transactions, and any unrealised income and expenses arising from intra group transactions are eliminated.

The subsidiaries consolidated under the Group comprise the entities listed below:

| Name of the entity | Relationship | Country of Incorporation | Ownership held by | % of Holding and voting power either directly or indirectly through subsidiary as at | |
|---|-------------------------|--------------------------|-------------------------------|--|---------------|
| | | | | 31 March 2022 | 31 March 2021 |
| Aspinwall Geotech Limited | Wholly owned Subsidiary | India | Aspinwall and Company Limited | 100 | 100 |
| Aspinwall Technologies Limited | Wholly owned Subsidiary | India | Aspinwall and Company Limited | - | 100 |
| Malabar Coast Marine Services Private Limited | Wholly owned Subsidiary | India | Aspinwall and Company Limited | 100 | 100 |
| SFS Pharma Logistics Private Limited | Wholly owned Subsidiary | India | Aspinwall and Company Limited | 100 | 100 |
| Aspinwall Healthcare Private Limited | Wholly owned Subsidiary | India | Aspinwall and Company Limited | 100 | 100 |

2.3 Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Group's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

2.4 Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

| Items | Measurement basis |
|---|---|
| Certain financial assets and liabilities - Note 35 | Fair value |
| Biological assets - Note 37 | Fair value less cost to sell |
| Net defined benefit (asset)/ liability - Note 34 | Fair value of plan assets less present value of defined benefit obligations |

2.5 Use of estimates and judgements

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

2 Basis of preparation and significant accounting policies (continued)

2.5 Use of estimates and judgements (continued)

i. Judgements

There are no significant judgements made in applying accounting policies that have the most material effects on the amounts recognised in the consolidated financial statements.

ii. Assumptions and estimation uncertainties

a. Useful lives of property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation and amortisation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful life and residual values of Group's assets are determined by Management at the time the asset is acquired and reviewed periodically, including each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

b. Others

Further information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment for the year ended 31 March 2022 is included in the following notes:

- **Notes 26 and 28** – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- **Note 37** – determining the fair value of biological assets;
- **Note 35** – recognition of impairment loss of financial assets;
- **Note 34** – measurement of defined benefit obligations: key actuarial assumptions;
- **Note 39** – assets held for sale; and
- **Note 4** – determining the fair value of investment property.

2.6 Measurement of fair values

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

The Group has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the Chief Financial Officer. Significant valuation assumptions are reported to the Audit Committee.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as interest rates, guarantee commission rates and pricing services, is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

2 Basis of preparation and significant accounting policies (continued)

2.6 Measurement of fair values (continued)

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

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

Further information about the assumptions made in the measuring fair values is included in the following notes:

- Note 4 – determining the fair value of investment property;
- Note 35 – fair valuation of certain financial assets;
- Note 37 – determining the fair value of biological assets.

2.7 Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Replanting expenses of rubber trees are capitalised under bearer plants (plantation land and development).

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost also includes interest on borrowings attributable to acquisition/ construction of qualifying property, plant and equipment up to the date the asset is ready for its intended use.

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

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

Capital work-in progress comprises of the cost of property, plant and equipment that are not yet ready for their intended use as on the balance sheet date.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

(iii) Depreciation

Depreciation is provided on the cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives prescribed in Schedule II to the Companies Act, 2013 using the Straight Line Method ('SLM').

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

2 Basis of preparation and significant accounting policies (continued)

2.7 Property, plant and equipment (Continued)

In respect of bearer plants, the life of rubber trees is estimated at 25 years from the year of planting and the cost of these trees is amortised on a SLM basis over the yielding period from the year in which the tapping is commenced which is normally from 7th year of plantation.

Buildings constructed over leasehold land are depreciated over the period of the lease or estimated useful lives whichever is shorter.

Depreciation on additions during the year is provided for on a pro-rata basis i.e. from the date on which asset is acquired. Depreciation on disposals is provided on a pro-rata basis i.e. upto the date on which asset is disposed off.

2.8 Investment property

Investment property is measured initially at cost, including transaction cost. Subsequent to initial recognition, investment property is stated at cost less accumulated depreciation and impairment if any. All costs other than those which meet the criteria of capital are recognized in profit and loss. The investment property of the group consists of office building and the same is depreciated over its estimated useful life of 60 years from the date of capitalisation.

2.9 Financial instruments

i) *Recognition and initial measurement*

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the group becomes a party to the contractual provisions of the instrument.

The Group measures a financial asset or financial liability at its fair value. In the case of a financial asset or financial liability measured not at fair value through profit or loss, the transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability are adjusted in the value of financial asset or financial liability.

ii) *Classification and subsequent measurement*

Financial assets

On initial recognition, a financial asset is classified as measured at:

- amortised cost; or
- Fair value through other comprehensive income (FVOCI)
- Fair value through profit and loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss. A financial asset is subsequently measured at FVOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in Other Comprehensive Income (OCI). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

2 Basis of preparation and significant accounting policies (continued)

2.9 Financial instruments (Continued)

Further, in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss. All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets. These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets: subsequent measurement and gains and losses

| Initial recognition | Subsequent measurement basis |
|------------------------------------|--|
| Financial assets at FVTPL | These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in consolidated statement of profit and loss. |
| Financial assets at amortised cost | These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in consolidated statement of profit and loss. Any gain or loss on derecognition is recognised in consolidated statement of profit and loss. |
| Equity investments at FVOCI | These assets are subsequently measured at fair value. Dividends are recognised as income in consolidated statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to consolidated statement of profit and loss. |

Financial liabilities: Classification, subsequent measurement and gains and losses:

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii) Derecognition

Financial assets

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

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

Financial liabilities

A financial liability (or a part of a financial liability) is derecognised from the Group's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

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

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

2 Basis of preparation and significant accounting policies (continued)

2.9 Financial instruments (Continued)

iv) **Offsetting**

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

v) **Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares and share options are recognised as a deduction from equity, net of any tax effects.

vi) **Foreign exchange forward contracts**

The Group enters into foreign exchange forward contracts with the intention of reducing the foreign exchange risk of expected sales and purchases. These contracts are not designated in hedge relationships and are measured at fair value through profit or loss.

2.10 Biological assets

Biological assets, i.e. living plants (other than bearer plants which are included in property, plant and equipment) are measured at fair value less costs to sell, with any change therein recognised in profit or loss.

2.11 Non-current assets or disposal group classified as held for sale

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets are generally measured at the lower of their carrying amount and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on re-measurement are recognised in profit or loss. Once classified as held-for-sale, property, plant and equipment and investment properties are no longer amortised or depreciated.

2.12 Foreign currency transactions and translations

Transactions in foreign currencies are translated into the functional currency of the Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in profit or loss.

2.13 Inventories

Inventories are measured at the lower of cost and the net realisable value after providing for obsolescence and other losses, wherever considered necessary. Cost is determined on the following basis:

| Particulars | Method of Valuation |
|---|-------------------------------|
| Coffee bought from registered dealers | Specific identification basis |
| Raw materials, stores and spare parts and trading goods | Weighted average cost |
| Finished goods | Weighted average cost |

Cost includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their present location and condition including octroi and other levies, transit insurance and receiving charges. Inventory is charged to statement of profit and loss on consumption. Cost of finished goods includes appropriate proportion of overheads.

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

2 Basis of preparation and significant accounting policies (continued)

2.14 Impairment

i) Impairment of financial assets

a) Recognition

The Group recognises loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in statement of profit or loss.

b) Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

c) Write off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

ii) Impairment of non-financial assets

The Group's non-financial assets, other biological assets, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

An impairment loss in respect of assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

2 Basis of preparation and significant accounting policies (continued)

2.15 Employee benefits

Employee benefits include short-term employee benefits, provident fund, superannuation fund, employee state insurance scheme, social security and insurance in the case of foreign national employee, gratuity and compensated absences.

i) Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service

The cost of short-term compensated absences is accounted as under:

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur or when employees encash the leave, whichever is earlier.

ii) Post-employment benefits

Provident Fund:

Contributions to defined contribution schemes such as Provident Fund are recognised as expenses in the period in which the employee renders the related service. In respect of certain employees of the Holding Company, Provident Fund contributions are made to a Trust administered by the Holding Company namely "Aspinwall & Co. Ltd. Provident Fund" (for all other employees not covered by the own fund the contributions are made to Government administered provident fund scheme). In respect of Aspinwall & Co. Ltd Provident Fund, the interest paid/ payable to the beneficiaries every year is notified by the Government and the Holding Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate and recognises such obligation, if any, determined based on actuarial valuation as at the balance sheet date, as an expense. In respect of contributions made to government administered Provident Fund, the subsidiaries have no further obligations beyond its monthly contributions.

Gratuity:

The Group's gratuity benefit scheme is a defined benefit plan which is administered through Holding Company managed Trust "Aspinwall & Co. Ltd Gratuity Fund". The Group's net obligation in respect of defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ("the asset ceiling"). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurement of the net benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interests) and the effect of the assets ceiling (if any, excluding interest) are recognised in other comprehensive income. The effect of any plan amendments are recognised in net profit in the Statement of Profit and Loss. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss. In case of subsidiary companies, the liability for gratuity liability which is actuarially determined at the balance sheet date as above, is not funded by plan assets.

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

2 Basis of preparation and significant accounting policies (continued)

2.15 Employee benefits (continued)

Superannuation:

The Group makes contributions equal to a specified percentage of the covered employee's basic salary and DA, to a fund managed by the Life Insurance Corporation of India (LIC). The Group has no further obligations beyond its contributions.

Others:

Employee State Insurance Scheme, Social Security and insurance in the case of foreign national employee are also considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

iii) Other long-term employee benefits

All employee benefits (other than post-employment benefits and termination benefits) which do not fall due wholly within twelve months after the end of the period in which the employees render the related services are determined based on actuarial valuation or discounted present value method carried out at each balance sheet date. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary as at 31 March every year using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the balance sheet date. Expense on non-accumulating compensated absences is recognised in the period in which the absences occur.

2.16 Revenue recognition

i) Revenue from contract with customers

The Group generates revenue from sales of goods and rendering services in various segments. Ind AS 115 Revenue from Contracts with Customers establishes a comprehensive framework for determining whether, how much and when revenue is recognised. Under Ind AS 115, revenue is recognised when a customer obtains control of the goods or services.

Disaggregation of revenue

The Group disaggregates revenue from sale of goods and rendering of services at various levels as detailed in Note 17 to the consolidated financial statements. The Group believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of Group's revenues and cash flows are affected by industry, market and other economic factors.

Contract balances

The Group classifies the right to consideration in exchange for sale of goods/ services as trade receivables, advance consideration as advance from customers.

Performance obligations and revenue recognition policies

Revenue is measured based on the consideration specified in a contract with a customer. The Group recognises revenue when it transfers control over goods or service to a customer. The following details provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

2 Basis of preparation and significant accounting policies (continued)

2.16 Revenue recognition (continued)

ii) Sale of goods

Domestic sales are recognised, net of returns and trade discounts, on transfer of control to the buyer, which generally coincides with the delivery of goods to customers. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and services tax, etc. Export sales are recognised when goods are boarded to vessel at which point the risks and rewards of ownership are transferred to the buyer and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods and regarding its collection.

iii) Income from services

Income from services such as stevedoring, clearing and forwarding, shipping and liner agencies are accounted as and when the jobs are completed on a percentage of completion basis. Despatch money is recognised as and when the amounts are realised considering the uncertainties involved both in the amount of despatch money and recoverability thereof.

iv) Rubber tree sales

Revenue from sale of non-yielding rubber trees is recognised on transfer of significant control to the buyer, which generally coincides with the felling and removal of the trees from the estate and realisation of the proceeds. In case when slaughter tapping is allowed to be carried out by the buyer, the sale of trees is recognised when sale consideration is received.

v) Export incentives

Export incentives are recognised as income on accrual basis in the year of export, based on eligibility and when there is no uncertainty in receiving the same.

vi) Other income

In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired).

Dividend income is recognised in the statement of profit and loss on the date on which the right to receive payment is established.

2.17 Leases

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

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

2 Basis of preparation and significant accounting policies (continued)

2.17 Leases (continued)

i **ii) Lease liabilities**

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

iii) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of asset (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

2.18 Income Tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i) Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or recoverable from tax authorities after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii) Deferred tax

Deferred income tax assets and liabilities are recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

2 Basis of preparation and significant accounting policies (continued)
2.18 Income Tax (continued)

Deferred tax assets are recognised to the extent it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

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

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

iii) MAT credit

Minimum alternative tax (MAT) credit, which is equal to the excess of MAT (calculated in accordance with provisions of Section 115JB of the Income-Tax Act, 1961) over normal income-tax is recognised as an asset by crediting the statement of profit and loss only when and to the extent there is convincing evidence that the Group will be able to avail the said credit against normal tax payable during the period of fifteen succeeding assessment years.

2.19 Provisions, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

Contingent liabilities and contingent assets are not recognised in the consolidated financial statements. Contingent liabilities are disclosed in the consolidated financial statements unless the possibility of any outflow in settlement is remote. Contingent assets are disclosed in the financial statements where an inflow of economic benefits is probable.

A contract is considered to be onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Group recognises any impairment loss on the assets associated with that contract.

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

2 Basis of preparation and significant accounting policies (continued)

2.20 Earnings per share

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

Diluted EPS is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the result would be anti-dilutive.

2.21 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition) that are readily convertible into known amounts of cash.

2.22 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated.

2.23 Borrowing cost

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

2.24 Operating segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

All operating segments' operating results are reviewed regularly by the Group's Board of Directors to make decisions about resources to be allocated to the segments and assess their performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue/ expenses/ assets/ liabilities".

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022 (continued)

2 Basis of preparation and significant accounting policies (continued)

2.25 Operating cycle

Based on the nature of products/ activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.26 Other Amendments

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23 March 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from 1 April 2022, as below:

(a) Ind AS 16 - Property, plant and equipment

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant and equipment. The Group has evaluated the amendment and there is no impact on its financial statements.

(b) Ind AS 37 - Provisions, contingent liabilities and contingent assets

The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The Group has evaluated the amendment and there is no material impact on its financial statements.

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

3A. Property, plant and equipment

| Particulars | Freehold land | Buildings [Refer Note (a) below] | Plant and machinery | Furniture and fixtures | Vehicles | Office equipments | Bearer plants | Total |
|------------------------------------|---------------|-------------------------------------|---------------------|------------------------|--------------|-------------------|---------------|----------------|
| Cost or deemed cost | | | | | | | | |
| Balance as at 1 April 2020 | 2,338 | 1,767 | 997 | 232 | 277 | 148 | 1,416 | 7,175 |
| Additions | 62 | 8 | 63 | 34 | 22 | 43 | 95 | 327 |
| Deletions | - | - | (*) | (1) | (9) | (3) | - | (13) |
| Categorisation as held for sale | (441) | - | - | - | - | - | - | (441) |
| Balance as at 31 March 2021 | 1,959 | 1,775 | 1,060 | 265 | 290 | 188 | 1,511 | 7,048 |
| Balance as at 1 April 2021 | 1,959 | 1,775 | 1,060 | 265 | 290 | 188 | 1,511 | 7,048 |
| Additions | - | 22 | 34 | 296 | 222 | 55 | 70 | 699 |
| Deletions | - | - | (21) | - | (77) | (13) | (4) | (115) |
| Balance as at 31 March 2022 | 1,959 | 1,797 | 1,073 | 561 | 435 | 230 | 1,577 | 7,632 |
| Accumulated depreciation | | | | | | | | |
| Balance as at 1 April 2020 | - | (188) | (255) | (43) | (177) | (60) | (130) | (853) |
| Depreciation for the year | - | (57) | (84) | (23) | (48) | (31) | (63) | (306) |
| Deletions | - | - | * | 1 | 9 | 2 | - | 12 |
| Balance as at 31 March 2021 | - | (245) | (339) | (65) | (216) | (89) | (193) | (1,147) |
| Balance as at 1 April 2021 | - | (245) | (339) | (65) | (216) | (89) | (193) | (1,147) |
| Depreciation for the year | - | (57) | (89) | (41) | (43) | (42) | (81) | (353) |
| Deletions | - | - | 16 | - | 77 | 12 | 4 | 109 |
| Balance as at 31 March 2022 | - | (302) | (412) | (106) | (182) | (119) | (270) | (1,391) |
| Net Carrying amount | | | | | | | | |
| As at 31 March 2021 | 1,959 | 1,530 | 721 | 200 | 74 | 99 | 1,318 | 5,901 |
| As at 31 March 2022 | 1,959 | 1,495 | 661 | 455 | 253 | 111 | 1,307 | 6,241 |

*Amount is below the rounding off norms adopted by the Group

Notes :

a. Include buildings constructed on leasehold land

| Particulars | As at 31 March 2022 | | As at 31 March 2021 | | Lease period expiry |
|--|---------------------|-----------|---------------------|-----------|---------------------|
| | Gross Block | Net Block | Gross Block | Net Block | |
| Office building (30,000 square feet) - Willingdon Island | 36 | 5 | 36 | 5 | 28 June 2046 |
| Godown - Willingdon Island | 306 | 41 | 306 | 44 | 20 June 2046 |
| Office building - Tuticorin | 49 | 13 | 49 | 14 | 31 December 2023 |
| Total | 391 | 59 | 391 | 63 | |

b. Refer note 12 for details of assets pledged against borrowings.

c. The Group has not revalued its Property, plant and equipment during the current year and previous year.

d. There are no immovable properties whose title deeds are not held in the name of the Group as at 31 March 2022 and 31 March 2021 other than those disclosed in note 26 (2) and note 39.

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

3B Capital work-in-progress

| Particulars | Amount |
|-------------------------------------|------------|
| Cost (gross carrying amount) | |
| Balance as at 1 April 2020 | 9 |
| Additions | 206 |
| Deletions | (1) |
| Capitalisation | (3) |
| Balance as at 31 March 2021 | 211 |
| Balance as at 1 April 2021 | 211 |
| Additions | 218 |
| Deletions | (6) |
| Capitalisation | (366) |
| Balance as at 31 March 2022 | 57 |

Ageing of capital work-in-progress

| Particulars | Amount in capital work-in-progress for a period of | | | | |
|------------------------------------|--|-----------|-----------|-------------------|------------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | Total |
| Balance as at 31 March 2022 | | | | | |
| Projects in progress | 57 | - | - | - | 57 |
| Projects temporarily suspended | - | - | - | - | - |
| Total | 57 | - | - | - | 57 |
| Balance as at 31 March 2021 | | | | | |
| Projects in progress | 205 | 6 | - | - | 211 |
| Projects temporarily suspended | - | - | - | - | - |
| Total | 205 | 6 | - | - | 211 |

Note:

There are no projects under capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan as at 31 March 2022 and 31 March 2021.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

4 Investment property

(All amounts in Indian rupees lakhs)

| A Reconciliation of Carrying amount | Amount | |
|---|----------------------|----------------------|
| Cost (gross carrying amount) | | |
| Balance as at 1 April 2020 | 1,157 | |
| Additions | - | |
| Balance as at 31 March 2021 | 1,157 | |
| Balance as at 1 April 2021 | 1,157 | |
| Additions | 24 | |
| Balance as at 31 March 2022 | 1,181 | |
| Accumulated depreciation | | |
| Balance as at 1 April 2020 | 21 | |
| Depreciation for the year | 19 | |
| Balance as at 31 March 2021 | 40 | |
| Balance as at 1 April 2021 | 40 | |
| Depreciation for the year | 22 | |
| Balance as at 31 March 2022 | 62 | |
| Net Carrying amounts | | |
| As at 31 March 2021 | 1,117 | |
| As at 31 March 2022 | 1,119 | |
| Fair value | | |
| As at 31 March 2021 | 2,537 | |
| As at 31 March 2022 | 3,339 | |
| B Information regarding income and expenditure of investment property | Year ended | Year ended |
| | 31 March 2022 | 31 March 2021 |
| Income | | |
| Rental income | 52 | 12 |
| Provision for property tax written back | - | 4 |
| Total income | 52 | 16 |
| Expense | | |
| Interest | 17 | 33 |
| Property tax | 4 | 4 |
| Depreciation | 22 | 19 |
| Total expense | 43 | 56 |
| Profit/ (loss) arising from investment property before indirect expenses | 9 | (40) |

C Investment property comprises of the following:

The Group's commercial complex named Aspinwall House at Kowdiar, Thiruvananthapuram, is partly used for own purpose and partly used for earning rentals.

D Measurement of fair value

(i) Fair valuation hierarchy

The fair value of investment property has been determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued. These valuers are registered valuers as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017.

The fair value measurement of the investment property has been categorised as Level 3 fair value based on inputs to the fair value technique used.

(ii) Valuation techniques used and key inputs to valuation on investment property:

| Valuation technique | Significant inputs | 31 March 2022 | 31 March 2021 |
|------------------------------------|--|---------------|---------------|
| Discounted Cash flow method | Estimated Rental value per sq.ft per month | ₹ 45 to ₹ 60 | ₹ 60 |
| | Rent growth | 5% | 5% |
| | Periodicity of rent escalation | Every year | Every year |
| | Vacancy rate | NA | 5% |
| | Discount rate | 7.50% | 8.50% |

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | As at 31 March 2022 | As at 31 March 2021 |
|--|------------------------|------------------------|
| 5 Investments | | |
| Non-current, unquoted | | |
| (i) Investment in other entities (fully paid-up) - at FVTPL | | |
| Kailas Rubber Company Limited, India 13 (31 March 2021: 13) equity shares of ₹10 each | * | * |
| Cochin Stock Exchange Limited 911 (31 March 2021: 911) equity shares of ₹10 each | 1 | 1 |
| Kerala Enviro Infrastructure Limited 20,000 (31 March 2021: 20,000) equity shares of ₹10 each | 2 | 2 |
| Cochin Waste 2 Energy Private Limited 50,000 (31 March 2021: 50,000) equity shares of ₹10 each | 5 | 5 |
| Less: Provision for diminution in value | (5) | (5) |
| (ii) Investment in Government Securities | | |
| National Savings Certificate (NSC) | * | * |
| | 3 | 3 |
| Current, quoted | | |
| Investments in mutual funds at FVTPL | | |
| i) 317.769 (31 March 2021: 317.769) units in UTI Money Market Fund- Regular Growth Plan | 8 | 8 |
| ii) 31,496.062 (31 March 2021: 31,496.062) units in Aditya Birla Sun life liquid Fund-Regular plan | 107 | 104 |
| iii) 89,135.587 [31 March 2021 - 89,135.587] units in Sundaram Short Duration Fund (formerly known as Principal Short Term Debt fund - Direct Plan Growth) | 34 | 32 |
| iv) 20,438.626[31 March 2021-Nil] units in ABSL Savings Fund-Regular plan | 90 | - |
| | 239 | 144 |
| (i) Aggregate amount of unquoted non-current investments | 8 | 8 |
| (ii) Aggregate amount of quoted current investments | 239 | 144 |
| (iii) Aggregate amount of impairment in the value of non-current investments | (5) | (5) |
| (iv) Aggregate market value of quoted current investments | 239 | 144 |

*Amount is below the rounding off norms adopted by the Group.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | As at 31 March 2022 | As at 31 March 2021 |
|---|------------------------|------------------------|
| 6 Other financial assets | | |
| Non-current | | |
| <i>Unsecured, considered good</i> | | |
| Security deposits | 289 | 295 |
| Earmarked deposits with remaining maturity period greater than 12 months | | |
| - margin money deposit | 43 | 42 |
| - deposit receipts pledged with customs, sales tax and other government authorities | 33 | 34 |
| Employee and other advances | 17 | 19 |
| Interest accrued on deposits | 1 | 1 |
| | 383 | 391 |
| Current | | |
| <i>Unsecured, considered good</i> | | |
| Security deposits | 179 | 230 |
| Employee advances | 44 | 42 |
| Jobs in progress | 482 | 321 |
| Accruals | | |
| - Interest accrued on deposits | 4 | 2 |
| Contractually reimbursable expenses | 434 | 527 |
| Fair value change in outstanding forward exchange contracts | - | 71 |
| Other receivables | 12 | 12 |
| <i>Unsecured, having significant increase in credit risk</i> | | |
| Contractually reimbursable expenses | 294 | 348 |
| | 1,449 | 1,553 |
| Less: Provision for credit impaired contractually reimbursable expenses (refer note 35) | (294) | (348) |
| | 1,155 | 1,205 |
| 7 Other assets | | |
| Non-current | | |
| <i>Unsecured, considered good</i> | | |
| Capital advances | 11 | 21 |
| Balance with government authorities | 31 | 37 |
| Prepaid expenses | - | 1 |
| Net defined benefit asset with Gratuity Fund Trust | - | 22 |
| | 42 | 81 |
| Current | | |
| <i>Unsecured, considered good</i> | | |
| Prepaid expenses | 38 | 33 |
| Income tax refund due | 323 | 72 |
| Export incentives | 181 | 230 |
| Contract assets/ Advance to contractors | 145 | 214 |
| Balances with government authorities | | |
| - customs/ port advance | 35 | 27 |
| - Value Added Tax (Netherlands) | 3 | - |
| - Value Added Tax (Kerala) | 7 | 7 |
| - Service tax | * | * |
| - Goods and Services tax | 37 | 32 |
| | 769 | 615 |

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | As at 31 March 2022 | As at 31 March 2021 |
|--|------------------------|------------------------|
| <i>Doubtful</i> | | |
| Contract assets/ Advance to contractors | 6 | 6 |
| Less: Provision for credit impairment on advances | (6) | (6) |
| | - | - |
| *Amount is below the rounding off norms adopted by the Group | 769 | 615 |
| 8 Inventories (at lower of cost and net realisable value) | | |
| <i>(a) Raw materials</i> | | |
| Coffee | 4,921 | 2,963 |
| PVC resin | 27 | 7 |
| Coir mats and mattings | 160 | 168 |
| Others | 14 | - |
| | 5,122 | 3,138 |
| <i>(b) Finished goods</i> | | |
| Coffee | 2,775 | 3,215 |
| Rubber | 170 | 70 |
| | 2,945 | 3,285 |
| <i>(c) Stock in trade</i> | | |
| Others | 1 | 3 |
| | 1 | 3 |
| <i>(d) Stores and spares *</i> | 293 | 232 |
| Less: provision for obsolescence | (3) | - |
| | 290 | 232 |
| * Individual items do not exceed 10% of the value of inventory. | 8,358 | 6,658 |
| 9 Trade receivables | | |
| Unsecured, considered good | 2,749 | 3,940 |
| Unsecured, having significant increase in credit risk | 266 | 287 |
| | 3,015 | 4,227 |
| Less: Allowance for credit loss (refer note 35) | (266) | (287) |
| | 2,749 | 3,940 |

The Group's exposure to credit and currency risks and allowances for credit loss related to trade receivables are disclosed in note 35.

Trade receivables ageing schedule

As at 31 March 2022

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|--|--|-----------------------|-----------------------|-----------------|-----------------|----------------------|--------------|
| | Not due | Less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| Undisputed | | | | | | | |
| Trade receivables considered good | 2,606 | 116 | 6 | 5 | * | 1 | 2,734 |
| Trade receivables which have significant increase in credit risk | 8 | 5 | 2 | 15 | 74 | 162 | 266 |
| Trade receivables - credit impaired | - | - | - | - | - | - | - |
| Unbilled | 15 | - | - | - | - | - | 15 |
| Disputed | | | | | | | |
| Trade receivables considered good | - | - | - | - | - | - | - |
| Trade receivables which have significant increase in credit risk | - | - | - | - | - | - | - |
| Trade receivables - credit impaired | - | - | - | - | - | - | - |
| Total | 2,629 | 121 | 8 | 20 | 74 | 163 | 3,015 |

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

9 Trade receivables (Continued)

Trade receivables ageing schedule (Continued)

As at 31 March 2021

| Particulars | Outstanding for following periods from due date of payment | | | | | | Total |
|--|--|--------------------|--------------------|--------------|--------------|-------------------|--------------|
| | Not due | Less than 6 months | 6 months to 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | |
| Undisputed | | | | | | | |
| Trade receivables considered good | 3,486 | 339 | 45 | 41 | 10 | 14 | 3,935 |
| Trade receivables which have significant increase in credit risk | 18 | 3 | 11 | 60 | 65 | 130 | 287 |
| Trade receivables - credit impaired | - | - | - | - | - | - | - |
| Unbilled | 5 | - | - | - | - | - | 5 |
| Disputed | | | | | | | |
| Trade receivables considered good | - | - | - | - | - | - | - |
| Trade receivables which have significant increase in credit risk | - | - | - | - | - | - | - |
| Trade receivables - credit impaired | - | - | - | - | - | - | - |
| Total | 3,509 | 342 | 56 | 101 | 75 | 144 | 4,227 |

| | As at 31 March 2022 | As at 31 March 2021 |
|--|------------------------|------------------------|
| 10 Cash and bank balances | | |
| A. Cash and cash equivalents | | |
| Cash on hand | 5 | 5 |
| Balances with banks | | |
| (i) In current accounts | 783 | 484 |
| (ii) In EEFC accounts | 5 | * |
| (iii) In deposit accounts | 2 | 75 |
| Total cash and cash equivalents - (A) | 795 | 564 |
| B. Bank balances other than cash and cash equivalents | | |
| In earmarked accounts | | |
| - unclaimed dividend accounts | 51 | 50 |
| - interest warrant account | * | * |
| - deposits receipts pledged with customs, sales tax and other government authorities | 9 | 6 |
| Total Other bank balances - (B) | 60 | 56 |

* Amount is below the rounding off norms adopted by the Group.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | As at 31 March 2022 | As at 31 March 2021 |
|---|------------------------|------------------------|
| 11 Equity share capital | | |
| Authorised capital | | |
| 250 lakhs (31 March 2021: 250 lakhs) equity shares of ₹10 each | 2,500 | 2,500 |
| | 2,500 | 2,500 |
| Issued, subscribed and paid-up capital | | |
| 78.18 lakhs (31 March 2021: 78.18 lakhs) equity shares of ₹10 each fully paid up | 782 | 782 |
| | 782 | 782 |

a. Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year is as given below:

| Particulars | As at 31 March 2022 | | As at 31 March 2021 | |
|--|------------------------|------------|------------------------|------------|
| | No. of shares | Amount | No. of shares | Amount |
| Shares at the beginning of the year (lakhs) | 78.18 | 782 | 78.18 | 782 |
| Issued during the year (lakhs) | - | - | - | - |
| Number of shares at the end of the year (lakhs) | 78.18 | 782 | 78.18 | 782 |

b. Rights, preferences and restrictions attached to equity shares

The Holding Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of the equity shares is entitled to one vote per share.

In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by shareholders.

c. Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

| Particulars | As at 31 March 2022 | | As at 31 March 2021 | |
|---|-----------------------------|--------------|-----------------------------|--------------|
| | No. of shares (lakhs) | % holding | No. of shares (lakhs) | % holding |
| M/s. Narayanan Investment Trust Private Limited | 17.05 | 21.82% | 17.05 | 21.82% |
| Mr. Rama Varma | 11.65 | 14.91% | 11.65 | 14.91% |
| Her Highness Gouri Parvathi Bayi | 10.45 | 13.37% | 10.45 | 13.37% |
| M/s Kumari Investment Corporation Private Limited | 4.59 | 5.87% | 4.59 | 5.87% |

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

d. Details of equity shares held by promoters

| Particulars | As at | | As at | |
|---|-----------------------|-----------|-----------------------|-----------|
| | 31 March 2022 | | 31 March 2021 | |
| | No. of shares (lakhs) | % holding | No. of shares (lakhs) | % holding |
| M/s Narayanan Investment Trust Private Limited | 17.05 | 21.82% | 17.05 | 21.82% |
| Mr. Rama Varma | 11.65 | 14.91% | 11.65 | 14.91% |
| H.H Gouri Parvathi Bayi | 10.45 | 13.37% | 10.45 | 13.37% |
| M/s Kumari Investment Corporation Private Limited | 4.59 | 5.87% | 4.59 | 5.87% |
| Sri. Pooruruttathi Thirunal Marthandavarma | 2.11 | 2.70% | 2.11 | 2.70% |
| H H Thiruvathira Thirunal Lakshmi Bayi | 1.51 | 1.93% | 1.51 | 1.93% |
| Sri. Aswathi Thirunal Rama Varma | 1.16 | 1.48% | 1.16 | 1.48% |
| Sri. Avittam Thirunal Adithya Varma | 0.81 | 1.03% | 0.81 | 1.03% |
| H H Gouri Lakshmi Bayi | 0.66 | 0.84% | 0.66 | 0.84% |
| Sri. Rajaraja Varma Chemprol | 0.38 | 0.48% | 0.38 | 0.48% |
| Mr. Krishnakumar R | 0.01 | 0.01% | 0.01 | 0.01% |
| Ms. Girija Varma | 0.01 | 0.01% | 0.01 | 0.01% |

Note

There are no changes in the shareholding of promoters during the current year as compared to the previous year.

e. Details of buyback, bonus shares, issue for consideration other than for cash for past 5 years

There were no shares allotted as fully paid up by way of bonus shares, shares issued for consideration other than for cash and shares bought back during the 5 years immediately preceding the balance sheet date.

f. The Company does not have a holding company and none of the shares are held by any of the subsidiary companies.

| | As at | As at |
|--|---------------|---------------|
| | 31 March 2022 | 31 March 2021 |
| 12 Borrowings | | |
| Non-current | | |
| <i>Secured</i> | | |
| Term loans from banks | 262 | 542 |
| Less: Current maturities of long term debt | (53) | (290) |
| | 209 | 252 |
| <i>Unsecured</i> | | |
| Loan from Indian Jute Mills Association | 48 | 48 |
| | 257 | 300 |
| Current | | |
| <i>Secured</i> | | |
| Overdraft and cash credits from banks | 129 | 599 |
| Packing credit loan from banks | 1,646 | 2,048 |
| Current maturities of long term debt | 53 | 290 |
| | 1,828 | 2,937 |
| Total borrowings | 2,085 | 3,237 |

The Group's exposure to liquidity risks related to borrowings is disclosed in note 35.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

12 Borrowings (Continued)

(All amounts in Indian rupees lakhs)

Details of securities, terms and conditions on borrowings from banks and others

| Type of borrowings | Lenders name | Outstanding as on 31 March 2022 | Outstanding as on 31 March 2021 | Tenure | Security and maturity terms | Repayment Schedule and interest rates |
|--|-------------------------------|---------------------------------|---------------------------------|----------------|--|--|
| Overdraft from banks | Canara Bank | 94 | 520 | Yearly renewal | The bank overdraft and packing credit loan from Canara Bank are secured by hypothecation and first charge on all raw materials, finished goods, stock in trade and stores (including goods for export) of coffee division at Mangalore and book debts not older than 90 days of the company. Further secured by hypothecation of plant and machinery of coffee and logistics division at Mangalore, equitable mortgage of land and buildings in Sy. No. 129/1,129/1A,73/2B at Padavu and Maroli Village, Mangalore and equitable mortgage of land and building in Sy. No.1265/1,1265/2, 1266/1, 1266/2, 1259B/2, 1260/2B, 1261/2B in Meelavittam Village at Tuticorin. | Bank overdraft is repayable on demand and carry interest at RLLR+ 0.35%, presently @ 7.25 % p.a. (previous year @10.15% p.a.) |
| Packing credit loan from banks | Canara Bank | 1,189 | 1,630 | Yearly renewal | | Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at RLLR less interest equalisation scheme, presently @3.90% p.a. (previous year @3.55% p.a.) |
| Overdraft from banks | State Bank of India | 30 | 48 | Yearly renewal | Packing credit loan and overdraft from State Bank of India is secured by hypothecation of stock and receivables of natural fibre division. | Bank overdraft is repayable on demand and carry interest at 1 year EBLR + 4%, presently @ 10.65% p.a. (previous year - 10.65%) |
| Cash credit from banks - Covid Emergency Credit line | State Bank of India | 5 | 31 | 1 1/2 Years | | Covid Emergency Credit line is repayable in 18 monthly installments and carry interest at 1year MCLR , presently @ 7.25% p.a (previous year -7.00%) |
| Packing credit loan from banks | State Bank of India | 257 | 272 | Yearly renewal | | Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at EBLR plus 0.55% less interest equalisation, presently @ 4.20% p.a. (previous year @2.20% p.a.) |
| Secured term loans from banks | HDFC Bank Limited | - | 266 | 1 1/2 Years | Secured by exclusive charge over the land in Sy no. 3138/2 and 3139/9 at Kowdiar Village, Trivandrum, building constructed on the land and further an exclusive charge over the lease rentals/ cash flow from the building. | The term loan is repayable in 6 quarterly installments commencing from 07 September 2020 ending on 07 December 2021 and carry interest at 3 Months repo 8.50% p.a. |
| Secured term loans from banks | HDFC Bank Limited | 172 | 176 | 5 1/2 Years | | The term loan is repayable in 20 quarterly installments commencing from 07 November 2021 ending on 07 August ,2026 with six months moratorium and carry interest at 7.20% p.a.(Previous year 8.50% p.a) |
| Secured term loans from banks | HDFC Bank Limited | 90 | 100 | 5 years | Secured by first charge on current assets and fixed assets of the Company and further secured by exclusive charge over the land and building in Sy. No. 3138/2 and 3138/9 at Kowdiar village, Trivandrum of the holding company and corporate guarantee by the holding company. | The term loan is repayable in 60 monthly installments commencing from 7 October 2021 and carry interest rate @ 8.50% p.a (previous year - 8.50% p.a). |
| Packing credit loan from banks | HDFC Bank Limited | 200 | 100 | Yearly renewal | Packing credit loan from HDFC Bank Limited is secured by equitable mortgage of land in Sy.no. 140/1, 155-1A and 154-1A along with built up area about 94,000 sq.ft. located in Iddya Village, Mangalore Taluk. | Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at base rate less interest equalisation, presently @4.20% p.a. (previous year @ 2.40 % p.a.) |
| Packing credit loan from banks | Federal Bank Limited | - | 46 | Yearly renewal | Packing credit loan from Federal Bank Limited is secured by paripassu first charge on hypothecation of stock and advance to suppliers of the coffee division with a margin of 25% with other working capital lenders of coffee division. | 'Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at Repo +335 Bps less interest equalisation, presently @4.35% p.a. (previous year @3.15% p.a.) |
| Unsecured loan from Indian Jute Mills Association | Indian Jute Mills Association | 48 | 48 | Not Applicable | Not applicable | The loan carries an interest presently @ 15% p.a. |
| | | 2,085 | 3,237 | | | |

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

13 Borrowings (Continued)

Notes:

The Group has availed working capital facilities from banks on the basis of security of current assets and have submitted quarterly returns of current assets to the bankers. Following is the summary of reconciliation and reasons for differences between such returns and books of account:

| Quarter ended | Name of the bank | Particulars of security provided | Amount as per books | Amount as per statement to bank | Difference if any | Reason for discrepancies if any |
|-------------------|--|---|---------------------|---------------------------------|-------------------|---------------------------------|
| 30 June 2021 | Canara bank HDFC Bank Ltd Federal Bank Ltd | Inventory of raw materials, finished goods and stock in trade (including goods for export) of coffee division at Mangalore of Holding Company | 7,446 | 7,329 | 117 | Refer Note below |
| 30 September 2021 | Canara bank HDFC Bank Ltd Federal Bank Ltd | Inventory of raw materials, finished goods and stock in trade (including goods for export) of coffee division at Mangalore of Holding Company | 8,634 | 8,532 | 102 | |
| 31 December 2021 | Canara bank HDFC Bank Ltd Federal Bank Ltd | Inventory of raw materials, finished goods and stock in trade (including goods for export) of coffee division at Mangalore of Holding Company | 6,318 | 6,187 | 131 | |
| 31 March 2022 | Canara bank HDFC Bank Ltd Federal Bank Ltd | Inventory of raw materials, finished goods and stock in trade (including goods for export) of coffee division at Mangalore of Holding Company | 7,806 | 7,696 | 110 | |

Note

The difference in the value of inventory as per books of account and as per the statement submitted with the bankers is on account of the following:

- (a) Valuation of inventory in the statement submitted with the banks at standard costs, whereas valuation is at actual costs in the books of account.
- (b) Non-consideration of stores and spares stock with regard to coffee segment of Holding Company in the statements filed with banks.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | As at 31 March 2022 | As at 31 March 2021 |
|---|------------------------|------------------------|
| 13 Provisions | | |
| Non-current | | |
| Provision for employee benefits | | |
| - Gratuity | 160 | 12 |
| - Compensated absences | 330 | 305 |
| - Employee provident fund | * | 10 |
| | 490 | 327 |
| Current | | |
| Provision for employee benefits | | |
| - Gratuity | 3 | 1 |
| - Compensated absences | 129 | 95 |
| Provision for contingencies (refer note 28) | 447 | 431 |
| | 579 | 527 |
| *Amount is below the rounding off norms adopted by the Group | | |
| 14 Trade payables | | |
| - Dues of micro enterprises and small enterprises (refer note 30) | - | - |
| - Dues of other than micro enterprises and small enterprises | 1,451 | 1,493 |
| | 1,451 | 1,493 |

The Group's exposure to liquidity risks related to trade payables is disclosed in note 35.

Trade payables ageing schedule

As at 31 March 2022

| Particulars | Outstanding for following periods from date of transaction | | | | |
|-------------------|--|-----------------|-----------------|----------------------|--------------|
| | Less than 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | Total |
| Undisputed | | | | | |
| MSME | - | - | - | - | - |
| Others | 1,147 | 54 | 9 | 55 | 1,265 |
| Unbilled | 186 | - | - | - | 186 |
| Disputed | | | | | |
| MSME | - | - | - | - | - |
| Others | - | - | - | - | - |
| Total | 1,333 | 54 | 9 | 55 | 1,451 |

As at 31 March 2021

| Particulars | Outstanding for following periods from date of transaction | | | | |
|-------------------|--|-----------------|-----------------|----------------------|--------------|
| | Less than 1 year | 1 to 2 years | 2 to 3 years | More than 3 years | Total |
| Undisputed | | | | | |
| MSME | - | - | - | - | - |
| Others | 1,072 | 47 | 44 | 42 | 1,205 |
| Unbilled | 288 | - | - | - | 288 |
| Disputed | | | | | |
| MSME | - | - | - | - | - |
| Others | - | - | - | - | - |
| Total | 1,360 | 47 | 44 | 42 | 1,493 |

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | As at 31 March 2022 | As at 31 March 2021 |
|--|------------------------|------------------------|
| 15 Other financial liabilities | | |
| Current | | |
| Interest accrued but not due on loans from banks | 2 | 4 |
| Unclaimed dividends | 51 | 50 |
| Creditors for capital goods | 10 | 5 |
| Trade deposits received | 106 | 114 |
| Contractually reimbursable expenses/liabilities | 6 | 6 |
| Retention money | 14 | 13 |
| Due to other creditors and accruals | 25 | 24 |
| Lease rent and interest payable thereon (refer note 26) | 534 | 514 |
| Accrued salaries and benefits | 694 | 485 |
| Fair value change in outstanding forward exchange contracts | 12 | - |
| Unclaimed interest on deposits | * | * |
| | 1,454 | 1,215 |
| * Amount is below the rounding off norms adopted by the Group | | |
| 16 Other liabilities | | |
| Contract liabilities/ Advance from customers | 210 | 164 |
| Unearned revenue | 378 | 509 |
| Advances received towards sale of land classified as held for sale (refer note 39) | 1,100 | 985 |
| Withholding taxes and statutory dues | 169 | 177 |
| | 1,857 | 1,835 |
| | Year ended | Year ended |
| | 31 March 2022 | 31 March 2021 |
| 17 Revenue from operations | | |
| <i>Sale of products</i> | | |
| Manufactured goods | 12,796 | 10,514 |
| Traded goods | 34 | 1,675 |
| <i>Sale of services - Logistics</i> | | |
| Clearing and forwarding - bulk cargo | 7,079 | 8,440 |
| Clearing and forwarding - others | 5,728 | 4,262 |
| Steamer/Vessel agency related activities | 107 | 90 |
| <i>Other operating revenues</i> | | |
| Export incentives | 105 | 227 |
| Despatch money | 41 | 48 |
| Income from investment property | 52 | - |
| Others | 20 | 19 |
| | 25,962 | 25,275 |

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-----------------------------|-----------------------------|
| Break-up of sale of products | | |
| <i>Manufactured goods</i> | | |
| Coffee | 9,996 | 6,923 |
| Rubber | 1,538 | 1,478 |
| Coir mats and mattings | 1,241 | 2,113 |
| EVL bands | 21 | - |
| | 12,796 | 10,514 |
| <i>Traded goods</i> | | |
| Coffee | 31 | 1,653 |
| Coir mats and mattings | - | 19 |
| Others | 3 | 3 |
| | 34 | 1,675 |
| Refer Note 31 for segment-wise details. | | |
| <i>Timing of revenue recognition</i> | | |
| Goods transferred at a point in time | 12,830 | 12,189 |
| Services transferred over time | 12,914 | 12,792 |
| | 25,744 | 24,981 |
| <i>Contract balances</i> | | |
| Contract liabilities/ Advance from customers (refer note 16) | 210 | 164 |
| Trade receivables (refer note 9) | 2,749 | 3,940 |
| Unearned revenue (refer note 16) | 378 | 509 |
| 18A Other income | | |
| Interest income on effective interest method on: | | |
| - Bank deposits | 4 | 5 |
| - Loans and advances | 5 | 5 |
| Interest income on Income-tax refund | 13 | 43 |
| Dividend income | * | * |
| Fair value changes of current investments (FVTPL) | 5 | 5 |
| Other non-operating income | | |
| - Rental income | 11 | 22 |
| - Profit on sale of property, plant and equipment (net) | 14 | 2 |
| - Liabilities/ provisions no longer required written back | 41 | 58 |
| - Recovery of bad debts written off | 1 | - |
| - Profit on sale of rubber trees | 48 | - |
| - Sale of timber | 35 | 18 |
| - Insurance claim received | 27 | 21 |
| - Gain on remeasurement of biological assets | 19 | 25 |
| - Exchange gain on currency fluctuation realised and unrealised (net) ** | 66 | 282 |
| - Miscellaneous income | 35 | 31 |
| | 324 | 517 |

* Amount is below the rounding off norms adopted by the Group

** Includes unrealised gain on contracts not designated in hedge relationships and measured at fair value net of unrealised loss.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|---|-----------------------------|-----------------------------|
| 18B Exceptional items | | |
| Gain on sale of land *** | 342 | - |
| *** the Group has disposed of certain portion of its land for a consideration of ₹ 781 lakhs. These amounts were earlier classified as assets held for sale and the resultant gain on account of this transaction amounting to ₹ 342 lakhs has been disclosed as an exceptional item. | 342 | - |
| 19 Cost of materials consumed | | |
| Inventory at the beginning of the year | 3,154 | 2,823 |
| Add: Purchases during the year | 9,353 | 6,900 |
| Less: Inventory at the end of the year | (5,121) | (3,138) |
| | 7,386 | 6,585 |
| Materials consumed include: | | |
| Coffee | 6,738 | 5,347 |
| PVC resin | 196 | 223 |
| Coir yarn and others | 452 | 1,015 |
| | 7,386 | 6,585 |
| 20 Purchases of stock-in-trade | | |
| Coffee | 28 | 1,122 |
| Others | - | 1 |
| | 28 | 1,123 |
| 21 Changes in inventories of finished goods and stock-in-trade | | |
| <i>Inventories at the beginning of the year</i> | | |
| Finished good | | |
| Coffee | 3,215 | 3,747 |
| Rubber | 70 | 94 |
| | 3,285 | 3,841 |
| Stock -in-trade | | |
| Coffee | - | 28 |
| Coir mats and mattings | - | 15 |
| Others | 3 | 2 |
| | 3 | 45 |
| | 3,288 | 3,886 |
| <i>Inventories at the end of the year</i> | | |
| Finished good | | |
| Coffee | 2,775 | 3,215 |
| Rubber | 170 | 70 |
| EVL bands | * | - |
| | 2,945 | 3,285 |
| Stock -in-trade | | |
| Others | 1 | 3 |
| | 1 | 3 |
| | 2,946 | 3,288 |
| Net changes in inventories | 342 | 598 |

* Amount is below the rounding off norms adopted by the Group.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|---|-----------------------------|-----------------------------|
| 22 Employee benefits expense | | |
| Salaries, wages and bonus | 3,775 | 3,195 |
| Contribution to provident and other funds (refer note 34) | 414 | 381 |
| Staff welfare expenses | 229 | 164 |
| | 4,418 | 3,740 |
| 23 Finance costs | | |
| Interest expense on : | | |
| - Borrowings | 185 | 291 |
| - Agricultural income tax dues | 10 | 10 |
| - Licence fee to port (refer note 28) | 16 | 16 |
| - Lease liability (refer note 32) | 12 | - |
| - Others | 30 | 21 |
| Other borrowing costs | 24 | 53 |
| | 277 | 391 |
| 24 Depreciation expense | | |
| Depreciation on property, plant and equipment | 354 | 306 |
| Depreciation on investment property | 22 | 19 |
| Depreciation on right-of-use assets (refer note 32) | 6 | - |
| | 382 | 325 |
| 25 Other expenses | | |
| Consumption of stores and spare parts | 443 | 450 |
| Handling charges | 9,848 | 9,810 |
| Transportation and ocean freight | 164 | 171 |
| Power and fuel | 178 | 180 |
| Rent | 131 | 138 |
| Repairs and maintenance | | |
| - Buildings | 82 | 62 |
| - Plant and machinery | 62 | 75 |
| - Others | 3 | 2 |
| Insurance | 79 | 89 |
| Legal and professional | 194 | 149 |
| Payments to auditors (refer note 25.1 below) | 41 | 41 |
| Rates and taxes | 92 | 88 |
| Communication | 43 | 43 |
| Travelling and conveyance | 118 | 85 |
| Printing and stationery | 28 | 29 |
| Sales commission | 9 | 13 |

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-----------------------------|-----------------------------|
| 25 Other expenses (Continued) | | |
| Donations and contributions (refer note 25.2 below) | 3 | 33 |
| Bank charges | 18 | 33 |
| Security and subcontracting charges | 160 | 176 |
| Directors' sitting fees | 27 | 28 |
| Provision for obsolescence of inventory | 3 | - |
| Liquidation expenses ** | 4 | - |
| Expenditure on corporate social responsibility (refer note 25.3 below) | 15 | 22 |
| Loss on sale of investments | - | * |
| Miscellaneous expenses | 139 | 140 |
| | 11,884 | 11,857 |
| * Amount is below the rounding off norms adopted by the Group. | | |
| ** Represent expenses incurred in connection with voluntary winding up of Aspinwall Technologies Limited. | | |
| Note 25.1 - Payment to auditors (net of goods and services tax) includes following: | | |
| As auditor | | |
| - Statutory audit | 17 | 17 |
| - Limited review | 14 | 14 |
| - Other services | 8 | 9 |
| For reimbursement of expenses | 2 | 1 |
| | 41 | 41 |
| Note 25.2 - Donations and contributions primarily includes following: | | |
| Communist Party of India (Marxist) | * | * |
| Bharatiya Janata Party | * | * |
| Communist Party of India | * | * |
| SDPI | * | * |
| Muslim League | * | * |
| Indian National Congress | * | 1 |
| | 1 | 2 |

* Amount is below the rounding off norms adopted by the Group.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

| | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-----------------------------|-----------------------------|
| Note 25.3 - Details of corporate social responsibility expenditure | | |
| a) Gross amount required to be spent by the Group during the year | 15 | 22 |
| b) Amount of expenditure incurred: | | |
| i) Construction/acquisition of any asset | - | - |
| ii) On purposes other than (i) above | | |
| - In cash | 15 | 22 |
| - Yet to be paid in cash | - | - |
| iii) Shortfall at the end of the year | - | - |
| iv) Total of previous year shortfall | - | - |
| v) Reason for shortfall | NA | NA |
| vi) Nature of CSR activities | | |
| - Healthcare support | 6 | 9 |
| - Education | 5 | 5 |
| - Promotion of sports | 2 | 4 |
| - Payment to Prime Minister National relief fund | 1 | 2 |
| - Others | 1 | 2 |
| vii) Details of related party transactions | - | - |
| viii) Details of provision made with respect to liability incurred by entering into a contractual obligation | Not applicable | Not applicable |
| | 15 | 22 |

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

26 Contingent liabilities and commitments

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|---|------------------------|------------------------|
| A Contingent liabilities | | |
| (i) Claims against the Group not acknowledged as debt: | | |
| Disputed tax demands: | | |
| - Service tax demands for the period from April, 2006 to March, 2012 under appeal before Customs, Excise and Service Tax Appellate Tribunal (CESTAT) | 419 | 444 |
| - Service tax demands for the period from April 2007 to March 2012, under appeal before Commissioner (Appeals) | - | 12 |
| - Income-tax demand for the Financial year 2013-14 on write back of loan, against which appeal is pending before Commissioner of Income-tax (Appeals) [CIT(A)] | 22 | 22 |
| - Income-tax demand for the Financial year 2004-05 on insurance claim received on destruction/ damage of critical machineries, against which appeal is pending before Commissioner of Income-tax Appeals [CIT(A)] | 43 | 43 |
| - Income-tax demand for the Financial year 2016-17 under appeal before Commissioner of Income-tax Appeals [CIT(A)] | 51 | 51 |
| (ii) Bills discounted | 204 | 38 |
| (iii) Corporate guarantees | 100 | 148 |
| (iv) Likely demand of interest on loan from Indian Jute Mills Association | 151 | 144 |
| B Commitments | | |
| Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for | 95 | 86 |

Notes:

- Show cause notices received from Service tax department pending formal demand notices, have not been considered as contingent liabilities.
- The Land Tribunal, Manjeri had passed orders conferring absolute title of the rubber estate at Pullangode to the Holding Company. Appeals against this order filed by some of the Jenmis before the Land Reforms Appellate Authority have also been disposed off in favour of the Holding Company and accordingly no adjustment is required in the financial statements in this regard. Further, appeal filed by some of the Jenmis is pending before the Hon'ble High Court of Kerala.
- The Holding company's writ petition against the order of the Government of Kerala revising the lease rent in respect of the leasehold land at Fort Kochi effective from 13 November 1995 upto 31 March 2007, is pending before the Hon'ble High Court of Kerala. Pursuant to interim application filed in the above writ petition by the Holding Company, the High Court has directed the Government to consider the representation regarding lease rent filed by the Holding Company, and take appropriate decision in this regard. Pursuant to this, Government of Kerala has issued an order reaffirming the demand for the period upto 31 March 2007. Adequate provision is available in the books for meeting this liability.
- Future cash outflows in respect of the above matters are determinable only on receipt of judgements/ decisions pending at various forums/ authorities. Management believes that the position taken by it on the matter is tenable and hence, no adjustment has been made to the consolidated financial statements.
- On 28th February 2019, the Hon'ble Supreme Court of India has delivered a judgment clarifying the principles that need to be applied in determining the components of salaries and wages on which Provident Fund (PF) contributions need to be made by establishments. However, the Group has been legally advised that there are numerous interpretative challenges on the application of the judgment retrospectively. Based on such legal advice, the management believes that it is impracticable at this stage to reliably measure the provision required, if any, and accordingly, no provision has been made towards the same. Necessary adjustments, if any, will be made to the books as more clarity emerges on this subject.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

27 Earnings per share ("EPS")

The calculation of profit attributable to equity share holders and weighted average number of equity shares outstanding for the purpose of basic earnings per share calculations are as follows:

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-----------------------------|-----------------------------|
| Net profit for the year attributable to the equity shareholders (in lakhs) | 1,527 | 643 |
| Weighted average number of equity shares (Nos. lakhs) | 78.18 | 78.18 |
| Par value per share (₹) | 10 | 10 |
| Earning per share - basic and diluted | 19.53 | 8.22 |

Note: There are no dilutive potential equity shares outstanding during the current year and previous year

28 Details of provisions

The Group has made provision for various contractual obligations and disputed statutory and other liabilities based on its assessment of the amount it estimates to incur to meet such obligations, details of which are given below:

| Particulars | As at 1 April 2021 | Additions | Reversal | As at 31 March 2022 |
|--|-----------------------|-----------|----------|------------------------|
| Provision for contingencies towards disputed statutory dues [refer note (a) below] | 126 | - | - | 126 |
| Provision for licence fee and interest to port [refer note (b) below] | 305 | 16 | - | 321 |
| Total provision for contingencies | 431 | 16 | - | 447 |

| Particulars | As at 1 April 2020 | Additions | Reversal | As at 31 March 2021 |
|--|-----------------------|-----------|----------|------------------------|
| Provision for contingencies towards disputed statutory dues [refer note (a) below] | 126 | - | - | 126 |
| Provision for licence fee and interest to port [refer note (b) below] | 289 | 16 | - | 305 |
| Total provision for contingencies | 415 | 16 | - | 431 |

- (a) Provision for litigations represents provision towards potential liability against various ongoing indirect tax cases based on Group's internal assessment. Time of future cash outflows in respect of above matters are dependent on the receipt of judgement - decisions pending at various forums/ authorities.
- (b) Provision for payment for licence fee to port authorities along with interest on the outstanding amount.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

29 Related parties

A. Related party relationships

Names of related parties and description of relationship with the Company:

- | | |
|---|---|
| (a) Key Management Personnel (KMP) | <ul style="list-style-type: none"> a) Mr. Rama Varma - Managing Director b) Mr. Rajesh S - Executive Director & CEO c) Mr. T.R. Radhakrishnan - Chief Financial Officer d) Mr. Neeraj R. Varma - Company Secretary |
| (b) Non-Executive Directors | <ul style="list-style-type: none"> a) Mr. C.R.R. Varma b) Mr. Sushil Krishnan Nair c) Ms. Nina Nayar d) Sri. Avittam Thirunal Adithya Varma e) Mr. M. Lakshminarayanan (Chairman) f) Mr. K. Srinivasan g) Mr. Vijay K. Nambiar |
| (c) Entities in which KMP / Relatives of KMP can exercise significant influence | <ul style="list-style-type: none"> a) Narayanan Investment Trust Private Limited b) Kumari Investment Corporation Private Limited |
| (d) Relatives of KMP (Managing Director) | <ul style="list-style-type: none"> a) H. H. Gouri Parvathi Bayi, sister b) H. H. Gouri Lakshmi Bayi, sister c) Dr (Mrs.) Girija Varma, spouse |
| (e) Post-employment benefit plan of the Group | <ul style="list-style-type: none"> a) Aspinwall & Co. Ltd. Provident Fund Trust b) Aspinwall & Co. Ltd. Gratuity Fund Trust |

Note: Related parties have been identified by the management and relied upon by the auditors

B. Related party transactions

| Nature of transaction | Name of the related party | For the year ended 31 March 2022 | For the year ended 31 March 2021 |
|--|---|-------------------------------------|-------------------------------------|
| Sale of vehicles | Mr. Rajesh S | 2 | - |
| | Mr. T.R. Radhakrishnan | 2 | - |
| Rent payments | Mr. Rama Varma | 20 | 20 |
| Dividend paid | Narayanan Investment Trust Private Limited | 60 | - |
| | Kumari Investment Corporation Private Limited | 16 | - |
| | Mr. Rama Varma | 41 | - |
| | H H Gouri Parvathi Bayi | 37 | - |
| | H H Gouri Lakshmi Bayi | 2 | - |
| | Dr. (Mrs.) Girija Varma | * | - |
| | Sri Avittam Thirunal Adithya Varma | 3 | - |
| | Mr. C.R.R. Varma | 1 | - |
| Remuneration to Key Management Personnel** | Mr. Rama Varma | 92 | 84 |
| | Mr. Rajesh S | 100 | 97 |
| | Mr. T.R. Radhakrishnan | 72 | 50 |
| | Mr. Neeraj R. Varma | 19 | 14 |
| Sitting fee paid | Non-executive Directors | 27 | 28 |
| Deposits received | Mr. Radhakrishnan T.R | 8 | - |
| | Mr. Rama Varma | 2 | - |

C. The Company has the following balances with related parties:

| Nature of transaction | Name of the related party | As at 31 March 2022 | As at 31 March 2021 |
|--|---------------------------|------------------------|------------------------|
| Other financial liability - Deposits received | Mr. Radhakrishnan T.R | 8 | - |
| | Mr. Rama Varma | 2 | - |

*Amount is below the rounding off norms adopted by the Group.

** As the future liabilities for gratuity and leave encashment is provided on an actuarial basis and payment of insurance costs are made for the Group as a whole, the amount pertaining to the key management personnel is not ascertainable, therefore, not included in above.

Refer to Note 34 for information on transactions with Aspinwall & Co. Ltd. Provident Fund Trust and Aspinwall & Co. Ltd. Gratuity Fund Trust. All related party transactions entered during the year were in ordinary course of business and are on arm's length basis.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

30 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act)

The information as required under the MSMED Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company and has been relied upon by the auditors.

| Particulars | For the year ended 31 March 2022 | For the year ended 31 March 2021 |
|--|-------------------------------------|-------------------------------------|
| (i) Principal amount remaining unpaid to any supplier as at the end of the accounting year | - | - |
| (ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year | - | - |
| (iii) The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year | - | - |
| (iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act | - | - |
| (v) The amount of interest accrued and remaining unpaid at the end of the accounting year | - | - |
| (vi) The amount of further interest due and payable even in the succeeding year, 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 section 23 | - | - |

31 Operating segment

A Basis for segmentation

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Group's Chief Executive officer (CEO) and Chief Financial Officer (CFO) to make decisions about resources to be allocated to the segments and assess their performance.

The Group has identified business segments as its primary segment and geographical segments as its secondary segment. Business segments are logistics, coffee and related activities, plantation, natural fibre products and others. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable. Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments. Geographical revenues are allocated based on the location of the customer. Geographical segments of the Group are Americas (including Canada and South American countries), Europe, India and others.

B Information about reportable segments

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit (before tax), as included in the internal management reports that are reviewed by the Group's CFO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on an arm's length basis.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)
(All amounts in Indian rupees lakhs)

31 Operating segment (Continued)
C Business segment information

| Segments | For the Year ended 31 March 2022 | | | | | | For the Year ended 31 March 2021 | | | | | |
|----------|----------------------------------|---------------|--------------|------------------------------|-----------|---------------|----------------------------------|--------------|-----------------|------------------------------|--------|---------------|
| | Logis- tics | Coffee | Plantation | Natural Fibre Products | Others | Total | Logis- tics | Coffee | Planta- tion | Natural Fibre Products | Others | Total |
| 1 | 12,974 | 10,105 | 1,538 | 1,272 | 73 | 25,962 | 12,858 | 8,718 | 1,478 | 2,221 | - | 25,275 |
| | - | - | - | - | - | - | - | - | - | - | - | - |
| | 12,974 | 10,105 | 1,538 | 1,272 | 73 | 25,962 | 12,858 | 8,718 | 1,478 | 2,221 | - | 25,275 |
| 2 | 1,272 | 1,458 | 402 | (251) | (55) | 2,826 | 1,120 | 939 | 188 | 29 | (59) | 2,217 |
| | | | | | | 277 | | | | | | 391 |
| | | | | | | 1,022 | | | | | | 893 |
| | | | | | | 1,527 | | | | | | 933 |
| | | | | | | 342 | | | | | | - |
| | | | | | | 1,869 | | | | | | 933 |
| | | | | | | 342 | | | | | | 290 |
| | | | | | | 1,527 | | | | | | 643 |
| 3 | | | | | | | | | | | | |
| 4 | 6,184 | 8,808 | 2,272 | 1,130 | 1,259 | 19,653 | 5,789 | 8,265 | 2,091 | 1,282 | 1,293 | 18,720 |
| | | | | | | 4,322 | | | | | | 4,607 |
| | | | | | | 23,975 | | | | | | 23,327 |
| | 2,644 | 1,660 | 636 | 540 | 276 | 5,756 | 2,589 | 2,043 | 572 | 595 | 457 | 6,256 |
| | | | | | | 2,831 | | | | | | 2,890 |
| | | | | | | 8,587 | | | | | | 9,146 |
| | 141 | 34 | 132 | 50 | 174 | 531 | 79 | 10 | 104 | 19 | 276 | 488 |
| | | | | | | 59 | | | | | | 37 |
| | | | | | | 590 | | | | | | 525 |
| | 97 | 29 | 93 | 33 | 30 | 282 | 99 | 30 | 76 | 31 | 19 | 255 |
| | | | | | | 99 | | | | | | 70 |
| | | | | | | 381 | | | | | | 325 |
| | (6) | 91 | 1 | 48 | - | 134 | 243 | (189) | - | (22) | - | 32 |
| | | | | | | - | | | | | | - |
| | | | | | | 134 | | | | | | 32 |
| | | | | | | 134 | | | | | | 32 |

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

31 Operating segment (continued)

D Geographical segment information

The Group has exported coffee and coir products during the year. Information regarding Geographical segments are given below:

| Sl. No. | Particulars | For the year ended 31 March 2022 | For the year ended 31 March 2021 |
|---------|--|----------------------------------|----------------------------------|
| 1 | Segment Revenue | | |
| | Americas (including Canada and South American countries) | 1,085 | 1,015 |
| | Europe | 7,221 | 7,286 |
| | India | 16,955 | 16,178 |
| | Others | 701 | 796 |
| | Segment Revenue | 25,962 | 25,275 |
| 2 | Segment Assets | | |
| | Americas (including Canada and South American countries) | 101 | 140 |
| | Europe | 800 | 1,406 |
| | India | 23,018 | 21,626 |
| | Others | 56 | 155 |
| | Segment Assets | 23,975 | 23,327 |
| 3 | Capital Expenditure | | |
| | India | 590 | 525 |
| | Total Capital Expenditure | 590 | 525 |

32 Leases

Group as a lessee

The Holding Company has entered into an agreement with Cochin Port Trust, which qualifies as a lease as defined under Ind AS 116. The duration of lease is for a period of 30 years from the start date. Lease payments are renegotiated year on year to reflect market rentals. Under Ind AS 116, the Group has recognised right-of-use assets and lease liabilities – i.e. the lease is recorded on the balance sheet.

In accordance with Ind AS 116, the Group recognised right-of use assets and lease liability of ₹ 142 Lakhs. When measuring lease liabilities, the Group discounted lease payments using its incremental borrowing rate at 31 March 2022. The rate applied is 8.50%.

(i) Lease liabilities

Following are the changes in the lease liabilities for the year ended 31 March 2022:

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|--|---------------------|---------------------|
| Balance as at 1 April | 133 | - |
| Additions | 142 | 133 |
| Remeasurement on account of modification * | 7 | - |
| Finance cost accrued during the period | 12 | - |
| Payment of lease liabilities | (12) | - |
| Balance as at 31 March | 282 | 133 |
| Non-current lease liabilities | 248 | 122 |
| Current lease liabilities | 34 | 11 |

*There has been change in future lease consideration during the year. On account of this lease liability have been remeasured.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

32 Leases (Continued)

(ii) Maturity analysis – contractual undiscounted cash flows

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|---|------------------------|------------------------|
| Less than one year | 33 | 11 |
| One to five years | 121 | 47 |
| More than five years | 514 | 280 |
| Total undiscounted lease liabilities at 31 March | 668 | 338 |

(iii) Right-of-use assets

Right-of-use assets related to leased properties that do not meet the definition of investment property are presented as property, plant and equipment

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|--|------------------------|------------------------|
| Balance as at 1 April | 133 | - |
| Addition to right-of-use assets | 142 | 133 |
| Remeasurement of account of modification * | 7 | - |
| Depreciation for the year | (6) | - |
| Balance as at 31 March | 276 | 133 |

*There has been change in future lease consideration during the year. On account of this Right-of-use assets have been remeasured.

(iv) Amounts recognised in statement of profit or loss

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|-------------------------------------|-----------------------------|-----------------------------|
| Interest on lease liabilities | 12 | - |
| Depreciation on right-of-use assets | 6 | - |

(v) Amounts recognised in statement of cash flows

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|-------------------------------|-----------------------------|-----------------------------|
| Total cash outflow for leases | 12 | - |

(vi) Operating leases

The Group is obligated under cancellable operating leases for office, port and residential space. Total rental expense under cancellable operating leases [including ₹ 400 lakhs (previous year - ₹ 594 lakhs) grouped under handling charges] during the year was ₹ 531 lakhs (previous year ₹ 732 lakhs). These arrangements do not qualify as a lease as per the requirements of Ind AS 116.

Group as a lessor

The Group has entered into lease arrangements for part of the office space in Registered Office in Trivandrum which qualifies as an operating lease under Ind AS 116. The Group has also entered into a sub lease for the godown space in Willingdon Island. The sub lease arrangement does not qualify as a sub lease under Ind AS 116 as the main lease (head lease) does not qualify as a lease as per the requirements of Ind AS 116. The total rental income recognised under these lease arrangements amounted to ₹ 63 lakhs for the year (previous year ₹ 22 lakhs).

The details of future minimum lease payments receivable for operating leases on an undiscounted basis was as follows:

| Period | As at 31 March 2022 | As at 31 March 2021 |
|------------------|------------------------|------------------------|
| Less than 1 year | 123 | 110 |
| 1 to 5 years | 486 | 580 |
| Above 5 years | 294 | 498 |
| Total | 903 | 1,188 |

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

33 Tax assets, liabilities and reconciliations

A. Deferred tax (asset)/ liabilities

(a) Movement in deferred tax balances for the year ended 31 March 2022

| | Balance as at 1 April 2021 | Recognised in profit or loss | Recognised in OCI | Utilised | As at 31 March 2022 | | |
|---|-------------------------------|---------------------------------|----------------------|-----------|---------------------|-----------------------|---------------------------|
| | | | | | Net | Deferred tax asset | Deferred tax liability |
| Deferred tax (asset)/ liabilities | | | | | | | |
| Property, plant and equipment | 105 | 22 | - | - | 127 | - | 127 |
| Employee benefits** | (95) | (41) | (18) | - | (154) | 154 | - |
| Allowance for credit loss on financial assets | (170) | 7 | - | - | (163) | 163 | - |
| Biological assets | 115 | 10 | - | - | 125 | - | 125 |
| MAT credit | (49) | (18) | - | 64 | (3) | 3 | - |
| Fair valuation changes on forward contracts | 20 | (17) | - | - | 3 | - | 3 |
| Other disallowances | (258) | (24) | - | - | (282) | 282 | - |
| Net deferred tax (asset)/ liabilities | (332) | (61) | (18) | 64 | (347) | 602 | 255 |
| Deferred tax assets | | | | | | 348 | |
| Deferred tax liability | | | | | | | 1 |

(b) Movement in deferred tax balances for the year ended 31 March 2021

| | Balance as at 1 April 2020 | Recognised in profit or loss | Recognised in OCI | Utilised | As at 31 March 2021 | | |
|---|-------------------------------|---------------------------------|----------------------|-----------|---------------------|-----------------------|---------------------------|
| | | | | | Net | Deferred tax asset | Deferred tax liability |
| Deferred tax (asset)/ liabilities | | | | | | | |
| Property, plant and equipment | 89 | 16 | - | - | 105 | - | 105 |
| Employee benefits** | (113) | (4) | 22 | - | (95) | 95 | - |
| Allowance for credit loss on financial assets | (137) | (33) | - | - | (170) | 170 | - |
| Biological assets | 135 | (20) | - | - | 115 | - | 115 |
| MAT credit | (82) | (1) | - | 34 | (49) | 49 | - |
| Fair valuation changes on forward contracts | (61) | 81 | - | - | 20 | - | 20 |
| Other disallowances | (255) | (3) | - | - | (258) | 258 | - |
| Net deferred tax (asset)/ liabilities | (424) | 36 | 22 | 34 | (332) | 572 | 240 |
| Deferred tax assets | | | | | | 333 | |
| Deferred tax liability | | | | | | | 1 |

** Includes provision for gratuity, provision for leave encashment, provision for provident fund, provision for bonus and actuarial gain/loss on remeasurement of defined benefit liability recognised in other comprehensive income.

The Group 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.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

33 Tax assets, liabilities and reconciliations (Continued)

B. Income tax assets /(liabilities)

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|--|------------------------|------------------------|
| Non-current | | |
| Advance tax, net of provision for tax: | | |
| - Agricultural Income-tax | 33 | 33 |
| - Central Income-tax | 305 | 495 |
| | 338 | 528 |
| Current | | |
| Provision for tax, net of advance tax: | | |
| - Agricultural Income-tax | (360) | (350) |
| - Central Income-tax | (28) | (28) |
| - Wealth tax | * | * |
| | (388) | (378) |

*Amount is below the rounding off norms adopted by the Group

C. Amount recognised in statement of profit and loss

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--------------------------------------|-----------------------------|-----------------------------|
| Current tax | 409 | 225 |
| Current tax charge for earlier years | (6) | 29 |
| Deferred tax charge/ (credit) | (61) | 36 |
| Net tax expense | 342 | 290 |

D. Amount recognised in other comprehensive income

| Particulars | Before Tax | Tax (credit) / expense | Net of Tax |
|--|-------------|---------------------------|-------------|
| Year ended 31 March 2022 | | | |
| Remeasurement of defined benefit liability | 64 | (18) | 46 |
| | 64 | (18) | 46 |
| Year ended 31 March 2021 | | | |
| Remeasurement of defined benefit liability | (77) | 22 | (55) |
| | (77) | 22 | (55) |

E. Reconciliation of effective tax rate

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-----------------------------|-----------------------------|
| Profit before tax | 1,869 | 933 |
| Group's domestic tax rate | 28.05% | 27.82% |
| Tax using Group's domestic tax rate | 524 | 260 |
| Impact of: | | |
| Exempt income | (86) | (27) |
| Brought forward loss set off against capital gains | (80) | - |
| Corporate social responsibility expenditure | 5 | 6 |
| Tax losses for which no deferred income tax was recognised | 2 | 8 |
| Adjustments for current tax of prior years | (6) | 29 |
| MAT credit utilised | (18) | (1) |
| Others | 1 | 15 |
| Income tax expense | 342 | 290 |

The tax rate used for reconciliation above is the corporate tax rate of 28.05% is the average rate of tax with regard to income from business (29.12%) and income from capital gains (23.296%) of the Group payable by corporate entities in India on taxable profits under Indian tax law.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

34 Employee Benefits

I. The employee benefit schemes are as under:

(a) Defined contribution plan

The Group recognised ₹ 80 lakhs (31 March 2021: ₹ 72 lakhs) for superannuation contribution and other retirement benefit contributions in the consolidated statement of profit and loss.

The Group also makes contribution towards social security and insurance in the case of a foreign national employee who is employed at Hertogenbosch (Netherlands). The Group had recognised ₹ 14 lakhs (31 March 2021: ₹ 15 lakhs) for social security and insurance contributions in the consolidated statement of profit and loss.

(b) Defined benefit plan

The Group has various employee benefit plans covering different categories of employees based on location of employment.

A. Gratuity plan of the Group

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service. In the case of executive staff, gratuity is payable at 15 days salary (last drawn salary) for the first 15 years of service and at 30 days salary (last drawn salary) for service above 15 years. An amount of ₹ 94 lakhs (31 March 2021: ₹ 101 lakhs) has been recognised and included in "Contribution to provident and other funds" in the consolidated statement of profit and loss on account of provision. The scheme is funded in case of Holding Company and unfunded in case of subsidiary companies.

B. Provident Fund plan of the Group

All employees of the Holding Company receive benefits under the provident fund which is a defined benefit plan wherein the Holding Company provides the guarantee of a specified return on contribution. The contribution is made both by the employee and the Holding Company equal to 12% of the employees' salary (with Group's contribution to the plan being 12% less contribution towards employee pension scheme). These contributions are made to the Fund administered and managed by the Holding Company's own Trust.

Employees of the subsidiary companies are covered under statutory provident fund and the total contributions made by the subsidiary companies towards statutory provident fund was ₹ 6 Lakhs (31 March 2021 - ₹ 4 Lakhs)

II. The following tables sets out the particulars of the employee benefits as required under the Ind AS 19-"Employee Benefits".

i) The amounts recognised in the balance sheet and the movements in the defined benefit obligation over the year for Gratuity are as follows:

Funded: Holding Company

| | 31 March 2022 | | | 31 March 2021 | | |
|--|-----------------------------|---------------------------|-------------|-----------------------------|---------------------------|--------------|
| | Present value of obligation | Fair value of plan assets | Net amount | Present value of obligation | Fair value of plan assets | Net amount |
| Opening balance | 1,437 | 1,459 | (22) | 1,439 | 1,265 | 174 |
| Current service cost | 91 | - | 91 | 92 | - | 92 |
| Interest cost | 81 | - | 81 | 84 | - | 84 |
| Expected returns | - | 83 | (83) | - | 79 | (79) |
| Total amount recognised in profit and loss | 172 | 83 | 89 | 176 | 79 | 97 |
| <i>Remeasurements</i> | | | | | | |
| (Gain)/loss from change in financial assumptions | (24) | - | (24) | 15 | - | 15 |
| Experience (gains)/ losses | 106 | - | 106 | (75) | - | (75) |
| Return on plan assets, greater/ less than discount rate# | - | 5 | (5) | - | 59 | (59) |
| Total amount recognised in other comprehensive income | 82 | 5 | 77 | (60) | 59 | (119) |
| Contributions | - | - | - | - | 174 | (174) |
| Benefits paid | (114) | (114) | - | (118) | (118) | - |
| Closing balance | 1,577 | 1,433 | 144 | 1,437 | 1,459 | (22) |

Includes unrealized gain on investments made.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

34 Employee Benefits (Continued)

Unfunded: Subsidiaries

| | 31 March 2022 | | | 31 March 2021 | | |
|--|-----------------------------|---------------------------|------------|-----------------------------|---------------------------|------------|
| | Present value of obligation | Fair value of plan assets | Net amount | Present value of obligation | Fair value of plan assets | Net amount |
| Opening balance | 13 | - | 13 | 13 | - | 13 |
| Current service cost | 1 | - | 1 | 1 | - | 1 |
| Interest cost | 1 | - | 1 | 1 | - | 1 |
| Total amount recognised in profit and loss | 2 | - | 2 | 2 | - | 2 |
| <i>Remeasurements</i> | | | | | | |
| (Gain)/loss from change in financial assumptions | (*) | - | (*) | * | - | * |
| Experience (gains)/ losses | 1 | - | 1 | (2) | - | (2) |
| Total amount recognised in other comprehensive income | 1 | - | 1 | (2) | - | (2) |
| Contributions | - | - | - | - | - | - |
| Benefits paid | - | - | - | - | - | - |
| Closing balance | 16 | - | 16 | 13 | - | 13 |

*Amount is below the rounding off norms adopted by the Group.

ii) The movement in the defined benefit obligation over the year for Provident fund is as follows:

| | 31 March 2022 | | | 31 March 2021 | | |
|--|-----------------------------|---------------------------|-------------|-----------------------------|---------------------------|-------------|
| | Present value of obligation | Fair value of plan assets | Net amount | Present value of obligation | Fair value of plan assets | Net amount |
| Opening balance | 2,338 | 2,328 | 10 | 2,072 | 2,106 | (34) |
| Current service cost | 75 | - | 75 | 67 | - | 67 |
| Interest cost | 141 | - | 141 | 127 | - | 127 |
| Expected return on plan assets | - | 140 | (140) | - | 129 | (129) |
| Total amount recognised in profit and loss | 216 | 140 | 76 | 194 | 129 | 65 |
| <i>Remeasurements recognised in other comprehensive income</i> | | | | | | |
| Actuarial (gain)/loss from change in financial assumptions | (21) | - | (21) | 79 | - | 79 |
| Actuarial loss on experience adjustments | 20 | - | 20 | 28 | - | 28 |
| Return on plan assets, greater/ (less) than discount rate # | - | 13 | (13) | - | 63 | (63) |
| Total amount recognised in other comprehensive income | (1) | 13 | (14) | 107 | 63 | 44 |
| Contributions made | 177 | 249 | (72) | 166 | 231 | (65) |
| Benefits paid | (155) | (155) | - | (201) | (201) | - |
| Closing balance | 2,575 | 2,575 | * | 2,338 | 2,328 | 10 |

Includes unrealized gain on investments made.

* Amount is below the rounding off norms adopted by the Group.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

34 Employee Benefits (continued)

iii) Actuarial assumptions:

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

| | Gratuity | | Provident Fund | | Compensated absences | |
|--------------------------------|----------------|----------------|----------------|----------------|----------------------|----------------|
| | 31 March 2022 | 31 March 2021 | 31 March 2022 | 31 March 2021 | 31 March 2022 | 31 March 2021 |
| Discount rate | 6.20% | 5.90% | 6.20% | 5.90% | 6.20% | 5.90% |
| Salary escalation rate | 8.00% | 8.00% | Not applicable | Not applicable | 8.00% | 8.00% |
| Expected return on exempt fund | Not applicable | Not applicable | 7.80% | 7.60% | Not applicable | Not applicable |
| Expected return on EPFO | Not applicable | Not applicable | 8.50% | 8.50% | Not applicable | Not applicable |
| Attrition rate | 3-12% | 3-12% | 12.00% | 12.00% | 3-12% | 3-12% |

Discount rate: The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields/ rates available on applicable bonds as on the current valuation date.

Salary escalation rate: The salary growth rate indicated above is the Group's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

Attrition rate: Attrition rate indicated above represents the Group's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.

iv) Sensitivity analysis

(a) Gratuity

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 2022 | | 31 March 2021 | |
|---|---------------|----------|---------------|----------|
| | Increase | Decrease | Increase | Decrease |
| Effect of 1% change in the assumed discount rate | (72) | 80 | (70) | 79 |
| Effect of 1% change in the assumed salary growth rate | 78 | (71) | 77 | (70) |
| Effect of 1% change in the assumed attrition rate | (8) | 8 | (8) | 9 |

(b) Provident Fund

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 2022 | | 31 March 2021 | |
|---|---------------|----------|---------------|----------|
| | Increase | Decrease | Increase | Decrease |
| Increase/ (decrease) in the interest guarantee liability due to 0.5% change in expected return on exempt fund | (40) | 50 | (57) | 65 |

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

v) Maturity profile of defined benefit obligation

Expected cash flows

| Particulars | Gratuity | |
|--------------|---------------|---------------|
| | 31 March 2022 | 31 March 2021 |
| Year 1 | 399 | 322 |
| Year 2 | 174 | 210 |
| Year 3 | 175 | 158 |
| Year 4 | 178 | 153 |
| Year 5 | 195 | 156 |
| Year 6 to 10 | 902 | 793 |

As at 31 March 2022, the weighted average duration of the defined benefit obligation was 5 years.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

34 Employee Benefits (continued)

vi) Details of plan assets

| Type of assets | Gratuity | | Provident fund | |
|---|----------------|----------------|----------------|----------------|
| | 31 March 2022 | 31 March 2021 | 31 March 2022 | 31 March 2021 |
| Government of India Securities (Central and State) | 45.27% | 49.07% | 52.22% | 50.37% |
| High quality corporate bonds (including Public Sector bonds) | 34.75% | 33.76% | 30.79% | 35.58% |
| Cash (including Special Deposits) | 5.12% | 12.08% | 10.63% | 10.04% |
| Equity shares of listed companies | 14.86% | 5.09% | 6.36% | 4.01% |
| Total | 100.00% | 100.00% | 100.00% | 100.00% |

35 Financial instruments - fair values and risk management

A Accounting classifications and fair values*

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

31 March 2022

| Particulars | Carrying value | | | Fair value | | | |
|---|----------------|--|--------------|------------|------------|---------|------------|
| | Amortised cost | Financial assets/ liabilities at FVTPI | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial assets measured at fair value | | | | | | | |
| Investments in equity instruments - other than investments in subsidiaries | - | 3 | 3 | - | 3 | - | 3 |
| Investments in mutual funds | - | 239 | 239 | - | 239 | - | 239 |
| | - | 242 | 242 | - | 242 | - | 242 |
| Financial assets not measured at fair value | | | | | | | |
| Trade receivables | 2,749 | - | 2,749 | - | - | - | - |
| Cash and cash equivalents | 795 | - | 795 | - | - | - | - |
| Bank balances other than cash and cash equivalents | 60 | - | 60 | - | - | - | - |
| Other financial assets | 1,538 | - | 1,538 | - | - | - | - |
| | 5,142 | - | 5,142 | - | - | - | - |
| Financial liabilities measured at fair value | | | | | | | |
| Fair value change in outstanding forward exchange contracts | - | 12 | 12 | - | 12 | - | 12 |
| | - | 12 | 12 | - | 12 | - | 12 |
| Financial liabilities not measured at fair value | | | | | | | |
| Borrowings | 2,085 | - | 2,085 | - | - | - | - |
| Trade payables | 1,451 | - | 1,451 | - | - | - | - |
| Other financial liabilities | 1,454 | - | 1,454 | - | - | - | - |
| | 4,990 | - | 4,990 | - | - | - | - |

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

35 Financial instruments (Continued)

A Accounting classifications and fair values* (Continued)

31 March 2021

| Particulars | Carrying value | | | Fair value | | | |
|---|----------------|--|--------------|------------|------------|---------|------------|
| | Amortised cost | Financial assets/ liabilities at FVTPL | Total | Level 1 | Level 2 | Level 3 | Total |
| Financial assets measured at fair value | | | | | | | |
| Investments in equity instruments | - | 3 | 3 | - | 3 | - | 3 |
| Investments in mutual funds | - | 144 | 144 | - | 144 | - | 144 |
| Fair value change in outstanding forward exchange contracts | - | 71 | 71 | - | 71 | - | 71 |
| | - | 218 | 218 | - | 218 | - | 218 |
| Financial assets not measured at fair value | | | | | | | |
| Trade receivables | 3,940 | - | 3,940 | - | - | - | - |
| Cash and cash equivalents | 564 | - | 564 | - | - | - | - |
| Bank balances other than cash and cash equivalents | 56 | - | 56 | - | - | - | - |
| Other financial assets | 1,525 | - | 1,525 | - | - | - | - |
| | 6,085 | - | 6,085 | - | - | - | - |
| Financial liabilities not measured at fair value | | | | | | | |
| Borrowings | 3,237 | - | 3,237 | - | - | - | - |
| Trade payables | 1,493 | - | 1,493 | - | - | - | - |
| Other financial liabilities | 1,215 | - | 1,215 | - | - | - | - |
| | 5,945 | - | 5,945 | - | - | - | - |

* The fair value of investments in mutual funds, investment in other securities, trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, other financial assets, borrowings, trade payables and other financial liabilities approximate their carrying amount largely due to short-term nature of these instruments.

B Measurement of fair values

i. Valuation technique and significant unobservable inputs

Investment in equity instruments: The fair value is determined based on the net assets in these entities as these are unlisted entities and carrying value is not material.

Investment in mutual funds: The fair value is determined based on the net asset value (NAV) notified by the respective fund manager.

Fair value change in outstanding forward exchange contracts: The fair value is determined using forward exchange rates at the reporting date

ii. Transfer between Level 1 and 2

There have been no transfers from Level 2 to Level 1 or vice-versa in 2021-22 and no transfers in either direction in 2020-21.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

35 Financial instruments (continued)

C Capital management

The key objective of the Group's capital management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor and customer confidence and to ensure future developments of the business. The Group is focused on maintaining a strong equity base to ensure independence, security as well as financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Group.

The Group's debt to equity ratio at the reporting date are as follows:

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|-----------------------------------|------------------------|------------------------|
| Total liabilities | 8,587 | 9,146 |
| Less: cash and cash equivalents | (795) | (564) |
| Net debt (A) | 7,792 | 8,582 |
| Total equity (B) | 15,388 | 14,181 |
| Debt to equity ratio (A/B) | 0.51 | 0.61 |

There are no changes in the Group's approach to capital management during the year. The Group is not subject to externally imposed capital requirements.

D Financial risk management

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

- (i) Credit risk;
- (ii) Liquidity risk; and
- (iii) Market risk

Risk management framework

The Group's risk management policies are established to identify and analyse the risks faced by the Group, 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 Group's activities. The Group, 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 Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. 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.

(i) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in liquid mutual funds.

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

Trade receivables (including contractually reimbursable expense)

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

35 Financial instruments (continued)

D Financial risk management (continued)

Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers based on which the Group agrees on the credit terms with customers in the normal course of business. On account of adoption of Ind AS 109, the Group uses expected credit loss model to assess the impairment loss or gain. The Group uses a provision matrix to compute the expected credit loss allowance for trade receivables and unbilled revenue. The provision matrix takes into account available external and internal credit risk factors and the Group's historical experience for customers.

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

| Allowance for credit loss | As at 31 March 2022 | As at 31 March 2021 |
|----------------------------|------------------------|------------------------|
| Balance at the beginning | 635 | 488 |
| Impairment loss recognised | 42 | 240 |
| Amounts written off | (117) | (93) |
| Balance at the end | 560 | 635 |

No customer contributed more than 10% of revenue for the current year [31 March 2021 - there was only one customer group (coffee segment) who contributed for more than 10% of the revenue amounting to ₹ 3,041 Lakhs]. Group's credit risk is primarily concentrated in logistics segment.

The Company allocates each exposure to a credit risk grade based on the historic trend of trade and other receivables movement of logistics segment between the ageing buckets. The loss rates are calculated based on the simple average of the trend in receivable ageing.

| Ageing period | Average loss rate | |
|--------------------|-------------------|---------------|
| | 31 March 2022 | 31 March 2021 |
| Not due | 0.31% | 0.44% |
| Less than 6 months | 6.44% | 2.80% |
| 6 months to 1 year | 24.67% | 19.73% |
| 1 to 2 years | 69.58% | 70.51% |
| 2 to 3 years | 100% | 97.57% |
| More than 3 years | 100% | 95.55% |

For ageing of trade receivables, refer note 9

(ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach for managing liquidity is by ensuring, 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 Group's reputation.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank facilities and by ensuring adequate internally generated funds.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

35 Financial instruments (continued)

D Financial risk management (continued)

Exposure to liquidity risk

The contractual undiscounted cash flows associated with financial liabilities at reporting dates are as follows:

| Contractual cash flows | | | | | | |
|--|-----------------|--------------|--------------------|-----------|------------|-------------------|
| 31 March 2022 | Carrying amount | Total | Less than one year | 1-2 years | 2-5 years | More than 5 years |
| Financial liabilities | | | | | | |
| Non current borrowings from banks (including current maturities) | 310 | 310 | 53 | 57 | 152 | 48 |
| Current borrowings from banks | 1,775 | 1,775 | 1,775 | - | - | - |
| Lease liabilities | 282 | 282 | 34 | 25 | 73 | 150 |
| Trade payables | 1,451 | 1,451 | 1,451 | - | - | - |
| Other financial liabilities | 1,454 | 1,454 | 1,454 | - | - | - |
| | 5,272 | 5,272 | 4,767 | 82 | 225 | 198 |

| Contractual cash flows | | | | | | |
|--|-----------------|--------------|--------------------|-----------|------------|-------------------|
| 31 March 2021 | Carrying amount | Total | Less than one year | 1-2 years | 2-5 years | More than 5 years |
| Financial liabilities | | | | | | |
| Non current borrowings from banks (including current maturities) | 590 | 590 | 290 | 51 | 180 | 69 |
| Current borrowings from banks | 2,647 | 2,647 | 2,647 | - | - | - |
| Lease liabilities | 133 | 133 | 11 | 11 | 35 | 76 |
| Trade payables | 1,493 | 1,493 | 1,493 | - | - | - |
| Other financial liabilities | 1,215 | 1,215 | 1,215 | - | - | - |
| | 6,078 | 6,078 | 5,656 | 62 | 215 | 145 |

The gross (inflows)/ outflows disclosed in the above table represent the contractual undiscounted cash flows relating to financial liabilities.

(iii) Market risk

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

(a) Foreign currency risk

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which transactions are denominated and the functional currency of the Group. The functional currency of Group is INR. The currencies in which these transactions are primarily denominated is USD, GBP, EURO, SGD, AED, SEK, AUD and CAD

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

35 Financial instruments (continued)

D Financial risk management (continued)

The summary quantitative data about the Company's exposure to currency risk at the end of reporting period expressed in INR are as follows:

As at 31 March 2022

| Particulars | USD | GBP | EURO | SGD | AED | SEK | AUD | CAD |
|--|------------|-----------|-----------|----------|----------|----------|----------|----------|
| Financial assets | | | | | | | | |
| Trade receivables | 911 | 15 | 9 | - | - | - | - | - |
| Cash and cash equivalents | | | | | | | | |
| Balance in EEFC account | 5 | - | - | - | - | - | - | - |
| Balance in foreign bank account | - | - | 12 | - | - | - | - | - |
| Net exposure to foreign currency risk (assets) | 916 | 15 | 21 | - | - | - | - | - |
| Financial liabilities | | | | | | | | |
| Trade payables | 67 | 3 | 8 | - | - | - | - | - |
| Due to other creditors and accruals | - | - | 1 | - | - | - | - | - |
| Net exposure to foreign currency risk (liabilities) | 67 | 3 | 9 | - | - | - | - | - |

As at 31 March 2021

| Particulars | USD | GBP | EURO | SGD | AED | SEK | AUD | CAD |
|--|--------------|-----------|-----------|----------|----------|----------|----------|----------|
| Financial assets | | | | | | | | |
| Trade receivables | 1,790 | 14 | 20 | 2 | - | - | 3 | - |
| Cash and cash equivalents | | | | | | | | |
| Balance in EEFC account | * | - | - | - | - | - | - | - |
| Balance in foreign bank account | - | - | 27 | - | - | - | - | - |
| Net exposure to foreign currency risk (assets) | 1,790 | 14 | 47 | 2 | - | - | 3 | - |
| Financial liabilities | | | | | | | | |
| Trade payables | 29 | 3 | 14 | - | 3 | 1 | - | * |
| Due to other creditors and accruals | 40 | - | - | - | - | - | - | - |
| Net exposure to foreign currency risk (liabilities) | 69 | 3 | 14 | - | 3 | 1 | - | * |

*Amount is below the rounding off norms adopted by the Group.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

35 Financial instruments (continued)

D Financial risk management (continued)

Sensitivity analysis

The sensitivity of profit or loss to changes in exchange rates arises mainly from foreign currency denominated financial instruments.

| Particulars | Impact on profit or (loss) | | Impact on equity, net of tax | |
|---------------------------|----------------------------|------------------------|------------------------------|------------------------|
| | As at 31 March 2022 | As at 31 March 2021 | As at 31 March 2022 | As at 31 March 2021 |
| USD sensitivity | | | | |
| INR/USD - increase by 1% | 8.49 | 17.21 | 6.02 | 12.42 |
| INR/USD - decrease by 1% | (8.49) | (17.21) | (6.02) | (12.42) |
| GBP sensitivity | | | | |
| INR/GBP - increase by 1% | 0.12 | 0.11 | 0.09 | 0.08 |
| INR/GBP - decrease by 1% | (0.12) | (0.11) | (0.09) | (0.08) |
| EURO sensitivity | | | | |
| INR/EURO - increase by 1% | 0.12 | 0.33 | 0.09 | 0.24 |
| INR/EURO - decrease by 1% | (0.12) | (0.33) | (0.09) | (0.24) |
| SGD sensitivity | | | | |
| INR/SGD - increase by 1% | - | 0.02 | - | 0.01 |
| INR/SGD - decrease by 1% | - | (0.02) | - | (0.01) |
| AED sensitivity | | | | |
| INR/AED - increase by 1% | - | (0.03) | - | (0.02) |
| INR/AED - decrease by 1% | - | 0.03 | - | 0.02 |
| SEK sensitivity | | | | |
| INR/SEK - increase by 1% | - | (0.01) | - | (0.01) |
| INR/SEK - decrease by 1% | - | 0.01 | - | 0.01 |
| AUD sensitivity | | | | |
| INR/AUD - increase by 1% | - | 0.03 | - | 0.02 |
| INR/AUD - decrease by 1% | - | (0.03) | - | (0.02) |
| CAD sensitivity | | | | |
| INR/CAD - increase by 1% | - | (*) | - | (*) |
| INR/CAD - decrease by 1% | - | * | - | * |

*Amount is below the rounding off norms adopted by the Group.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

35 Financial instruments (continued)

D Financial risk management (continued)

(a) Foreign currency risk (continued)

I. Assets

| Particulars | Foreign currency | As at 31 March 2022 | | | As at 31 March 2021 | | |
|-----------------------------|------------------|---------------------|---------------------------------------|---------------|---------------------|---------------------------------------|---------------|
| | | Exchange rate | Amount in foreign currency (in lakhs) | Amount in INR | Exchange rate | Amount in foreign currency (in lakhs) | Amount in INR |
| Hedged by forward contracts | USD | 76.52 | 3 | 252 | 73.04 | 20 | 1,483 |
| | EURO | - | - | - | 85.27 | * | 20 |
| Unhedged | USD | 75.30 | 9 | 659 | 73.04 | 4 | 307 |
| | GBP | 98.36 | * | 15 | 99.89 | * | 14 |
| | EURO | 83.79 | * | 9 | - | - | - |
| | SGD | - | - | - | 53.92 | * | 2 |
| | AUD | - | - | - | 55.24 | * | 3 |

Note: The Group have entered into forward contracts to hedge its cash flows from receivables in foreign currencies amounting to ₹ 4,207 Lakhs (USD 55 Lakhs) [previous year ₹ 2,610 Lakhs (USD 35 Lakhs) and ₹ 18 Lakhs (EURO 0.21 Lakhs)].

II. Liabilities

| Particulars | Foreign currency | As at 31 March 2022 | | | As at 31 March 2021 | | |
|-------------|------------------|---------------------|---------------------------------------|---------------|---------------------|---------------------------------------|---------------|
| | | Exchange rate | Amount in foreign currency (in lakhs) | Amount in INR | Exchange rate | Amount in foreign currency (in lakhs) | Amount in INR |
| Unhedged | USD | 76.11 | 1 | 67 | 73.86 | 1 | 69 |
| | GBP | 100.17 | * | 2 | 101.76 | * | 3 |
| | Euro | 85.11 | * | 9 | 86.63 | * | 14 |
| | AED | - | - | - | 20.23 | * | 3 |
| | SEK | - | - | - | 8.49 | * | 1 |
| | CAD | 100.17 | * | 1 | 58.71 | * | * |

*Amount is below the rounding off norms adopted by the Group.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

35 Financial instruments (continued)

D Financial risk management (continued)

(b) Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with a fixed/ floating interest rate and bank deposits.

Exposure to interest rate risk

Group's interest rate risk arises from borrowings and fixed deposits. Borrowings issued at fixed/ floating rates exposes to fair value interest rate risk. The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows:

| | Nominal amount | |
|---|----------------|---------------|
| | 31 March 2022 | 31 March 2021 |
| Fixed-rate instruments | | |
| Financial assets - fixed deposits | 87 | 157 |
| Financial liabilities - borrowings (including current maturities of long-term loans) | 262 | 590 |
| | 349 | 747 |
| Variable-rate instruments | | |
| Financial liabilities - borrowings | 1,775 | 2,647 |
| | 1,775 | 2,647 |
| | | |

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 1% in interest rates at the reporting date would have increased/ (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, remain constant.

| INR | Profit/(Loss) for the year | | Equity, net of tax | |
|------------------------------------|----------------------------|----------------|--------------------|----------------|
| | 1% increase | 1% decrease | 1% increase | 1% decrease |
| 31 March 2022 | | | | |
| Variable-rate instruments | (17.75) | 17.75 | (12.58) | 12.58 |
| Cash flow sensitivity (net) | (17.75) | 17.75 | (12.58) | 12.58 |
| 31 March 2021 | | | | |
| Variable-rate instruments | (26.47) | 26.47 | (19.11) | 19.11 |
| Cash flow sensitivity (net) | (26.47) | 26.47 | (19.11) | 19.11 |

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

36 Disclosure of ratios

(a) Current ratio

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|------------------------------------|------------------------|------------------------|
| Total current assets | 14,632 | 14,113 |
| Total current liabilities | 7,591 | 8,396 |
| Current ratio | 1.93 | 1.68 |
| % change from previous year | 15% | 11% |

(b) Debt to equity ratio

| Particulars | As at 31 March 2022 | As at 31 March 2021 |
|------------------------------------|------------------------|------------------------|
| Total liabilities | 8,587 | 9,146 |
| Less: Cash and cash equivalents | (795) | (564) |
| <i>Net debt</i> | 7,792 | 8,582 |
| <i>Total equity</i> | 15,388 | 14,181 |
| Debt to equity ratio | 0.51 | 0.61 |
| % change from previous year | (16%) | (15%) |

(c) Debt service coverage ratio

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-----------------------------|-----------------------------|
| Profit after tax | 1,527 | 643 |
| Depreciation expense | 382 | 325 |
| Finance costs | 277 | 391 |
| Net impairment losses on financial and contract assets | 42 | 240 |
| <i>Earnings available for service of debt</i> | 2,228 | 1,599 |
| Interest expense on borrowings | 185 | 291 |
| Other borrowings costs | 24 | 53 |
| Long term secured loans repaid (net) | 291 | 66 |
| <i>Total interest and principal repayments</i> | 500 | 410 |
| Debt service coverage ratio | 4.46 | 3.90 |
| % change from previous year | 14% | 225% |

Reason for change more than 25%:

The variation in current and previous year is on account of higher profits earned along with reduction in interest payments on account of repayment of term loans and lower utilisation of working capital loans.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

38 Disclosure of ratios (continued)

(d) Return on equity ratio

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|------------------------------------|-----------------------------|-----------------------------|
| Profit after tax | 1,527 | 643 |
| Opening balance of equity | 14,181 | 13,483 |
| Closing balance of equity | 15,388 | 14,181 |
| | 14,785 | 13,832 |
| Return on equity ratio | 10.33% | 4.65% |
| % change from previous year | 122% | 1600% |

Reason for change more than 25%:

The variation in current year is mainly on account of higher profits earned during the current year on account of better business. Further, the Group has recognised an exceptional income in the form of gain on sale of land during the current year. Also, impairment loss on financial and contract assets have reduced during the current year.

The variance in previous year is mainly on account of lower profits for the year ended 31 March 2020 on account of outbreak of Covid-19.

(e) Inventory turnover ratio

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-----------------------------|-----------------------------|
| Cost of materials consumed | 7,386 | 6,585 |
| Purchases of stock-in-trade | 28 | 1,123 |
| Changes in inventories of finished goods and stock -in-trade | 342 | 598 |
| Consumption of stores and spare parts | 443 | 450 |
| | 8,199 | 8,756 |
| Opening balance of inventory | 6,658 | 6,885 |
| Closing balance of inventory | 8,358 | 6,658 |
| <i>Average inventory</i> | 7,508 | 6,772 |
| Inventory turnover ratio | 1.09 | 1.29 |
| % change from previous year | (16%) | 1% |

(f) Trade receivables turnover ratio

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|---|-----------------------------|-----------------------------|
| Revenue from operations | 25,962 | 25,275 |
| Net trade receivables | 2,749 | 3,940 |
| Trade receivables turnover ratio | 9.44 | 6.41 |
| % change from previous year | 47% | 6% |

Reason for change more than 25%:

The variation during current year is mainly due to higher revenue and increase in collection of trade receivables.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

38 Disclosure of ratios (continued)

(g) Trade payables turnover ratio

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|--|-----------------------------|-----------------------------|
| Purchases / expenses* (refer note below) | 20,687 | 19,254 |
| Trade payables | 1,451 | 1,493 |
| Trade payables turnover ratio | 14.26 | 12.90 |
| % change from previous year | 11% | 24% |

* Purchases / expenses does not include rates and taxes, donations and contributions, bank charges and expenditure on CSR activity.

(h) Net capital turnover ratio

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|------------------------------------|-----------------------------|-----------------------------|
| Revenue from operations | 25,962 | 25,275 |
| Total current assets | 14,632 | 14,113 |
| Total current liabilities | (7,591) | (8,396) |
| <i>Net working capital</i> | 7,041 | 5,717 |
| Net capital turnover ratio | 3.69 | 4.42 |
| % change from previous year | (17%) | (17%) |

(i) Net profit ratio

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|------------------------------------|-----------------------------|-----------------------------|
| Profit after tax | 1,527 | 643 |
| Revenue from operations | 25,962 | 25,275 |
| Net profit ratio | 5.88% | 2.54% |
| % change from previous year | 131% | 1688% |

Reason for change more than 25%:

The variation in current year is mainly on account of higher profits earned during the current year on account of better business. Further, the Group has recognised an exceptional income in the form of gain on sale of land during the current year. Also, impairment loss on financial and contract assets have reduced during the current year.

The variance in previous year is mainly on account of lower profits for the year ended 31 March 2020 on account of outbreak of Covid-19.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

38 Disclosure of ratios (continued)

(j) Return on capital employed

| Particulars | Year ended 31 March 2022 | Year ended 31 March 2021 |
|---|-----------------------------|-----------------------------|
| Profit before tax | 1,869 | 933 |
| Finance costs | 277 | 391 |
| Other income | (324) | (517) |
| <i>Earnings before interest and tax</i> | 1,822 | 807 |
| Total equity | 15,388 | 14,181 |
| Non-current borrowings | 257 | 300 |
| Current borrowings | 1,828 | 2,937 |
| <i>Capital employed</i> | 17,473 | 17,418 |
| Return on capital employed | 10.43% | 4.63% |
| % change from previous year | 125% | 401% |

Reason for change more than 25%:

The variation in current year is mainly on account of higher profits earned during the current year on account of better business. Further, the Group has recognised an exceptional income in the form of gain on sale of land during the current year. Also, impairment loss on financial and contract assets have reduced during the current year.

The variance in previous year is mainly on account of lower profits for the year ended 31 March 2020 on account of outbreak of Covid-19.

37 Biological assets other than bearer plants

Reconciliation of carrying amount

| Particulars | Amount |
|---|------------|
| Balance at 1 April 2021 | 516 |
| New plantations | 1 |
| Sales | - |
| Changes in fair value less estimated cost to sell | |
| - due to price changes | (17) |
| - due to physical changes | 36 |
| Balance at 31 March 2022 | 536 |

| Particulars | Amount |
|---|------------|
| Balance at 1 April 2020 | 485 |
| New plantations | 6 |
| Sales | - |
| Changes in fair value less estimated cost to sell | |
| - due to price changes | (110) |
| - due to physical changes | 135 |
| Balance at 31 March 2021 | 516 |

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

38 Dividends

The Board of Directors in their meeting held on 16 May 2022 have recommended a dividend of ₹ 6/- per equity share of ₹ 10/- each for the year ended 31 March 2022, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company. During the previous year, the Board of Directors in their meeting held on 17 June 2021 had recommended a dividend of ₹ 3.50/- per equity share of ₹ 10/- each for the year ended 31 March 2021 which were approved at the Annual General Meeting held on 26 August 2021.

39 Asset classified as held for sale

| | 31 March 2022 | 31 March 2021 |
|---|----------------------|----------------------|
| Land | 1,034 | 1,458 |
| Less: Provision for reduction in recoverable value* | (527) | (527) |
| Total assets classified as held for sale | 507 | 931 |

Represents land at Sasthamangalam amounting to ₹ 1,017 Lakhs (31 March 2021 - ₹ 1,017 Lakhs), land at Kalamassery amounting to nil (31 March 2021 - ₹ 424 Lakhs) and land at Punnapra amounting to ₹ 17 Lakhs (31 March 2021 - ₹ 17 Lakhs). Management is fully committed to dispose off the said land in the near future. As at 31 March 2022, the same has been stated at book value (being lower of the fair value less cost to sell).

* Represents provision made on account of defect in title of land at Sasthamangalam.

| | 31 March 2022 | 31 March 2021 |
|---|----------------------|----------------------|
| Advances received towards sale of land | 1,100 | 985 |
| Total advances received towards sale of land | 1,100 | 985 |

Represents advance received with regard to land at Sasthamangalam amounting to ₹ 600 Lakhs (31 March 2021 - ₹ 600 Lakhs), land at Kalamassery amounting to nil (31 March 2021 - ₹ 50 Lakhs) and land at Punnapra amounting to ₹ 500 Lakhs (31 March 2021 - ₹ 335 Lakhs).

40 Consequent to amendments made in Schedule III of Companies Act, 2013, being made effective from 1 April 2021, previous year numbers pertaining to current maturities of long term debt of ₹ 290 lakhs have been reclassified from 'Other financial liabilities (current)' to 'Borrowings (current)'.
Further, dues to other creditors and accruals amounting to ₹ 288 lakhs have been reclassified from 'Other financial liabilities (current)' to Trade payables - dues of other than micro enterprises and small enterprises'.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)
(All amounts in Indian rupees lakhs)

41 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

| Name of the entity | As at/ Year ended 31 March 2022 | | | | | | | |
|---|--|---------------|---------------------------------------|--------------|-------------------------------------|-------------|------------------------------------|--------------|
| | Net assets, i.e., total assets minus total liabilities | | Share of profit or (loss) | | Share of other comprehensive income | | Total | |
| | As % of consolidated net assets | Amount | As % of consolidated profit or (loss) | Amount | As % of other comprehensive income | Amount | As % of total comprehensive income | Amount |
| Parent | 98.34% | 15,132 | 102.62% | 1,568 | 97.83% | (45) | 102.77% | 1,523 |
| Aspinwall and Company Limited | | | | | | | | |
| Subsidiaries | | | | | | | | |
| Indian | | | | | | | | |
| 1 Aspinwall Geotech Limited | 0.63% | (97) | 0.52% | 8 | - | - | 0.54% | 8 |
| 2 Aspinwall Technologies Limited | - | - | (0.20%) | (3) | - | - | (0.20%) | (3) |
| 3 Malabar Coast Marine Services Private Limited | 3.50% | 538 | 2.49% | 38 | * | (*) | 2.56% | 38 |
| 4 SFS Pharma Logistics Private Limited | 0.55% | 85 | 4.84% | 74 | 2.17% | (1) | 4.93% | 73 |
| 5. Aspinwall Healthcare Private Limited | (0.68%) | (105) | (6.35%) | (97) | * | (*) | (6.55%) | (97) |
| Adjustments arising out of elimination | (1.08%) | (165) | (3.92%) | (60) | - | - | (4.05%) | (60) |
| | 100.00% | 15,388 | 100.00% | 1,528 | 100.00% | (46) | 100.00% | 1,482 |

| Name of the entity | As at/ Year ended 31 March 2021 | | | | | | | |
|---|--|---------------|---------------------------------------|------------|-------------------------------------|-----------|------------------------------------|------------|
| | Net assets, i.e., total assets minus total liabilities | | Share of profit or (loss) | | Share of other comprehensive income | | Total | |
| | As % of consolidated net assets | Amount | As % of consolidated profit or (loss) | Amount | As % of other comprehensive income | Amount | As % of total comprehensive income | Amount |
| Parent | 97.91% | 13,885 | 100.47% | 646 | 98.18% | 54 | 100.29% | 700 |
| Aspinwall and Company Limited | | | | | | | | |
| Subsidiaries | | | | | | | | |
| Indian | | | | | | | | |
| 1 Aspinwall Geotech Limited | (0.74%) | (105) | (0.78%) | (5) | - | - | (0.72%) | (5) |
| 2 Aspinwall Technologies Limited | 0.27% | 38 | (0.16%) | (1) | - | - | (0.14%) | (1) |
| 3 Malabar Coast Marine Services Private Limited | 3.81% | 540 | 7.31% | 47 | 1.82% | 1 | 6.87% | 48 |
| 4 SFS Pharma Logistics Private Limited | 0.08% | 11 | 1.71% | 11 | (*) | * | 1.58% | 11 |
| 5. Aspinwall Healthcare Private Limited | (0.26%) | (37) | (8.55%) | (55) | - | - | (7.88%) | (55) |
| Adjustments arising out of elimination | (1.07%) | (151) | - | - | - | - | - | - |
| | 100.00% | 14,181 | 100.00% | 643 | 100.00% | 55 | 100.00% | 698 |

*Amount is below the rounding off norms adopted by the Group.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March 2022 (Continued)

(All amounts in Indian rupees lakhs)

42. No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other persons or entities, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
43. No funds have been received by the Group from any persons or entities, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
44. **Impact of COVID-19**
Covid-19 outbreak was declared as a global pandemic by World Health Organisation. The Group has been in operation consistently with minimal staff in compliance with the directives issued by the Government authorities. Accordingly, as on 31 March 2022, based on facts and circumstances existing as of that date, the Group does not anticipate any material uncertainties which affects its liquidity position and also ability to continue as a going concern. However, the impact assessment of Covid-19 is a continuing process given the uncertainties associated with its nature and duration.
45. The consolidated financial statements include, results of a non-operating subsidiary Aspinwall Technologies Limited (“the subsidiary”), which has opted for voluntary liquidation, with effect from 23 July 2021 and have filed an application with National Company Law Tribunal, Kochi bench, Kerala (NCLT) in this regard. NCLT has approved the dissolution of the subsidiary vide its order dated 28 April 2022. Further, the liquidator has filed necessary form with the Registrar of Companies, informing about the said order.
46. As at 31 March 2022 and 31 March 2021, the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm’s registration number: 116231W/ W-100024

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

Baby Paul

Partner

Membership No.:218255

Place: Kochi

Date: 16 May 2022

Rama Varma

Managing Director

DIN: 00031890

Place: Kochi

Date: 16 May 2022

M Lakshminarayanan

Chairman

DIN: 05003710

T.R. Radhakrishnan

Chief Financial Officer

Neeraj R. Varma

Company Secretary

Membership No.: F11669



Coffee Division



Logistics Division



Natural Fibre Division



Plantation Division



Healthcare Division

ASPINWALL AND COMPANY LIMITED

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Hyderabad - Mangalore - Mumbai - Pollachi - Pullangode
Trivandrum - Tuticorin

Oversease Office:

Hertogenbosch (Netherlands)