

2020-21

Annual Report

TASTY DAIRY SPECIALITIES LIMITED

TASTY DAIRY SPECIALITIES LTD.
Regd. Off.: D-3, UPSIDC
Industrial Area, Jainpur
Kanpur Dehat, Pincode- 209311
Uttar Pradesh (IN)

+91 512-2551643
info@tastydairy.com
www.tastydairy.com



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Corporate Information

Board of Directors

1. Mr. Atul Mehra, Chairman & Whole Time Director
2. Mr. Mahendra Kumar Singh, Director
3. Mr. Narendra S. Sathe, Independent Director
4. Mr. Neeraj Kanodia, Independent Director
5. Mrs. Vimi Sinha, Independent Woman Director
6. Dr. Ashok Kumar Tripathi, Independent Director

Key Managerial Personnel

1. Mr. Atul Mehra, Whole Time Director
2. Nishi Sheikh, Company Secretary & Compliance Officer
3. Mr. Rakesh Kumar Yadav, Chief Financial Officer

Auditors

GUPTA AGARWAL & SULTANIA	GSK & ASSOCIATES	RAKESH MISRA & CO.
Chartered Accountants	Company Secretaries	Cost Accountants
8/128, Arya Nagar, Kanpur- 208002 Uttar Pradesh (IN) <i>*Subject to Ratification at upcoming 29th Annual General Meeting to be held on 30th Sept.,2021.</i>	14-Ratan Mahal, Civil Lines, Kanpur (UP) - 208001	122/314 Shastri Nagar, Kanpur (UP) – 208005

Listing & Migration to the Main Board details:

“Company is listed at Bombay Stock Exchange”

(Since February, 2018)

BOMBAY STOCK EXCHANGE LIMITED

Phiroze Jeejeebhoy Towers

Dalal Street,

Mumbai- 400 001

Migration of Equity Shares of Tasty Dairy Specialities Limited from BSE SME Platform to BSE Mainboard Platform

(With effect from Thursday, September 17, 2020 the equity shares of the Company have migrated from the BSE -SME Platform to BSE Mainboard of the Exchange)

Investor's Contact details:

<p>REGISTRAR AND SHARE TRANSFER AGENTS (RTA)</p> <p>BIGSHARE SERVICES PRIVATE LIMITED</p> <p>1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai -400059 Tel. : 022-62638200 ; Fax. : 022-62638299 E-mail: investor@bigshareonline.com Website: www.bigshareonline.com</p>	<p>CS NISHI</p> <p>Company Secretary & Compliance Officer</p> <p>G-6, 12/483, Ratandham Apartment, McRobertganj, Kanpur -208001 (U.P.)</p> <p>Tele fax no.: +91 512 -2551643</p> <p>Email id: cs@tastydairy.com</p> <p>Website: www.tastydairy.com</p>
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Regd. Office: D-3, UPSIDC, Industrial Area Jainpur Kanpur
Dehat -209 311 (U.P.) India

Admin Office: G-6, 12/483, Ratandham Apartment,
McRobertganj, Kanpur -208001 (U.P.)

Tele fax no.: +91 512 -2551643

Email: info@tastydairy.com

Website: www.tastydairy.com

Committee details:

1.) Audit Committee

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Neeraj Kanodia	Chairman & Member	Non-Executive & Independent Director
2.	Mr. Narendra Shankar Sathe	Member	Non-Executive & Independent Director
3.	Dr. Ashok Kumar Tripathi	Member	Non-Executive & Independent Director

2.) Nomination and Remuneration Committee

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Narendra Shankar Sathe	Chairman & Member	Non-Executive & Independent Director
2.	Mr. Neeraj Kanodia	Member	Non-Executive & Independent Director
3.	Mrs. Vimi Sinha	Member	Non-Executive & dependent Director

3.) Stakeholders' Relationship Committee

S. N.	Name of the Director	Status	Nature of Directorship
1.	Mr. Narendra Shankar Sathe	Chairman & Member	Non-Executive &Independent Director
2.	Mr. Neeraj Kanodia	Member	Non-Executive &Independent Director
3.	Mrs. Vimi Sinha	Member	Non-Executive &Independent Director
4.	Mr. Atul Mehra	Member	Whole Time Director
5.	Mr. Mahendra Kumar Singh	Member	Executive Director

4.) Corporate Social Responsibilities Committee

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Atul Mehra	Chairman & Member	Whole time Director
2.	Mr. Narendra Shankar Sathe	Member	Non-Executive &Independent Director
3.	Mr. Neeraj Kanodia	Member	Non-Executive &Independent Director

5.) Management Committee

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Atul Mehra	Chairman & Member	Whole time Director
2.	Mr. Mahendra Kumar Singh	Member	Executive Director
3.	Mr. Neeraj Kanodia	Member	Non-Executive &Independent Director
4.	Dr. Ashok Kumar Tripathi	Member	Non-Executive &Independent Director

INDEPENDENT AUDITOR'S REPORT

To the Members of **Tasty Dairy Specialities Limited**

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone Ind AS Financial Statements of Tasty Dairy Specialities Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2021, and the statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. hereinafter referred to as "Standalone Financial Statements".

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the basis for qualified opinion paragraph below, the aforesaid Standalone Ind AS financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31st 2021, and total comprehensive loss (comprising of loss and other comprehensive loss), its cash flows and the changes in equity for the year on that date ended.

Basis for Qualified Opinion

1. As stated in the Note no. 33 of the Statements regarding impact of COVID-19 pandemic:
 - (i) No physical verification has been carried out by the management at the end of the year or thereafter to ascertain the physical quantity and quality of inventory. Therefore, quantity and value of stock and adequacy of loss estimated and provided in respect thereof of Rs.205.10 Lacs by the management could not be verified and commented upon by us.
 - (ii) Regarding sale / disposal of stock as scrap which was not found fit for human consumption and resulted in loss of Rs.1694.94 Lacs, the assessment of such stock was done by the management in our absence, hence we are unable to comment on such impairment and resultant loss on its sale.

Our Report is modified in respect of above matters.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards 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 (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code ICAI of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone Financial Statements except as stated above.

Other Matter(s)

We draw your attention to Note No.33 to the financial statement, which describes the Management's assessment of the impact of COVID -19 pandemic and the resultant lock-down on the significant uncertainties involved in preparing the financial statements. Based on the information available on this date, Management believes that no further adjustments are required to the financial statement. However, in view of very uncertain economic environment, a definitive assessment of the impact is highly dependent upon circumstances as they evolve in future and actual results may differ from those estimated as at the date of approval of these 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matters

The key audit matters	How our audit addressed the Key Audit Matter
MAT Credit Entitlement	
<p>The company has recognized MAT credit entitlement. The recoverability of this MAT credit entitlement is dependent upon the generation of sufficient future taxable profit to utilize such entitlement within the stipulated period prescribed under the income tax act, 1961.</p> <p>We identified this as a key audit matter because significant judgment is required in forecasting future taxable profits for recognition of MAT credit entitlement.</p>	<p>We have assessed the management’s judgment relating to the forecasts of future revenue, taxable profit and evaluated the reasonableness of the considerations/assumptions underlying the preparation of these forecasts.</p> <p>Based on the above procedures performed, the recognition and measurement of MAT credit entitlement are considered adequate and reasonable.</p>
<p>Receivables and provision for their recoverability;</p> <p>As stated in note no.33 of the Statement there are increase in receivables on account of accumulation of stocks with the dealers and distributors and withholding of payments by the customers. The company has made provision of Rs. 487.63 Lacs for the expected credit loss and doubtful receivables from customers.</p> <p>We considered the recoverability of such receivables a key audit matter given the relative size of receivables in the Statement and significant judgment involved in consideration of factors such as ability of the customers to repay the dues of the company in view of impact of the Pandemic and other economic and logistic conditions.</p>	<p>Principal Audit Procedures</p> <p>We understood and tested the design and operating effectiveness of controls as established by the Company for realization of its debtors.</p> <p>We considered various factors such as past operations and conduct of account of the customers, future recoveries in the accounts and management’s assessment of expected loss based on their follow up with the customers and the confirmations obtained from them.</p> <p>Based on the above procedures performed, the management’s estimate of loss for doubtful debts and its provision in the books of accounts is considered reasonable.</p>

Other Information

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

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 identified above when it becomes available 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. When we read the Company's annual report, if we conclude that there is a material misstatement therein, we will communicate the matter to those charged with governance.

Responsibility of Management for Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the State of affairs (financial position), profit or loss (financial performance including other comprehensive income) changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material

uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, 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. With respect to the other matters to be included in the Auditor's Report in accordance with the Requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197
3. 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) Except for the effects of the matter describes in the basis for the Qualified Opinion paragraph above, In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive loss), the Statement of changes in Equity, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) Except for the effects of the matter describes in the basis for the Qualified Opinion paragraph above, In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - (e) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for qualified opinion paragraph above.
 - (f) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

(g) With respect to the adequacy of the internal financial controls with reference to financial statements of the company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.

(h) With respect to the other matters to be included in the Auditor’s Report in accordance with rule 11 of the companies (Audit and Auditors) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us.

- i. The Company does not have any pending litigations which would impact its financial position
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For ATUL GARG & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. NO. 01544C

Place: Kanpur
Date: 14.07.2021
UDIN:-21070757AAAAHS7697

(ATUL GARG)
Partner
M.NO. 070757

ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

Re. TASTY DAIRY SPECIALITIES LIMITED

1. In respect of its Fixed Assets:
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

 - (b) Major fixed assets have been physically verified by the management at reasonable intervals. In our opinion, the frequency of such verification is reasonable and to the best of our knowledge, no material discrepancies have been noticed on such verification.

 - (c) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the title deeds of the immovable properties are held in the name of the Company.

2. The inventory has been physically verified during the year by the management at reasonable interval during the year. In our opinion, the frequency of verification is reasonable except that year end physical verification of inventory is not done.

3. According to the information and explanation given to us, the company has granted loan to a company listed in register maintained under Section 189 of the Act.
 - a) In our opinion, the rate of interest and other terms and conditions on which the loan had been granted to the company listed in the Register maintained under Section 189 of the Act were not, prima facie prejudicial to the interest of the Company.

 - b) In case of the loan granted to the company listed in the Register maintained under Section 189 of the Act, the Borrower is regular in payment of interest. There is no stipulation as regards to repayment of the loan.

 - c) There are no overdue amounts in respect of loans granted to company listed in the Register maintained under Section 189 of the Act.

4. In our opinion and according to information and explanation given to us, the Company has, in respect of loans, investments, guarantees, and security, complied with the provisions of section 185 & 186 of The Companies Act, 2013 as applicable.

5. Based on our scrutiny of the company's records and according to the information and explanations provided by the management, in our opinion the company has not accepted any loans or deposits from the public within the meaning of sections 73 to 76 or any other relevant provisions of The Companies Act, 2013 and which are 'deposits' within the meaning of rule 2(b) of the Companies (Acceptance of Deposits) Rules, 2014.

6. According to the information and explanations given to us, we are of the opinion that prima facie, the cost records prescribed by the Central Government under section 148(1) of the Act have been made and maintained.
7. (a) According to the information and explanation given to us and on the basis of our examination of the records of the company, amounts deducted/accrued in the books of accounts in respect of undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, Goods and Service Tax, custom duty, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanation given to us, no undisputed demand payable in respect of provident fund, employees' state insurance, income tax, sales tax, Goods and Service Tax custom duty, cess and any other material statutory dues were in arrear as at 31 March 2021 for a period of more than six months from the date they became payable.

- (b) The disputed statutory dues that have not been deposited on account of disputed matters pending before Income Tax authorities are as under:

Sl. No.	Name of Statue	Nature of Dues	Amount (Rs.in Lacs)	Period to which the amount relates	Forum where dispute is Pending
.1	Income Tax Act 1961	Income Tax	0.10	2016-17	Deputy Commissioner of Income Tax

8. Based on our audit procedures and on information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or borrowings to any financial institution and banks. According to records of the company, the company has not issued debentures; hence the question of reporting on payment of dues to debenture holders does not arise.
9. The Company has not raised any money by public issue during the period covered by our Audit Report. In our opinion and according to the information and explanation given to us the Company has utilized the money raised by way of term loans during the year for the purpose for which they were raised.
10. According to the information and explanations given to us, neither fraud on the company by its officers or employees nor any fraud by the company has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to The Companies Act,2013.
12. In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standard.
14. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment and private placement of shares or fully or partly convertible debentures during the year. Hence, the requirement on reporting under Para 3(xiv) is not applicable.

15. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Hence, the requirement on reporting under Para 3(xv) is not applicable.
16. According to the information and explanation given to us and based on our examination of the records of the Company, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For ATUL GARG & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. No. 01544C

PLACE: KANPUR
DATED:14.07.2021

(ATUL GARG)
PARTNER
M. No. 70757

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

Re. TASTY DAIRY SPECIALITIES LIMITED

Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of **TASTY DAIRY SPECIALITIES LIMITED** ("the Company") as of 31st March, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of 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. 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal financial controls over financial reporting 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.

For ATUL GARG & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REG. No.01544C

PLACE: KANPUR
DATED: 14.07.2021

(ATUL GARG)
PARTNER
M.No.070757

TASTY DAIRY SPECIALITIES LIMITED

Balance sheet as at March 31, 2021

Particulars	Note No.	As at March 31, 2021 (Rs. In Lacs)	As at March 31, 2020 (Rs. In Lacs)	As at April 1, 2019 (Rs. In Lacs)
I. ASSETS				
Non-current assets				
(a) Property, Plant and Equipment	2	1,003.11	1,134.09	1,188.01
(b) Capital work-in-progress	2	333.70	34.00	49.57
(c) Right-of-use assets	3	205.94	174.76	199.49
(d) Deferred Tax Assets (Net)	16	522.05	53.58	130.77
(e) Financial Assets				
(i) Investments	4	0.51	100.30	100.31
(ii) Loans		-	-	-
(iii) Other Financial Assets		-	-	-
(f) Non-Current Tax Assets (Net)	5	120.45	35.95	-
(g) Other non-current assets	6	368.27	357.04	458.56
Total non current assets		2,554.03	1,889.72	2,126.71
Current Assets				
(a) Inventories	7	6,045.30	6,599.61	6,435.98
(b) Financial Assets				
(i) Trade receivables	8	3,399.78	5,287.00	1,980.62
(ii) Cash and cash equivalents	9	72.93	69.65	53.53
(iii) Bank Balances other than (ii) above	10	106.86	133.52	52.39
(iv) Loans		-	-	-
(iv) Other Financial Assets	11	3.42	4.45	3.31
(c) Other current assets	12	674.90	506.14	1,251.49
Total current assets		10,303.19	12,600.37	9,777.32
TOTAL ASSETS		12,857.22	14,490.09	11,904.03
II. EQUITY AND LIABILITIES				
(1) Equity				
(a) Equity Share Capital	13	2,043.00	2,043.00	2,043.00
(b) Other Equity	14	3,819.12	5,201.81	4,785.84
Total Equity		5,862.12	7,244.81	6,828.84
Liabilities				
(2) Non current liabilities				
(a) Financial liabilities				
(i) Borrowings	15(i)	464.36	100.45	241.76
(ii) Lease liabilities		149.68	174.73	186.40
(iii) Other financial liabilities		-	-	-
(b) Provisions	21(i)	12.64	10.65	13.90
(c) Other non-current liabilities	17	-	175.00	175.00
Total non current liabilities		626.68	460.83	617.06
(3) Current liabilities				
(a) Financial liabilities				
(i) Borrowings	15(ii)	5,400.48	4,470.09	3,714.13
(ii) Trade payables	18			-
(A) total outstanding due of micro enterprises and small enterprises; and		4.63	8.54	5.99
(B) total outstanding due of creditors other than micro enterprises and small enterprises		547.77	1,790.80	163.58
(iii) Lease liabilities		20.19	11.67	13.09
(iv) Other financial liabilities	19	281.13	263.70	340.17
(b) Other current liabilities	20	102.74	228.18	183.37
(c) Provisions	21(ii)	11.48	11.47	13.04
(d) Current Tax Liabilities (Net)	5	-	-	24.76
Total Current liabilities		6,368.42	6,784.45	4,458.13
Total liabilities		6,995.10	7,245.28	5,075.19
TOTAL EQUITY AND LIABILITIES		12,857.22	14,490.09	11,904.03
Significant Accounting Policies				
Other disclosers	33-43			

The accompanying notes form an integral part of the financial statements

As per our attached report of even date

FOR ATUL GARG & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FIRM REGISTRATION NO.01544C

FOR AND ON BEHALF OF THE BOARD

(ATUL GARG)
 PARTNER
 M.NO. 070757

(ATUL MEHRA)
 CHAIRMAN &
 WHOLE TIME DIRECTOR
 DIN: 00811607

(MAHENDRA KUMAR SINGH)
 DIRECTOR
 DIN: 02727150

Kanpur
 14th July, 2021

(RAKESH KUMAR YADAV)
 CHIEF FINANCE OFFICER

(NISHI)
 COMPANY SECRETARY
 M.NO.50043

TASTY DAIRY SPECIALITIES LIMITED

Statement of profit and loss for the year ended March 31, 2021

Particulars	Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
		(Rs. In Lacs))	(Rs. In Lacs))
I. Revenue from Operations	22	32,800.93	40,315.91
II. Other income	23	197.29	72.90
III. Total Income		32,998.22	40,388.81
IV. Expenses			
Cost of materials consumed	24	31,879.92	38,534.48
Purchase of stock-in-trade		-	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	670.55	(846.44)
Employee Benefits Expenses	26	327.69	318.00
Finance costs	27	508.96	477.94
Depreciation and Amortization Expenses	28	183.48	189.96
Other Expenses	29	1,279.15	1,060.50
Total Expenses (IV)		34,849.75	39,734.44
V. Profit/ (Loss) before Exceptional items and Tax		(1,851.53)	654.37
Exceptional Items	30	-	(68.00)
VI. Profit/(Loss) before Tax		(1,851.53)	586.37
VII. Tax expense:	31		
1. Current Tax		-	99.38
2. Deferred Tax		(481.41)	(5.01)
3. Mat credit utilisation		-	80.25
4. Tax adjustments relating to earlier years		12.89	0.84
VIII. Profit/(Loss) for the Year		(1,383.01)	410.91
IX. Other comprehensive income			
(I) (a) Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		0.17	7.01
Equity Instruments through Other Comprehensive Income		0.20	(0.00)
(b) Income tax related to items that will not be reclassified to profit or loss		(0.05)	(1.95)
(II) (a) Items that will be reclassified to profit or loss		-	-
(b) Income tax related to items that will be reclassified to profit or loss		-	-
		0.32	5.06
X. Total comprehensive income for the period		(1,382.69)	415.97
XI. Earnings per equity share	32		
1. Basic (Per Share)		(6.77)	2.01
2. Diluted (Per Share)		(6.77)	2.01
Significant Accounting Policies	1		

Other disclosers 33-43

The accompanying notes form an integral part of the financial statements

As per our attached report of even date

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CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO.01544C

(ATUL GARG)
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M.NO. 070757

Kanpur
14th July, 2021

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(MAHENDRA KUMAR SINGH)
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(RAKESH KUMAR YADAV)
CHIEF FINANCE OFFICER

(NISHI)
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M.NO.50043

TASTY DAIRY SPECIALITIES LIMITED
Statement of Changes in Equity for the year ended March 31, 2021

A. Equity Share Capital

Particulars	Equity Share Capital (Rs. In Lacs)
Balance as on April 1, 2019	2,043.00
Additions during the year	-
Balance as on March 31, 2020	2,043.00
Additions during the year	-
Balance as on March 31, 2021	2,043.00

B. Other Equity

(Rs. In Lacs)

Particulars	Securities Premium	General reserve	Retained Earnings	Other Comprehensive Income	Total equity
As at April 01, 2019	1,744.40	748.17	2,293.27	-	4,785.84
Other comprehensive income	-	-	410.91	-	410.91
Total comprehensive income for the year	-	-	410.91	5.06	5.06
Transfer to General Reserve	-	175.00	(175.00)	-	-
As at March 31, 2020	1,744.40	923.17	2,529.18	5.06	5,201.81
Profit/(loss) for the year	-	-	(1,383.01)	-	(1,383.01)
Other comprehensive income	-	-	-	0.32	0.32
Total comprehensive income for the year	-	-	(1,383.01)	0.32	(1,382.69)
As at March 31, 2021	1,744.40	923.17	1,146.17	5.38	3,819.12

Refer Note 14 for nature and purpose of reserves

Accompanying notes form an integral part of the financial statements.

As per our attached report of even date

FOR ATUL GARG & ASSOCIATES
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 FIRM REGISTRATION NO.01544C

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TASTY DAIRY SPECIALITIES LIMITED
Standalone Statement of Cash Flow

(Rs. In Lacs)

PARTICULARS	AMOUNT	AMOUNT	AMOUNT	AMOUNT
	31.03.2021	31.03.2021	31.03.2020	31.03.2020
A. Cash Flow from Operating Activities				
Net Profit before tax and extraordinary items		(1,851.53)		586.37
<u>Adjustment for :</u>				
Depreciation	183.48		189.96	
Finance Costs	514.87		477.94	
Provisions	2.01		(4.82)	
Interest income	(18.01)		(16.51)	
(Profit)/Loss on Sale of Fixed Assets	(169.54)	512.80	(0.70)	645.86
Operating Profit before Working Capital Changes		(1,338.73)		1,232.23
Adjustments for movement in working capital:				
(Increase)/decrease in inventories	554.31		(163.62)	
(Increase)/decrease in trade receivables	1,887.22		(3,306.39)	
(Increase)/decrease in non current and other current financial Assets	1.03		(1.14)	
(Increase)/decrease in non current and other current assets	(179.99)		846.87	
Increase/(decrease) in trade payables	(1,246.94)		1,629.77	
Increase/(decrease) in other financial current liabilities	17.42		(76.46)	
Increase/(decrease) in other current liabilities	(300.44)		44.81	
Increase/(decrease) in provisions	0.37		7.01	
Cash generated from (used in) operations		732.99		(1,019.15)
Cash Generated from Operations		(605.74)		213.08
Direct Taxes (Paid)/ Refund		(84.50)		(160.93)
Net Cash (Used in) / Generated from Operations		(690.24)		52.15
B. Cash Flow From Investing Activities				
Purchase of Property, plant & equipment & ROU	(406.86)		(110.53)	
Sale of Property , Plant & Equipment	186.92		15.50	
Purchase/ maturity of fixed deposit (Net)	26.65		(81.13)	
Sale of investments	100.00		-	
Interest income	18.01		16.51	
Net Cash (Used in)/Generated from Investing Activities		(75.28)		(159.65)
C. Cash Flow from Financing Activities				
Proceeds from Long Term Borrowings (Net of Repayments)	363.91		(141.31)	
Proceeds from Short Term Borrowings (Net of Repayments)	930.39		755.96	
Finance Costs	(508.96)		(477.94)	
Payment of long term lease liabilities	(16.53)		(13.09)	
Cash (Used in)/Generated from Financing Activities		768.80		123.62
Cash & Cash Equivalents at the beginning of the year/period		-		
Net Increase/ (Decrease) in Cash and Cash Equivalents		3.28		16.12
Cash & Cash Equivalents at the beginning of the year/period		69.65		53.53
Cash & Cash Equivalents at the end of the year/period		72.93		69.65

As per our attached report of even date

FOR ATUL GARG & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FIRM REGISTRATION NO.0001544C

FOR AND ON BEHALF OF THE BOARD

(ATUL GARG)
 PARTNER
 M.NO. 070757

(ATUL MEHRA)
 CHAIRMAN & WHOLE TIME DIRECTOR
 DIN: 00811607

(MAHENDRA KUMAR SINGH)
 DIRECTOR
 DIN: 02727150

Kanpur
 14th July, 2021

(RAKESH KUMAR YADAV)
 CHIEF FINANCIAL OFFICER

(NISHI)
 COMPANY SECRETARY
 M.NO.50043

TASTY DAIRY SPECIALTIES LIMITED**Notes forming part of the Financial Statements for the year ended 31st March 2021****Corporate Information**

Tasty Dairy Specialties Limited (“TDSL” or “the Company”) was founded in 1992. The Company is listed on the Bombay Stock Exchange. The Company is mainly engaged in procurement and processing of Milk and Manufacture of various value added products namely Butter, Milk, Ghee and other Milk products. The principal place of business of the Company is in Kanpur Dehat, Uttar Pradesh, India.

The Registered office of the Company is located at D-3, UPSIDC INDUSTRIAL AREA, JAINPUR, KANPUR DEHAT UTTAR PRADESH.

The Financial Statements of the company for the year ended 31st March, 2021 are approved and authorized for issue by the Company’s Board of Directors on 14.07.2021.

1.1 Basis of Preparation:

The Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as “Ind-AS”) notified under Section 133 of the Companies Act, 2013 (“Act”) read with Companies (Indian Accounting Standards) Rules, 2015; and the other relevant provisions of the Act.

These financial statements for the year ended 31st March 2021 are the first financials with comparatives, prepared under Ind-AS. For all previous periods including the year ended 31st March 2020, the Company had prepared its financial statements in accordance with the Accounting Standards notified under section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounting Standards) Rules, 2014 (as amended) and other relevant provisions of the Act (hereinafter referred to as ‘Previous GAAP’) used for its statutory reporting requirement in India. Refer note 38 for an explanation of how the transition from previous GAAP to Ind-AS has affected the Financial Position, Financial Performance and Cash Flows of the Company.

The company’s presentation and functional currency is Indian rupee. All amounts in these financial statements, except earnings per share amounts have been rounded off to nearest in Lacs unless otherwise indicated.

Historical cost convention

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

- Certain financial assets and liabilities are measured at fair value.
- Defined benefit plans where plan assets measured at fair value.

Operating Cycle:

The operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. Based on the nature of activities of the Company and the normal time between acquisition of assets and their realization 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.

1.2 Use of Judgment and Estimates

The preparation of the financial statements in conformity with Ind-AS requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the accounts and reported amounts of income and expenses during the year. The management believes that the estimates used in the preparation of financial statements are prudent and reasonable. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Actual results could differ from those estimates. The most significant techniques for estimation are described in the accounting policies below. Critical accounting judgments and the key sources of estimation or uncertainty in applying the Company’s accounting policies arise in relation to property, plant and equipment, impairment of assets, current asset provisions, deferred tax, retirement benefits and provisions.

Information about significant areas of estimates and judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as below:

- Impairment of Financial Assets- Refer **note- 1.3.14**
- Valuation of Inventories- Refer **note -7**
- Measurement of Defined Benefit Obligations and actuarial assumptions-Refer **note- 21(iii)**
- Contingencies- refer **note -40**

Revisions to accounting estimates are recognized prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

Current versus non-current classification

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

All the assets and liabilities have been classified as current/non-current as per the Company's normal operating cycle and other criteria set out in Division II to Schedule III of the Companies Act, 2013.

1.3 Statement of Significant Accounting Policies

1.3.1 Property, Plant and Equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment (PPE) are stated at cost less accumulated depreciation and impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the item.

The cost of an item of PPE comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure including brokerage and start-up costs on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying assets up to the date the asset is ready for its intended use.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its PPE recognized as at 1st April 2019 measured as per the previous GAAP and use that carrying value as the deemed cost of the PPE.

When significant parts of PPE are required to be replaced at intervals, company depreciates them separately based on their specific useful lives.

An item of PPE is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The residual values, useful lives and methods of depreciation of PPE are reviewed at each financial year end and changes if any are accounted in line with revisions to accounting estimates.

Depreciation

Depreciation on PPE is provided as per Written Down Value Method as per the useful life prescribed in Schedule II of the Companies Act, 2013.

Depreciation on additions/deductions to PPE made during the year is provided on a pro-rata basis from / up to the date of such additions /deductions, as the case may be.

Leased Assets

Leasehold land is amortized over the period of lease.

Capital Work in Progress

Capital work in progress is stated at cost, net of impairment losses, if any. Cost comprises of the cost of items of PPE not yet commissioned, incidental pre-operative expenses, related borrowing costs and other direct expenditure.

1.3.2 Intangible Assets

Intangible assets are carried at cost net of accumulated amortization and accumulated impairment losses, if any.

1.3.3 Leases

I. The Company as a Lessee:

Effective from 1st April 2019, leases within the purview of Ind AS 116 are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- Fixed payments (including in-substance fixed payments) **less** lease incentives or any other amount receivable. But, it does not include the tax component on the lease payments payable by the Company.
- Variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the leases incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain the asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- Where possible, uses recent third-party financing received by individual lessee as a starting point, adjusted to reflect changes in financing conditions, since third party financing was received
- Uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for the lease, where recent third party financing is not available and
- Make adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to Profit or Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- The amount of the initial measurement of lease liability,
- Any lease payments made at or before the commencement date less any lease incentives or other amounts received,
- Any initial direct costs and
- Restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payment associated with short term leases of equipment's and all leases of low value assets are recognised on a straight-line basis as an expense in profit or loss. Short term leases are leases with a lease term of 12 months or less. The tax component on the lease payments payable by the Company is directly recognised as expense and charged to profit or loss.

1.3.4 Impairment of Non-financial Assets

Non-financial assets other than inventories and deferred tax assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. The recoverable amount is higher of the assets or Cash-Generating Units (CGU's) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

1.3.5 Inventories

Cost includes all charges in bringing the inventories to their present location and condition, including octroi and other levies, transit insurance and receiving charges and excluding rebates and discounts, if any. Net realizable value is the estimated selling price in the ordinary course of business.

Inventories other than Scrap and Import entitlements/license are valued at lower of cost and net realized value.

1.3.6 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The specific recognition criteria described below are also to be met before revenue is recognized.

Sale of Goods

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. The sales exclude Value added tax/sales tax/GST. Sales are recognized on dispatch of goods to customers and on transfer of corresponding risk to the customers. Export Sales are recognized on the issuance of Bill of Lading/Airway bill by the carrier.

Dividend income

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

Insurance Claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

Other Income

Other income is accounted for on accrual basis except where the receipt of income is uncertain in which case it is accounted for on receipt basis.

1.3.7 Employee Benefits

1.3.7.1 Short Term Employee Benefits

Short-term obligations Liabilities for wages and salaries, including nonmonetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the undiscounted amounts expected to be paid when the liabilities are settled.

1.3.7.2 Post-Employment Benefits

I. Defined Contribution Plan:

Defined Contribution Plans such as Provident Fund, Employee State Insurance and National Pension Scheme are recognized as an expense and charged to the Statement of Profit and Loss for the year

when contributions are due. Both employees and the company make contribution at a specified percentage of covered employee's salary.

Defined Benefit Plans:

a) **Gratuity:**

- (i) Cost of providing the benefit is determined on an actuarial basis at the end of the year and charged to the Statement of Profit & Loss. The cost of providing these benefits is determined by independent actuary using the projected unit credit method.
- (ii) Re-measurement, comprising actuary gains and losses and the effect of Asset ceiling, (excluding amount included in the net interest on the net defined liability and retirement plan asset) are recognized immediately in the balance sheet with a corresponding debit/credit to the Retained Earning through OCI in the period in which they occur. It is included in the retained earnings in the statement of changes in the Equity and in the Balance Sheet Actuarial gain or loss is recognized in Other Comprehensive Income for long term benefits including gratuity benefits.

b) **Other Long Term Benefits:**

No other post retirement benefits are provided to the employees.

1.3.8 Research and Development Expenditure

Expenditure on research of revenue nature is charged to Statement of Profit and Loss and that of capital nature is capitalized as fixed assets.

1.3.9 Foreign Currency Transactions

Monetary Items

Transactions in foreign currencies are initially recorded at their respective exchange rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at exchange rates prevailing on the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in Statement of Profit and Loss either as profit or loss on foreign currency transaction and translation or as borrowing costs to the extent regarded as an adjustment to borrowing costs.

Non – Monetary items

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

1.3.10 Government Grants

Government grants are recognized where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with.

When the grant relates to an expense item, it is recognized in Statement of Profit and Loss on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

Government grants relating to Property, Plant and Equipment are presented as deferred income and are credited to the Statement of Profit and Loss on a systematic and rational basis over the useful life of the asset.

1.3.11 Provisions, Contingent Liabilities and Capital Commitments

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation

and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required, or the amount of the obligation cannot be measured with sufficient reliability. Information on contingent liability is disclosed in the Notes to the Financial Statements.

Contingent assets are not recognized but disclosed when the inflow of economic benefits is probable. However, when the realization of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognized as an asset.

1.3.12 Fair Value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market which can be accessed by the Company for the asset or liability.

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

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

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

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

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

1.3.13 Financial Assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, the Company classifies financial assets as subsequently measured at amortized cost, fair value through other comprehensive income or fair value through profit and loss.

Debt instruments at amortized cost

Debt instruments such as trade and other receivables, security deposits and loans given are measured at the amortized cost if both the following conditions are met:

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

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

Debt instruments at Fair value through Other Comprehensive Income (FVOCI)

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

Debt instruments at Fair value through Profit or Loss (FVTPL)

FVTPL is a residual category for debt instruments excluding investments in subsidiary and associate companies. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

After initial measurement, any fair value changes including any interest income, foreign exchange gain and losses, impairment losses and other net gains and losses are recognized in the Statement of Profit and Loss.

Equity investments

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

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit or loss.

De-recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's Balance Sheet) when

- The rights to receive cash flows from the asset have expired, or

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

On de-recognition, any gains or losses on all debt instruments (other than debt instruments measured at FVOCI) and equity instruments (measured at FVTPL) are recognized in the Statement of Profit and Loss. Gains and losses in respect of debt instruments measured at FVOCI and that are accumulated in OCI are reclassified to profit or loss on de-recognition. Gains or losses on equity instruments measured at FVOCI that are recognized and accumulated in OCI are not reclassified to profit or loss on de-recognition.

1.3.14 Impairment of financial assets

The Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
- b) Financial assets measured at fair value through other comprehensive income.

In case of other assets (listed as a) above, the company determines if there has been a significant increase in credit risk of the financial asset since initial recognition. If the credit risk of such assets has not increased significantly, an amount equal to 12-month ECL is measured and recognized as loss allowance. However, if credit risk has increased significantly, an amount equal to lifetime ECL is measured and recognized as loss allowance.

1.3.15 Financial Liabilities

Initial recognition and measurement

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

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, and derivative financial instruments.

Subsequent measurement

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

Financial Liabilities at Fair Value through Profit or Loss (FVTPL)

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

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

Financial Liabilities at amortized cost

Financial liabilities classified and measured at amortized cost such as loans and borrowings are initially recognized at fair value, net of transaction cost incurred. After initial recognition, financial liabilities are

subsequently measured at amortized cost using the Effective interest rate (EIR) method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

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

De-recognition

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

Derivative financial instruments

The Company uses derivative financial instruments to manage the commodity price risk and exposure on account of fluctuation in interest rate and foreign exchange rates. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value with changes being recognized in Statement of Profit and Loss. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives are taken through profit and loss.

Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any differences between the proceeds (net of transaction costs) and the redemption amount is recognized in Profit or loss over the period of the borrowing using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case, the fee is deferred until the drawdown occurs.

The borrowings are removed from the Balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability that has been extinguished or transferred to another party and the consideration paid including any noncash asset transferred or liabilities assumed, is recognized in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability of at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statement for issue, not to demand payment as a consequence of the breach.

1.3.16 Borrowing Cost

Borrowing costs directly attributable to the construction or production of a qualifying asset are capitalized during the period of time that is required for the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

1.3.17 Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company, or the counterparty.

1.3.18 Taxes on Income

Current and Deferred Tax

Current tax is the amount of tax payable determined in accordance with the applicable tax rates and provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax is recognized on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilized. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net.

Current and deferred taxes relating to items directly recognized in reserves are recognized in reserves and not in the Statement of Profit and Loss.

Minimum Alternative Tax

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as deferred tax asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

1.3.19 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

1.3.20 Cash and Cash equivalents

For the purpose of presentation in statement of cash flows, cash and cash equivalents includes cash on hand, deposit held at call with financial institution, other short term, highly liquid investments with original maturities of 3 months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

1.3.21 Cash Flows

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

For the purpose of presentation in the statement of Cash Flow, cash and cash equivalent include cash on hand, deposits held at call with banks and financial institutions, other short term highly liquid investment with original maturity of 3 months or less that are readily convertible to the known amount of cash in which are subject to insignificant risk of change in value.

1.3.22 Segment Reporting

Operating segments are reported in consistent manner with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the Company.

1.3.23 Ministry of Corporate Affairs (MCA), vide its notification dated 24th March 2021, amended schedule III of the Companies Act with effect from 1st April 2021. Management is of the view that since the changes are applicable from 1st April, 2021, those are applicable for the financial year commencing from 1st April, 2021 and are applicable to the financial statements issued in respect of the accounting year commencing on or after 1st April, 2021. Therefore, related additional disclosures in terms of the aforesaid amendment are not considered in these financial statements for the year ended on 31st March, 2021, although these financial statements are issued after 1st April, 2021.

2. PROPERTY, PLANT AND EQUIPMENT

(Rs. In Lacs)

Particulars	Freehold lands	Leasehold lands*	Factory buildings	Other buildings	Plant & Equipment's	Furniture & Fixtures	Office Equipment's	Vehicles	Computers	Effluent Treatment Plant	Lab Equipment	Electrical Installation and Fittings	Total	Capital Work in Progress**
Gross block														
Gross carrying amount as at April 1, 2019	64.39	76.26	685.35	162.26	1,774.30	16.72	33.77	251.65	26.88	0.78	3.87	25.02	3,121.24	49.57
Additions during the year	-	-	-	-	18.36	0.76	2.73	104.25	-	-	-	-	126.10	-
Deletions/ deductions during the year	-	-	-	-	(31.56)	-	-	(31.56)	-	-	-	-	(31.56)	(15.57)
Gross carrying amount as at March 31 2020	64.39	76.26	685.35	162.26	1,792.66	17.48	36.50	324.34	26.88	0.78	3.87	25.02	3,215.78	34.00
Depreciation/ Amortisation														
Accumulated Depreciation/ amortisation As at April 1, 2019	-	-	382.89	22.19	1,252.91	11.50	29.87	181.21	24.92	0.66	3.63	23.44	1,933.23	-
Depreciation/ Amortisation for the year	-	-	28.83	6.82	99.87	1.42	1.78	25.70	0.52	0.02	0.02	0.24	165.22	-
Disposal/ deduction during the year	-	-	-	-	-	-	-	(16.76)	-	-	-	-	(16.76)	-
Accumulated Depreciation / amortisation as at 31 March 20	-	-	411.72	29.01	1,352.78	12.92	31.65	190.15	25.44	0.68	3.65	23.68	2,081.69	-
Net carrying amount as at March 31 2020	64.39	76.26	273.63	133.25	439.88	4.56	4.85	134.19	1.44	0.10	0.22	1.34	1,134.09	34.00
Gross block														
Gross carrying amount as at April 1, 2020	64.39	-	685.35	162.26	1,792.66	17.48	36.50	324.35	26.88	0.78	3.87	25.02	3,139.52	34.00
Additions during the year	103.90	-	-	-	0.64	-	1.47	-	1.16	-	-	-	107.17	299.70
Deletions/ deductions during the year	-	-	(4.64)	-	-	-	-	(38.49)	-	-	-	-	(43.13)	-
Gross carrying amount as at March 31 2021	168.29	-	680.71	162.26	1,793.30	17.48	37.97	285.86	28.04	0.78	3.87	25.02	3,203.57	333.70
Depreciation/ Amortisation														
Accumulated Depreciation/ amortisation As at April 1, 2020	-	-	411.72	29.01	1,352.78	12.92	31.65	190.15	25.44	0.68	3.65	23.68	2,081.69	-
Depreciation/ Amortisation for the year	-	-	26.04	6.48	82.63	1.11	1.72	40.10	0.51	0.02	0.01	0.09	158.71	-
Disposal/ deduction during the year	-	-	(3.40)	-	-	-	-	(36.56)	-	-	-	-	(39.96)	-
Accumulated Depreciation / amortisation as at 31 March 21	-	-	434.36	35.49	1,435.41	14.03	33.37	193.69	25.95	0.70	3.66	23.77	2,200.44	-
Net carrying amount as at March 31 2021	168.29	-	246.35	126.77	357.89	3.45	4.60	92.17	2.09	0.08	0.21	1.25	1,003.11	333.70

* Reclassified as Right to Use Assets

** Interest on borrowings have been capitalized by Rs. 3.52 lacs (Previous Year: Nil)

The Company has availed Loan from bank and other entities against security of the aforesaid assets.

3. RIGHT OF USE ASSETS(ROU)	Lease Hold Premises	Lease Hold Land
Gross block		
Gross carrying amount as at April 1, 2019	199.49	-
Additions during the year	-	-
Deletions/ deductions during the year		
Gross carrying amount as at March 31 2020	199.49	-
Depreciation/ Amortisation		
Accumulated Depreciation/ amortisation		
As at April 1, 2019		
Depreciation/ Amortisation for the year	24.74	-
Disposal/ deduction during the year		
Accumulated Depreciation / amortisation as at 31 March 20	24.74	-
Net carrying amount as at March 31 2020	174.75	-
Gross block		
Gross carrying amount as at April 1, 2020	199.49	76.26
Additions during the year		-
Deletions/ deductions during the year	-6.11	14.21
Gross carrying amount as at March 31 2021	193.38	62.05
Depreciation/ Amortisation		
Accumulated Depreciation/ amortisation	24.74	-
As at April 1, 2020		
Depreciation/ Amortisation for the year	24.02	0.73
Disposal/ deduction during the year		
Accumulated Depreciation / amortisation as at 31 March 21	48.76	0.73
Net carrying amount as at March 31 2021	144.62	61.32

(i) Leased Assets

Leasehold Land acquired under finance lease will be written off during the lease period.

The Company has availed Loan from bank and other entities against security of the aforesaid assets.

TASTY DAIRY SPECIALITIES LIMITED

Notes forming part of the financial statements for the year ended March 31, 2021

4. Investments**(Rs. In Lacs)**

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Designated at Fair Value through FVOCI			
Investment in equity shares (Unquoted, fully-paid up)			
1 share of Kanpur Industrial Development Co-operative Estate Limited	0.01	0.01	0.01
5000 Equity Shares of Rs. 10 each M/S Stock Options Xpress Pvt Ltd.	0.50	0.50	0.50
10000000 Equity Shares of Rs. 1 Each Salvation Developers Limited	-	99.79	99.80
Total	0.51	100.30	100.31
Aggregate amount of Non-Current Unquoted investments	0.51	100.30	100.31
Current portion of Unquoted investments	-	-	-

5. Non-Current Tax Assets (Net)**(Rs. In Lacs)**

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Advance Income Tax & TDS (Net of Provision)	120.45	35.95	(24.76)
Total	120.45	35.95	(24.76)

6. Other Non-current Assets**(Rs. In Lacs)**

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Capital Advance	350.79	341.56	328.60
<u>Security Deposits</u>			
To related parties (Refer note-36)	-	-	120.00
To others	17.48	15.48	9.96
Total	368.27	357.04	458.56

7. Inventories**(Rs. In Lacs)**

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
<i>At lower of cost and net realizable value</i>			
Raw Materials	539.00	422.42	1,106.20
Work in Progress	3.11	298.97	6.52
Finished Goods	5,482.72	5,857.41	5,303.41
Packing Materials & Stores	20.47	20.81	19.85
Total	6,045.30	6,599.61	6,435.98

(i) The mode of valuation has been stated in Note 1.3.5

(ii) Inventories have been Hypothecated as security for borrowings

8. Trade Receivables**(Rs. In Lacs)**

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Carried at amortised cost			
From Related Party (Refer note -36)	78.99	199.97	293.98
Other than Related Party	3,808.42	5,112.62	1,720.14
Less: Provision for expected credit impairment	(487.63)	(25.59)	(33.50)
Total receivables	3,399.78	5,287.00	1,980.62
Break-up of security details			
Trade receivables Secured, considered good	-	-	-
Trade receivables UnSecured, considered good	3,399.78	5,287.00	1,980.62
Trade receivables - Credit Impaired	487.63	25.59	33.50
Total	3,887.41	5,312.59	2,014.12
Provision for expected credit impairment	(487.63)	(25.59)	(33.50)
Total Trade receivables	3,399.78	5,287.00	1,980.62

9. Cash and cash equivalents**(Rs. In Lacs)**

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Balances with banks in current accounts	5.54	5.01	32.10
Cash in hand	67.39	64.64	21.43
Total	72.93	69.65	53.53

10. Bank Balances other than cash and cash equivalents**(Rs. In Lacs)**

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Term Deposit (Earmarked as margin money against bank gurantee)	106.86	133.52	52.39
Total	106.86	133.52	52.39

11. Other Financial Assets**(Rs. In Lacs)**

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Interest accrued on deposits	3.42	4.45	3.31
Total	3.42	4.45	3.31

12. Other current assets**(Rs. In Lacs)**

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Advances to Suppliers	43.56	8.43	726.17
<u>Other Advances</u>			
Advance to Related Parties (Refer note-36)	108.54	98.22	90.11
Advance to others	156.76	32.86	54.57
<u>Short term Security Deposits</u>			
To related parties (Refer note-36)	355.00	355.00	355.00
To others	4.85	4.85	5.48
Prepaid Expenses	6.19	6.78	20.16
Total	674.90	506.14	1,251.49

TASTY DAIRY SPECIALITIES LIMITED

Notes forming part of the financial statements for the year ended March 31, 2021

13. Equity share capital

(Rs. In Lacs)

Particulars	As at 31st March, 2021	As at March 31, 2020	As at April 1, 2019
Authorised equity share capital			
<u>Equity shares</u>			
2,40,00,000 Equity Shares of Rs. 10/- each	2,400.00	2,400.00	2,400.00
Total	2,400.00	2,400.00	2,400.00
Issued, subscribed and paid-up capital			
<u>Equity shares</u>			
2,04,30,000 Equity shares of Rs. 10/- each	2,043.00	2,043.00	2,043.00

(i) Movements in equity share capital

(Rs. In Lacs)

Particulars	As at March 31, 2021		As at March 31, 2020		As at April 1, 2019	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Opening Balance	2,04,30,000	2,043.00	2,04,30,000	2,043.00	2,04,30,000	2,043.00
Issued during the year	-	-	-	-	-	-
Closing Balance	2,04,30,000	2,043.00	2,04,30,000	2,043.00	2,04,30,000	2,043.00

(ii) Terms and rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees.

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

(iii) Details of shareholders holding more than 5% shares in the company:

Name of the Shareholder	As at March 31, 2021		As at March 31, 2020		As at April 1, 2019	
	No. of shares	% held	No. of shares	% held	No. of shares	% held
Ms Sonia Mehra	1,35,00,000	66.08%	1,35,00,000	66.08%	1,35,00,000	66.08%
Mr. Atul Mehra	15,03,000	7.36%	15,03,000	7.36%	14,79,000	7.24%
	-	-	-	-	-	-

For the period of five years immediately preceding the date as at which the Balance Sheet is prepared

(a) No shares have been allotted as fully paid up pursuant to contract(s) without payment being received in cash.

(b) The Company has issued 6,00,000 bonus shares during the financial year 2017-18 by capitalisation of profit.

(c) During the Financial year 2017-18, each equity share of face value of Rs 100/- each was subdivided into 10 equity shares of Rs 10/- each.

14. Other Equity

(Rs. In Lacs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Securities Premium	1,744.40	1,744.40	1,744.40
General Reserve	923.17	923.17	748.17
Retained Earnings	1,146.17	2,529.18	2,293.27
Other Comprehensive Income	5.38	5.06	-
Total	3,819.12	5,201.81	4,785.84

Securities Premium

Securities premium reserve is used to record the premium on issue of shares. This reserve is utilized in accordance with the provisions of the Act.

General Reserve

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve.

Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Other Comprehensive Income

Other comprehensive income (OCI) represents the balance in equity relating to re-measurement gain/(loss) of defined benefit obligation and FVTOCI of equity instruments. This would not be re-classified to statement of Profit and Loss.

15. Borrowings
(i) Long term borrowings

(Rs. In Lacs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Secured - Carried at amortised cost			
Secured			
<u>Term loans</u>			
From Banks	385.88	13.61	176.64
Rupee loans from banks			
(For Security Refer note no.15(i)(b)			
From entities other than banks - Carried at amortised cost			
Rupee loans :			
From other Parties	78.48	85.61	23.57
Total secured loans [A]	464.36	99.22	200.21
Unsecured - Carried at amortised cost			
From Banks			
(a) Rupees Loan from Banks	-	1.23	10.98
(b) From other parties	-	-	30.57
Total unsecured loans [B]	-	1.23	41.55
Total [A+B]	464.36	100.45	241.76

a) **Payment terms:**
b) **Secured type term loans from banks:** Monthly or Quarterly installments

h) The classification of loans between current liabilities and non-current liabilities continues based on repayment schedule under respective agreements as no loans have terms of repayment:

Name of banks/entities	Rate Of Interest (ROI)% p.a.	Amount Outstanding as at 31st March,2021		Amount Outstanding as at 31st March,2020		Amount Outstanding as at 1st April,2019		Period of maturity w.r.t the Balance Sheet date as at March 31,2021	Number of Installments outstanding as at 31st March 2021	Amount of each Installments	Details of security offered
		Current	Non-Current	Current	Non-Current	Current	Non-Current				
Secured											
Term Loan from Bank											
1) Punjab National Bank	9.15%										
Term Loan from bank (Plant)		61,866	-	128,40	-	115,29	127,29	6 months	2	First installments of Rs. 3300000 and another installments of Rs.328572	Refer Note no.150(0)
Term Loan from bank (Building)	NA	-	-	78	-	6,98	7,71	5 years	20	Quarterly installments	Refer Note no.150(0)
Term Loan Plant from Bank (expansion project)	9.15%	126,800	136,49	78	-	6,98	7,71	5 years	20	Quarterly installments	Refer Note no.150(0)
Working Capital Term Loan	8.35%	23,056	257,61	-	-	-	-	4 years	After moratorium period of 3 months	2208556	Refer Note no.150(0)
2)HDFC Bank Ltd.(vehicle loan)	8.90%	0,606	-	6,85	0,60	6,27	7,45	3 month	3	monthly installments	Refer Note no.150(0)
3)HDFC Bank Ltd.(vehicle loan)	12.90%	13,144	-	11,23	13,14	10,25	24,75	1 year	12	monthly installments	Refer Note no.150(0)
4)HDFC Bank Loan	NA	-	(8,23)	-	(0,14)	6,83	9,43	1 year	12	monthly installments	Refer Note no.150(0)
Add/(Less):-Discouning Impact under Ind AS											
Term Loan From others											
koark mahindra prime ltd.	NA	225,47	385,87	154,26	13,61	145,62	176,64	6 months	21	Quarterly installments	Refer Note no.150(0)
koark mahindra prime ltd.	NA	-	-	0,59	-	7,09	0,63	Fully Repaid	21	monthly installments	Refer Note no.150(0)
koark mahindra prime ltd.	NA	-	-	8,71	-	8,43	8,91	Fully Repaid	47	monthly installments	Refer Note no.150(0)
koark mahindra prime ltd.	NA	-	-	7,73	-	28,25	13,13	Fully Repaid	21	monthly installments	Refer Note no.150(0)
koark mahindra prime ltd.	14.83%	7,22	6,12	12,62	89,19	-	-	1 year 9 months	21	monthly installments	Refer Note no.150(0)
BMW India Financial Services Private Ltd.	8.50%	13,73	74,82	1,00	-	1,47	1,03	3 year 11 months	47	monthly installments	Refer Note no.150(0)
Renault Finance	4.50%	-	-	1,00	-	1,47	1,03	3 year 11 months	47	monthly installments	Refer Note no.150(0)
Add/(Less):-Discouning Impact under Ind AS											
		-	(2,46)	-	(3,58)	-	(0,12)				
		-	-	-	-	-	-				
Unsecured:											
Term Loan From Bank											
1)AXIS Bank Limited	NA	20,95	78,48	30,65	85,61	45,24	23,57				
2)Koark Mahindra Bank Ltd.	NA	-	-	10,47	-	10,07	10,47	Fully Repaid	10	Quarterly installments	Refer Note no.150(0)
3)HDFC Bank	NA	-	-	-	-	21,02	-	Fully Repaid	21	monthly installments	Refer Note no.150(0)
		-	-	-	-	9,96	-	Fully Repaid	9	monthly installments	Refer Note no.150(0)
Add/(Less):-Discouning Impact under Ind AS											
		-	-	-	1,23	-	-				
		-	-	-	-	-	0,51				
Term Loan From Others											
1)Tata Capital Financial Services Ltd.	NA	-	-	10,47	1,23	41,06	10,98	Fully Repaid	10	Quarterly installments	Refer Note no.150(0)
2)Bajaj Finserv Ltd.	NA	-	-	17,05	-	36,56	17,68	Fully Repaid	17	monthly installments	Refer Note no.150(0)
3)United Petro Finance Ltd	NA	-	-	-	-	11,11	-	Fully Repaid	11	monthly installments	Refer Note no.150(0)
4)Capitol Financial Services Pvt. Ltd.	NA	-	-	13,33	-	37,73	13,91	Fully Repaid	13	monthly installments	Refer Note no.150(0)
		-	-	22,35	-	-	-	Fully Repaid	22	monthly installments	Refer Note no.150(0)
Add/(Less):-Discouning Impact under Ind AS											
		-	-	-	-	-	(1,02)				
Sub - TOTAL											
		246,42	464,36	52,74	100,45	85,41	30,57				
Grand Total											
		246,42	464,36	248,12	100,45	317,32	241,76				

b) Nature of security in respect of long term borrowings:

SECURED

1) **Term Loan From Banks:**

- i) Term Loan from Bank includes loan taken from Punjab National Bank. The loan is secured by way of Hypothecation of Plant, Machinery & Equipments etc. of the Company. The loan is further secured by personal guarantee of Directors and others .
- ii) Term Loan from Bank for expansion project includes loan taken from Punjab National Bank. The loan is secured by way of Hypothecation of Plant & Machinery /Equipments and other fixed assets proposed to be purchased/installed by way of Bank loan of the Company.
- iii) Term Loan from Bank includes working capital term loan (WCTL) under GECL Scheme taken from Punjab National Bank . The credit under GECL will rank second charge with the existing credit facilities in terms of cash flows (including repayments) and securities, with charge on the assets financed under the Scheme to be created. Extension of charge over the existing Primary and Collateral securities. WCTL facility extended under the GECL scheme shall be covered under gurantee coverage provided by NCGTC.
- iv) Vehicle loans are from HDFC Bank Limited and are secured by hypothecation of Vehicle.
- v) Vehicle loan is from IDFC First Bank Limited and is secured by hypothecation of Vehicle.

2) **Term Loans from Other Parties:**

- i) Term Loan from others includes Vehicle loans from Kotak Mahindra Prime Limited and are secured by hypothecation of Vehicles.
- ii) Term Loan from others includes Vehicle loan from BMW India Financial Services Private Limited and is secured by hypothecation of Vehicles.

Note-15(ii) Current Borrowings

Particulars	As at March 31,2021	As at March 31,2020	As at March 31,2019
Working capital loans			
From Banks			
Secured - carried at amortised cost			
Punjab National Bank (Cash Credit Limit)	4,924.30	4,073.84	2,457.58
Punjab National Bank(Bill Discounting Loan)	-	91.43	-
Punjab National Bank (Overdraft-CECF)	333.17	-	-
Punjab National Bank (CFITL)	64.74	-	-
Yes Bank(Bill Discounting Loan)	-	-	345.77
Unsecured - carried at amortised cost	5,322.21	4,165.27	2,803.35
Kotak Mahindra Bank (BILL Discounting Loan)	78.27	304.82	223.24
Indusind Bank	-	-	299.54
Loan From Directors	-	-	388.00
Total	5,400.48	4,470.09	3,714.13

Nature of Security in respect of Short Term Borrowings:

Punjab National Bank Cash Credit Limit(H)

- First charge on entire current assets present and future including entire stocks, book debts, movable assets, fixed assets of the company and equitable mortgage of land of the company.
- The said limit is further secured by way of personal guarantee of the directors of the Company and others.

Punjab National Bank Bill Discounting Limit

- Secured by usance bills discounted and hypothecation of movable assets, fixed assets of the company and equitable mortgage of land of the company.
- The said limit is further secured by way of personal guarantee of the directors and other.

Punjab National Bank - Overdraft CECF

Hypothecation of assets created out of the OD Limit and charge on entire current assets of company as per existing terms and extension of charge on existing securities. Including personal guarantee of the directors and other.

Kotak Mahindra Bank Bill Discounting Limit

- Limit from Kotak Mahindra Bank is against Bill Discounted & is guaranteed by the Director of the Company.

16. Deferred tax Assets /Liabilities (Net)

(Rs. In Lacs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Tax effect of items constituting deferred tax assets			
Provision for gratuity	3.52	3.16	5.34
On account of carried forward losses	346.37	-	-
On account of Provision for Expected Credit Loss	135.65	8.98	11.18
Borrowings measured at amortized cost	2.67	0.73	0.21
On difference between book balance and tax balance of fixed assets	15.92	9.89	2.97
MAT Credit	17.92	30.82	111.07
Tax effect of items constituting deferred tax assets	522.05	53.58	130.77
Total	522.05	53.58	130.77

16.1 Movement in deferred tax Liabilities /deferred tax assets

Particulars	Carried forward losses	Property Plant & Equipment	Mat Credit entitlement	On account of Provision for Expected Credit Loss	Other items	Total
At April 01,2019	-	2.97	111.07	11.18	5.55	130.77
(Charged)/Credited :-						
-to profit & loss	-	0.00	(0.00)	(0.00)	(1.67)	(3.62)
-to other comprehensive income	-	0.00	(0.00)	(0.00)	(1.95)	
At March 31,2020	-	9.89	30.82	8.98	3.89	53.58
(Charged)/Credited :-						
-to profit & loss	346.37	6.02	(12.89)	126.68	2.34	468.47
-to other comprehensive income					(0.05)	
At March 31,2021	346.37	15.92	17.92	135.66	6.19	522.05

17. Other non-current liabilities**(Rs. In Lacs)**

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Advance Against Capital Assets	-	175.00	175.00
Total	-	175.00	175.00

18. Trade Payables**(Rs. In Lacs)**

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Trade payables:			
- Dues to micro and small enterprises(refer note below)	4.63	8.54	5.99
- Other than micro and small enterprises	547.77	1,790.80	163.58
Total	552.40	1,799.34	169.57

Note: Micro and small enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 have been determined based on the information available with the Company and the required disclosures are given below:

(Rs. In Lacs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Principal amount due and remaining unpaid	4.63	8.54	5.99
Interest due and unpaid on the above amount	-	-	-
Interest paid by the Company in terms of section 16 of the Micro, Small and Medium enterprises Act, 2006	-	-	-
Payment made beyond the appointed day during the year	-	-	-
Interest due and payable for the period of delay	-	-	-
Interest accrued and remaining unpaid	-	-	-
Amount of further interest remaining due and payable	-	-	-

19. Other Financial Liabilities**(Rs. In Lacs)**

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Current maturities of long term borrowings	246.42	248.12	317.32
Employees Dues	34.71	15.58	22.85
Total	281.13	263.70	340.17

20. Other Current Liabilities**(Rs. In Lacs)**

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Advance from customers	33.16	17.58	53.73
Creditors for Capital Goods	2.58	2.81	8.36
Statutory liabilities	24.31	90.66	67.96
Others	42.69	117.13	53.32
Total	102.74	228.18	183.37

21. Provisions**(i) Long Term Provision****(Rs. In Lacs)**

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Provision for employee benefits			
Gratuity (Refer note - 21(iii))	12.64	10.65	13.90
Total	12.64	10.65	13.90

(ii) Short Term Provision**(Rs. In Lacs)**

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Provision for Bonus	10.63	10.75	10.93
Provision for Gratuity (Short Term) (Refer note - 21(iii))	0.85	0.72	2.11
Total	11.48	11.47	13.04

Note-21(iii)**i) Defined Contribution Plan:**

The company operates Non-funded gratuity plan for qualifying employees. Under the plan, the employees are entitled to retirement benefits depending upon the number of years of service rendered by them subject to minimum specified number of years of service.

No other post retirement benefits are provided to these employees.

The actuarial valuation of plan assets and the present value of defined benefit obligation were carried out at March 31, 2021 by the certified actuarial valuer.

The present value of the defined benefit obligation, related current service cost and past service cost were measured using the projected unit credit method.

Description	Year Ended March 31,2021	Year Ended March 31,2020
Employers' contribution to provident fund	12.63	6.12

ii) Disclosure in respect of defined benefit plans(Gratuity) is as under:

(Rs. in Lacs)

Particulars	Gratuity (Non Funded)		
	As at March 31,2021	As at March 31,2020	As at April 01, 2019
Discount Rate (Per Annum)	7.00% per annum	7.00% per annum	7.75% per annum
Expected Rate of Salary Increase	5.00% per annum	5.00% per annum	5.00% per annum
Mortality Rate	IALM 2012-14	IALM 2012-14	IALM 2006-08 Ultimate
Attrition/Withdrawal Rate	5.00% per annum	5.00% per annum	5.00% per annum
Rate of Leave Availment (Per Annum)	NA	NA	NA
Rate of Leave Encashment during Employment (Per Annum)	NA	NA	NA

(Rs. in Lacs)

Particulars	Gratuity (Non -Funded)	
	2020-21	2019-20
Components of defined benefit cost recognised in profit or loss		
Current Service Cost	1.44	1.25
Past Service Cost	-	-
Interest Cost	0.86	1.12
Actuarial (gain)/loss from change in financial assumptions		
Actuarial (gain)/loss arising from experience adjustments		
Components of defined benefit cost recognised in profit or loss	2.30	2.37
Components of defined benefit cost recognised in other comprehensive income		
Actuarial (gain)/loss from change in financial assumptions	(0.00)	0.60
Actuarial (gain)/loss arising from experience adjustments	(0.16)	(7.61)
Return on plan assets (higher)/lower than discount rate	-	-
Total actuarial (gain)/loss recognised in other comprehensive income	(0.17)	(7.01)
Total amount recognised in statement of profit & loss	2.13	(4.64)

(Rs. in Lacs)

Particulars	Gratuity (Non Funded)		
	As at March 31,2021	As at March 31,2020	As at April 01, 2019
Present Value of Defined Benefit Obligation	13.50	11.37	16.01
Fair Value of Plan Asset	-	-	-
Net liability arising from defined benefit obligation	13.50	11.37	16.01
* Non Current Liability	12.65	10.65	13.90
* Current Liability	0.85	0.72	2.11

(D) Movement in the fair value of plan assets'	NA	NA	
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(Rs. in Lacs)

(E) Movement in the present value of defined benefit obligation are as follows:		
Particulars	Gratuity (Non Funded)	
	2020-21	2019-20
Opening defined benefit obligation	11.37	16.01
Current service cost	1.44	1.25
Interest cost	0.86	1.12
Remeasurement (gains)/loss		
* Actuarial (gain)/loss from change in financial assumptions	(0.00)	0.60
* Actuarial (gain)/loss arising from experience adjustments	(0.16)	(7.61)
Past Service Cost	-	-
Benefits paid by employer	-	-
Benefits paid from plan assets	-	-
Closing defined benefit obligation	13.50	11.37

(Rs. in Lacs)

(F) Sensitivity Analysis Gratuity (Non Funded)						
Particulars	Change in assumption by	Impact on defined benefit obligation				
		Increase in assumption		Decrease in assumption		
		Increase/decrease	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
Discounting rate	1.00%	In Rs.	12.67	10.66	14.43	12.17
		In %	6%	6%	7%	7%
Future salary growth rate	1.00%	In Rs.	14.44	12.17	12.65	10.64
		In %	7%	7%	6%	6%

(Rs. in Lacs)

Particulars	Change in assumption by	Impact on defined benefit obligation				
		increase in assumption		Decrease in assumption		
		Increase/decrease	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
Attrition rate	1.00%	In Rs.	13.61	11.46	13.38	11.27
		In %	1%	1%	1%	1%
Mortality rate	-	-	-	-	-	-
	-	-	-	-	-	-

Principal assumptions are discount rate and salary increase. The discount rate is based upon the yield on govt bonds and the salary increase should take account inflation, seniority, promotion and other relevant factors. However no explicit allowance is used for disability. As per Accounting Standard, selection of appropriate assumption is responsibility of the entity. Though entity has been advised on the suitability wherever applicable, the report is based on assumptions finalized by the entity (after considering long term view entity might have considered these assumptions prudent).

Risk Factors: Other assumptions would have produced different results e.g. a decrease in discount rate or an increase in salary inflation will lead to an increase in reported liability as per table of sensitivity analysis. Similarly change in attrition rates will also impact the liability. Funded plan carries usual investment risks including asset liability mismatch which will impact net liability/expenses and OCI if any.

Projected Unit Credit (PUC) Method: is used to assess the plan liabilities, including those related to death-in-service and incapacity benefits. Under this method a projected accrued benefit is calculated at the beginning of the year and again at the end of the year for each benefit that will accrue for all active members of the plan. The projected accrued benefit is based on the plans accrual formula and service as of the beginning or end of the year, but using final compensation, projected to the age at which the employee is assumed to exit. The plan liability is actuarial present value of the projected accrued benefits as on date of valuation.

TASTY DAIRY SPECIALITIES LIMITED

Notes forming part of the financial statements for the year ended March 31, 2021

22. Revenue from operations**(Rs. In Lacs)**

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Sales of Products		
Sale of Products	32,592.01	40,209.86
Other Operating Revenue		
Other Operating Revenue	208.92	106.05
Total	32,800.93	40,315.91

22.1 Details of Products Sold:-		
Milk & Milk Products	32,531.43	40,126.89
Other Products	60.58	82.98
	32,592.01	40,209.86

23. Other Income**(Rs. In Lacs)**

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest received on Financial Assets & others	18.01	16.51
Profit on sale of Fixed Assets	169.55	0.70
Sundry Liabilities Written Back	-	45.04
Excess Provision of ECL Written Back	-	7.91
Miscellaneous Income	9.73	2.74
Total	197.29	72.90

24. Cost of Materials Consumed**(Rs. In Lacs)**

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Cost of material consumed		
Milk and Milk Products	31,594.62	38,339.23
Other Products	285.30	195.25
Total	31,879.92	38,534.48

25. Changes in inventories of finished goods, stock-in-trade and work-in-progress (Rs. In Lacs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Opening Stock		
Finished Goods	5,857.41	5,303.41
Work in Progress	298.97	6.52
Total Opening Stock	6,156.38	5,309.93
Closing Stock	-	-
Finished Goods	5,482.72	5,857.41
Work in Progress	3.11	298.96
Total Closing Stock	5,485.83	6,156.37
Total	670.55	(846.44)

26. Employee Benefit Expenses (Rs. In Lacs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Salary, Wages and Bonus	289.29	279.55
Contribution to Provident and other funds	12.63	6.12
Gratuity	2.30	9.45
Workmen and Staff Welfare expenses	23.47	22.88
Total	327.69	318.00

27. Finance Costs (Rs. In Lacs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest expenses on financial liabilities measured at amortize cost	468.83	423.66
Interest on Lease Liability	14.05	16.58
Other Interest	12.94	8.36
Other Borrowing Costs	16.66	29.34
	512.48	477.94
Less: Interest capitalized during the year	3.52	-
Total	508.96	477.94

28. Depreciation and amortisation expenses (Rs. In Lacs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation of property, plant and equipment	158.71	165.22
Amortisation of right to use assets	24.76	24.74
Total	183.47	189.96

29. Other Expenses**(Rs. In Lacs)**

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Power and Fuel	195.87	140.67
Other Manufacturing Expenses	0.42	5.92
Repairs and Maintenance		
- Building	3.98	12.47
- Machinery	13.36	8.26
Consumption of stores and Spare Parts	35.05	37.92
Consumption of Packing Materials	81.10	94.48
Freight, Handling and Other Sales and Distribution Expenses	163.48	150.26
Commission on Sale	14.74	20.04
Advertisement and Publicity	14.57	15.84
Rent	10.23	11.76
Rates and Taxes	30.27	23.97
Insurance	11.90	23.06
Communication cost	3.77	6.23
Travelling and Conveyance	68.48	141.19
Repairs and Maintenance - Others	29.11	30.02
Printing and Stationery	8.54	3.64
Legal and Professional Charges	49.05	54.35
Auditor's Remuneration (refer note below)	3.00	3.00
CSR Expenses	13.67	19.90
Subscription and Donation	0.25	0.37
Bad Debts Written off	7.00	204.51
Provision for expected credit impairment	462.04	-
Directors Sitting Fee	0.22	0.62
Other Administrative Expenses	59.05	52.02
Total	1,279.15	1,060.50

Note:**(Rs. In Lacs)**

Auditor's remuneration comprises:	For the year ended March 31, 2021	For the year ended March 31, 2020
As auditor	2.50	2.50
For other services	0.50	0.50
Total	3.00	3.00

30. Exceptional Items**(Rs. In Lacs)**

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Security Deposit Against Lease written off	-	68.00
Total	-	68.00

31. Income Tax Expenses

Particulars	Year ended March 31, 2021		Year ended March 31, 2020
Current Tax	-		99.38
Deferred tax	-481.41		75.24
Tax Adjustment relating to earlier year	12.89		0.84
Total Income Tax Expenses	-468.52		175.46

(b) Reconciliation of tax expense and accounting profit multiplied by India's tax rate:

Particulars	Year ended March 31, 2021		Year ended March 31, 2020
Profit/(Loss) for the year (before income tax expense)	-1,851.53		586.38
Applicable tax rate	27.82%		27.82%
Computed tax expenses	-515.10		163.13
Expenses Not allowed for tax purposes	5.62		8.21
Deferred Tax Assets on non depreciable assets not recognised	28.07		-
Effect of change in tax rates as compared to previous year	-		3.28
Tax effect of earlier years	12.89		0.84
Total	-468.52		175.46

TASTY DAIRY SPECIALITIES LIMITED
Notes forming part of the financial statements for the year ended March 31, 2021

32. Earnings per share

(Rs. In Lakhs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit for the year	(1,38,301)	410.91
Weighted average equity shares for the purpose of calculating basic earnings per share (nos. in Lakhs)	204.30	204.30
Weighted average equity shares for the purpose of calculating diluted earnings per share (nos. in Lakhs)	204.30	204.30
Earnings per share-basic (face value of Rs. 10/- each) (Rs.)	(6.77)	2.01
Earnings per share-diluted (face value of Rs. 10/- each) (Rs.)	(6.77)	2.01

33. Impact of COVID-19 Pandemic

The company is engaged in the business of procurement and processing of milk and manufacturing and sale of Ghee, Butter, Milk Powder, packaged milk and other milk products. These are edible items for human consumption and has limited life and are perishable in nature. The products of the company are normally consumed in hospitality (HOTEL/CA) sector e.g. restaurants, hotels, confectioners and sweet shops etc. besides household consumption. The spread of Corona Virus pandemic (COVID-19) throughout the Country and resultant frequent lockdowns by the State Government and Local Administrations in the pandemic effected areas had adversely impacted these sectors with consequential impact on the sales of the company's products. Due to continuous decline in the sale of the products, the stock of the products gradually accumulated at production facilities and with the dealers and distributors of the company and this had resulted in the accumulation of receivables also on account of withholding the payments by the customers.

During the fourth quarter the company assessed the quality of the stocks so accumulated and found that about 662 tonnes of different milk products are not fit for human consumption. In order to meet the regulatory requirement, the company had no choice but to dispose of such deteriorated stocks as scrap which has resulted in loss of approximate Rs. 1,694.94 Lacs in comparison to cost of such products.

Due to continuous accumulation of inventory and low demand, the plant of the company was operated only for limited specific products during the last quarter of the financial year. However due to the surge of the second wave of COVID-19 and consequent lock down by the State Government and Local Authorities, the operations were shut down at the end of the year and thereafter as a result the physical Verification of quantity and quality of stocks could not be carried out by the management at the end of the year and till the date of the finalization of the financial statements. However, based on the assessment of the accumulated stock in the fourth quarter and subsequent decline in the sale, the management has made a provision of Rs. 205.10 Lacs for the expected loss on account of deterioration of quality and realizable value of stock.

As stated above the management has considered the impact of spread of COVID-19 in preparation of financial result of quarter and year ended March 31, 2021 based on the information available to it upto the date of approval of these financial results for the conditions existing as on the date of the financial statements. The impact of COVID-19 may defer from what has been assessed by the management as at the date of approval of these financial results. The company will continue to closely monitor any material change in future economic conditions and take appropriate action as may be required.

The management has planned to implement various cost saving measures with improved operational efficiency of the plant and is in process of mobilizing resources to continue the manufacturing operations of the company. Further, there has been significant decline in the spread of pandemic due to various measures taken by the State Government and Local Administration and the authorities has started lifting the lock downs gradually. Considering the improved situation and steps initiated by the management, the management is of the view that the operations of the company shall continue in near foreseeable future with improved operational efficiency and therefore these financial statements are continued to be presented on going concern basis.

34. Financial Instruments

(i) Capital Management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company. The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity and other long-term/short-term borrowings. The Company's policy is aimed at combination of short-term and long-term borrowings.

The Company monitors the capital structure on the basis of total debt to equity ratio and maturity profile of the overall debt portfolio of the Company.

Total borrowings includes all long and short-term borrowings as disclosed in notes 15 to the financial statements.

The Capital Structure as at March 31, 2021, March 31, 2020 and April 01, 2019 was as follows:

Particulars	As at March 31, 2021		As at March 31, 2020		As at April 1, 2019	
	Rs.		Rs.		Rs.	
Borrowings	6,111.25	4,818.66	7,244.81	6,828.84	4,273.22	
Total equity attributable to equity shareholders(B)	5,862.12	7,244.81	12,063.47	11,102.06	61.51	
Total Capital	11,973.37	12,063.47	60.06	39.94	38.49	
Total equity attributable to equity shareholders as percentage of total capital	48.96	51.04				
Total borrowing as percentage of total capital	51.04	48.96				

(Rs.in Lakh)

(ii) Financial Instruments Accounting Classification and fair value measurement .

Calculation of Fair Values

- The fair values of investment in Unquoted investment in equity shares is based on the current bid price of respective investment as at the Balance Sheet date.
- The fair value of the long-term borrowings carrying floating-rate of interest is not impacted due to interest rate changes and will not be significantly different from their carrying amounts as there is no significant change in the under-lying credit risk of the Company (since the date of inception of the loans).
- The fair value of loans from banks and other financial indebtedness as well as other non current financial liabilities is estimated by discounting future cash flows using rates currently available for debt or similar terms and remaining maturities.
- Cash and cash equivalents, trade receivables, other financial assets, trade payables, and other financial liabilities have fair values that approximate to their carrying amounts due to their short-term nature.

(a) Financial Instruments by category-

Particulars	As at March 31, 2021		As at March 31, 2020		As at April 1, 2019	
	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
Financial Assets						
Financial assets measured at fair value						
Investments measured at						
i. Fair value through other comprehensive income	-	0.51	-	100.30	-	100.31
ii. Fair value through profit and loss	-	-	-	-	-	-
Financial assets measured at amortized cost						
Trade Receivables	3,399.78	-	5,287.00	-	1,980.62	-
Cash and cash equivalents	72.93	-	69.65	-	53.53	-
Bank balances other than cash and cash equivalents	106.86	-	133.52	-	52.39	-
Other financial assets	3.42	-	4.45	-	3.31	-
Total	3,582.99	0.51	5,494.62	100.30	2,089.85	100.31
Financial Liabilities						
Financial liabilities measured at amortized cost						
Borrowings	5,864.83	-	4,570.54	-	3,955.90	-
Trade and other payables	552.40	-	1,799.34	-	169.57	-
Other financial liabilities	281.13	-	263.70	-	340.17	-
Total	6,698.36	-	6,633.58	-	4,465.64	-

(Rs. In Lakhs)

Fair value measurements recognized in the balance sheet:

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

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

Particulars	(Rs. In Lacs)			
	Level 1	Level 2	Level 3	Total
As at March 31, 2021				
Assets at fair value				
Investments measured at				
i. Fair value through other comprehensive income	NA	0.51	NA	0.51
ii. Fair value through profit and loss	NA	NA	NA	-
As at March 31, 2020				
Assets at fair value				
Investments measured at				
i. Fair value through other comprehensive income	NA	100.30	NA	100.30
ii. Fair value through profit and loss	NA	NA	NA	-
As at April 1, 2019				
Assets at fair value				
Investments measured at				
i. Fair value through other comprehensive income	NA	100.31	NA	100.31
ii. Fair value through profit and loss	NA	NA	NA	-

35. Financial risk management objectives

The Company's principal financial liabilities comprise of loan from banks and financial institutions, and trade payables. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has various financial assets such as trade receivables, cash and short term deposits, which arise directly from its operations.

The main risks arising from Company's financial instruments are foreign currency risk, credit risk, market risk, interest rate risk and liquidity risk. The Board of Directors review and agree policies for managing each of these risks.

(a) Credit risk:

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. The ageing of trade receivables is given below:-

Ageing analysis	As at 31-03-2021		As at 31-03-2020	
	Rs. In Lakhs		Rs. In Lakhs	
Upto 6 months		2,593.54		5146.95
More than 6 months		1,293.88		165.65

Trade and Other receivables

Customer credit is managed by each business unit subject to the Company's established policies, procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally on 90 days credit term. Credit limits are established for all customers based on internal rating criteria. Outstanding customer receivables are regularly monitored.

The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

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

Particulars	(Rs. In Lakh)
Balance as at April 1, 2019	33.50
Impairment loss recognized/(Provision reversed)	(7.91)
Amounts written off	-
Balance as at March 31, 2020	25.59
Impairment loss recognized/(Provision reversed)	462.04
Amounts written off	-
Balance as at March 31, 2021	487.63

Other financial assets

The Company maintains exposure in cash and cash equivalents, term deposits with banks.

The Company held cash and cash equivalents of Rs. 72.93 Lakhs at March 31, 2021 (March 31, 2020: Rs.69.65 Lakhs, April 1, 2019 : Rs. 53.53 Lakhs). Cash and cash equivalents are held with reputable and credit-worthy banks.

Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Management of the Company.

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired

(b) Market risk:

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk

(i) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to its risk of changes in market interest rates relates primarily to the Company's borrowings obligation with floating interest rates.

(iii) Liquidity risk:

The Company follows a Conservative policy of ensuring sufficient liquidity at all times through a strategy of profitable growth, efficient liquidity at all times through a strategy of profitable growth, efficient working capital management as well as prudent capital expenditure. The Company has a overdraft/cash credit facility with banks to support any temporary funding requirements.

The Company believes that current cash and cash equivalents, tied up borrowing lines and cash flow that is generated from operations is sufficient to meet requirements. Accordingly, liquidity risk is perceived to be low.

Liquidity table:

The following tables detail the Company's remaining contractual maturity for its financial liabilities. The tables have been drawn up based on the Gross cash flows of financial liabilities based on the earliest date on which the Company can be required to pay:

Particulars	As at April 1, 2019			Total (Rs. In Lacs)
	Within One Year (Rs. In Lacs)	One to five years (Rs. In Lacs)	More than five years (Rs. In Lacs)	
Financial Instruments:				
Borrowings	4,031.46	241.76	-	4,273.22
Trade and other payables	169.57	-	-	169.57
Other financial liabilities	22.85	-	-	22.85
Lease Liabilities	13.09	112.05	74.35	199.49
Total financial liabilities	4,236.97	353.81	74.35	4,665.13

Particulars	As at March 31, 2020			
	Within One Year (Rs. In Lacs)	One to Five years (Rs. In Lacs)	More than five years (Rs. In Lacs)	Total (Rs. In Lacs)
Financial Instruments:				
Borrowings	4,718.21	100.45	-	4,818.66
Trade and other payables	1,799.34	-	-	1,799.34
Other financial liabilities	15.59	-	-	15.59
Lease Liabilities	11.67	134.71	40.02	186.40
Total financial liabilities	6,544.81	235.16	40.02	6,819.99

Particulars	As at March 31, 2021			
	Within One Year (Rs. In Lacs)	One to Five years (Rs. In Lacs)	More than five years (Rs. In Lacs)	Total (Rs. In Lacs)
Financial Instruments:				
Borrowings	5,646.90	464.36	-	6,111.25
Trade and other payables	552.40	-	-	552.40
Other financial liabilities	34.71	-	-	34.71
Lease Liabilities	20.19	149.01	0.66	169.87
Total financial liabilities	6,254.20	613.37	0.66	6,868.23

(1V) Other price risk:

The Company is not exposed to any significant equity price risks arising from equity investments, as on 31st March 2021. Equity investments are held for strategic rather than trading purposes. The Company does not actively trade these investments.

Equity price sensitivity analysis:

There is no exposure to equity price risks as at the reporting date or as at the previous reporting date.

TASTY DAIRY SPECIALITIES LIMITED

Notes forming part of the financial statements for the year ended March 31, 2021

36. Related party relationships, transactions and balances:**a) Name of Related Parties and nature of relationship****I. Individual owing directly or indirectly, an interest in voting power that gives them control or significant influence**

(a) Mrs. Sonia Mehra

II. Key Managerial Personnel

(a) Mr. Atul Mehra	Chairman and Whole Time Director
(b) Mr. Mahendra Kumar Singh	Director
(c) Late Prem Nandan Mehra	Director (Date of cessation 15-01-2020 due to Death)
(d) Ms.Nishi	Company Secretary
(e) Mr. Rakesh Kumar Yadav	Chief Finance Officer
(f) Mr. Narendra Shankar Sathe	Independent Director
(g) Mr. Neeraj Kanodia	Independent Director
(h) Mr. Ashok Kumar Tripathi	Independent Director(Appointed wef 22-02-2019)
(i) Ms Vimi Sinha	Independent Director

III. Relative of Key Managerial Personnel

(a) Mrs. Sonia Mehra	Wife of Mr. Atul Mehra
(b) Mr. Arpit Mehra	Son of Mr. Atul Mehra
(c) Mrs. Devika Mehra	Daughter in law of Mr. Atul Mehra
(d) Ms. Sonalika Mehra	Daughter of Mr. Atul Mehra

IV. Enterprise over which the Key Managerial Personnel have significant influence

- (a) Verifresh Dairies Limited
- (b) Cima Dairy and Foods Ltd.
- (c) Cima Foods Pvt. Ltd.
- (d) Stock Option Xpress Pvt. Ltd.
- (e) Grow Homes Developers Pvt. Ltd.
- (f) Agrim Foods LLP
- (g) Bhiwadi Milk Product Pvt. Ltd.

b) Details of transactions with related parties during the year**(Rs. in Lakhs)**

Nature of Transactions	Total	
	Year ended March 31, 2021	Year ended March 31, 2020
INCOME		
Received from services & others		
Sales- Agrim Foods LLP	677.03	503.28
Interest Income- Verifresh Dairies Limited	9.82	9.01
Rental Income- Agrim Foods LLP	1.20	1.20
TOTAL	688.05	513.49
EXPENSES		
Purchases		
Agrim Foods LLP	244.64	202.88
Rent Paid		
Mrs. Sonia Mehra	1.13	1.13

Mr. Atul Mehra	2.67	2.67
Remuneration/ Salary		
Mrs. Sonia Mehra	36.00	36.00
Mr. Atul Mehra	60.00	60.00
Ms. Nishi Sheikh	2.44	2.39
Mr. Mahendra Kumar Singh	3.30	3.28
Mr. Arpit Mehra	30.00	30.00
Mrs. Devika Mehra	4.80	4.80
Mr. Rakesh Kumar Yadav	5.35	4.80
Contribution to Provident Fund & other Funds		
Mr. Arpit Mehra	0.23	0.23
Mr. Atul Mehra	3.75	0.23
Mrs. Devika Mehra	0.23	0.23
Ms. Nishi Sheikh	0.08	0.11
Mr. Rakesh Kumar Yadav	0.23	0.23
Mrs. Sonia Mehra	3.00	0.23
Sitting Fees		
Mr. Narendra Shankar Sathe	0.07	-
Mr. Neeraj Kanodia	0.09	-
Mr. Ashok Kumar Tripathi	0.04	-
Ms Vimi Sinha	0.02	-
Bad Debts Written off: Bhiwadi Milk Products Pvt. Ltd.	-	197.00
Exceptional Items: Security Deposit w/off: Bhiwadi Milk Products Pvt. Ltd.	-	68.00
TOTAL	398.07	614.21

c) Outstanding balances with related parties:

(Rs. in Lakhs)

Nature of Transactions	Total		
	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Security Deposit:			
Mr. Atul Mehra	355.00	355.00	355.00
Bhiwadi Milk Products Pvt. Ltd.	-	-	120.00
Other Advances			
Verifresh Dairies Limited	108.04	98.22	90.11
Grow Home Developers Pvt. Ltd.	0.50	-	0.50
Trade Receivables			
Agrim Foods LLP	78.99	199.97	96.98
Bhiwadi Milk Products Pvt. Ltd.	-	-	197.00
TOTAL	542.53	653.19	859.59
Unsecured Loans			
Mr. Atul Mehra	-	-	388.00
Other current liability (other)			
Mr. Atul Mehra	10.88	0.55	3.67
Mrs. Sonia Mehra	6.10	0.26	3.17
Mr. Arpit Mehra	0.01	0.46	0.01
Mrs. Devika Mehra	-	0.76	0.38
Verifresh Dairies Limited	0.54	-	-
TOTAL	17.53	2.03	395.23

d) Other Notes

(i) Key Managerial Personnel are entitled to post-employment benefits and other long term employee benefits recognized as per Ind AS-19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

TASTY DAIRY SPECIALITIES LIMITED

Notes forming part of the financial statements for the year ended March 31, 2021

37. Segmental Information

Business Segment

The Company has only one reportable segment i.e Manufacturing and sale of Dairy Products, therefore the requirement of segment report is not applicable.

Revenue from major customers

The Company is not reliant on revenues from transactions with any single customer. However, in case of one customer i.e M/S Ramsons Foods Limited, the sales to single customer was at Rs. 4,522.00 Lakhs i.e more than 10% of its revenue during the FY year 2020-21

TASTY DAIRY SPECIALITIES LIMITED

Notes forming part of the financial statements for the year ended March 31, 2021

38. Transition to Ind AS:

These are the Company's first financial statements prepared in accordance with Ind-AS.

The Company has adopted Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs with effect from 1st April, 2019, with a transition date of 1st April, 2019. Ind AS 101 - 'First-time Adoption of Indian Accounting Standards' requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements which is for the year ended 31st March, 2021 for the company, be applied retrospectively and consistently for all financial years presented. Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognized directly in equity (retained earnings or another appropriate category of equity).

A. Exemptions and exceptions availed

Set out below are the applicable Ind-AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind-AS.

A.1 Ind-AS Optional Exemptions

A.1.1 Deemed Cost

Ind-AS 101 permits a first – time adopter to elect to continue with the carrying value for all of its property, plant and equipment and intangible assets as recognized in the financial statements as at the date of transition to Ind-AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

A.2 Ind-AS Mandatory Exceptions

A.2.1 Estimates

An entity's estimates in accordance with Ind-ASs at the date of transition to Ind-AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind-AS estimates as at 1st April, 2019 are consistent with the estimates as at the same date made in conformity with previous GAAP. The company made estimates for following items in accordance with Ind-AS at the date of transition as these were not required under previous GAAP:

A.2.2 De-recognition of financial assets and liabilities

Ind-AS 101 requires a first – time adopter to apply the de-recognition provisions of Ind-AS 109 prospectively for transactions occurring on or after the date of transition to Ind-AS. However, Ind-AS 101 allows a first – time adopter to apply the de – recognition requirements in Ind-AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind-AS 109 to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions.

The company has elected to apply the de-recognition provisions of Ind-AS 109 prospectively from the date of transition to Ind-AS.

A.2.3 Classification and measurement of financial assets

Ind-AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind-AS.

A.2.4 Impairment of Financial Assets

Ind AS 101 requires an entity to apply the Ind AS requirements retrospectively if it is practicable without undue cost and effort to determine the credit risk that debt financial instruments were initially recognized. The company has measured impairment losses on financial assets as on the date of transition i.e. 1st April, 2019 in view of cost and effort.

B: Transition to Ind AS Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS as required under Ind AS 101:

- (i) Reconciliation of Balance sheet as at April 1, 2019 (Transition Date);
- (ii) Reconciliation of Balance sheet as at March 31, 2020;
- (iii) Reconciliation of Total Comprehensive Income for the year ended March 31, 2020;
- (iv) Reconciliation of Total Equity as at April 1, 2019 and as at March 31, 2020;
- (v) Adjustments to Cash Flow Statements as at March 31, 2020

The presentation requirements under previous GAAP differs from Ind AS, and hence, previous GAAP information has been regrouped for ease of reconciliation with Ind AS. The re-grouped previous GAAP information is derived from the Financial Statements of the Company prepared in accordance with previous GAAP.

(i) and (ii) Reconciliation of Balance Sheet as at April 1, 2019 (Transition date) and March 31, 2020

Particulars	Notes	As at April 1, 2019			As at March 31, 2020		
		Previous GAAP (Rs. In Lacs)	Adjustments (Rs. In Lacs)	IND-AS (Rs. In Lacs)	Previous GAAP (Rs. In Lacs)	Adjustments (Rs. In Lacs)	IND-AS (Rs. In Lacs)
I. ASSETS							
Non-current assets							
Property, Plant and Equipment		1,188.01	-	1,188.01	1,134.09	-	1,134.09
Capital Work in Progress		49.57	-	49.57	34.00	-	34.00
Right-of-use assets		199.49	199.49	199.49	-	174.76	174.76
Deferred tax assets (Net)	4.5	8.31	122.46	130.77	13.06	40.52	53.58
Financial Assets							
(i) Investments	1	100.51	(0.20)	100.31	100.50	(0.20)	100.30
(ii) Loans		-	-	-	-	-	-
(iii) Others Financial Assets		-	-	-	-	-	-
Non-Current Tax Assets (Net)		-	-	-	-	-	35.95
Other non-current assets	5	569.63	(111.07)	458.56	387.86	(30.82)	357.04
Total non-current assets		1,916.03	210.68	2,126.71	1,669.51	220.21	1,889.72
Current Assets							
Inventories		6,435.98	-	6,435.98	6,599.61	-	6,599.61
Financial Assets							
(i) Trade receivables		2,014.12	(33.50)	1,980.62	5,312.59	(25.59)	5,287.00
(ii) Cash and cash equivalents	2	53.53	-	53.53	69.65	-	69.65
(iii) Bank Balances other than (i) above		55.70	(3.31)	52.39	137.97	(4.45)	133.52
(iv) Loans		1,231.33	(1,231.33)	-	535.31	(535.31)	-
(v) Others financial assets		-	3.31	3.31	-	4.45	4.45
Other current assets		20.16	1,231.33	1,251.49	6.78	499.36	506.14
Total current assets		9,810.82	(33.50)	9,777.32	12,661.91	(61.54)	12,600.37
TOTAL ASSETS		11,726.85	177.18	11,904.03	14,331.42	158.67	14,490.09
II. EQUITY AND LIABILITIES							
Equity							
Equity share capital		2,043.00	-	2,043.00	2,043.00	-	2,043.00
Other equity	7	4,807.52	(21.68)	4,785.84	5,227.06	(25.25)	5,201.81
Total equity		6,850.52	(21.68)	6,828.84	7,270.06	(25.25)	7,244.81
Liabilities							
Non current liabilities							
Financial Liabilities							
(i) Borrowings	3	242.39	(0.63)	241.76	102.93	(2.48)	100.45
(ii) Lease Liabilities		-	186.40	186.40	-	174.73	174.73
(iii) Other Financial Liabilities		-	-	-	-	-	-
Provisions	6	16.01	(2.11)	13.90	11.37	(0.72)	10.65
Other non-current liabilities		175.00	-	175.00	175.00	-	175.00
Total non-current liabilities		433.40	183.66	617.06	289.30	171.53	460.83
Current liabilities							
Financial Liabilities							
(i) Borrowings		3,714.13	-	3,714.13	4,470.09	-	4,470.09
(ii) Trade payables		-	-	-	8.54	-	8.54
(A) total outstanding due of micro enterprises and small enterprises and		5.99	46.13	52.12	1,742.19	48.61	1,790.80
(B) total outstanding due of creditors other than micro enterprises and small enterprises		117.45	13.09	130.54	-	11.67	11.67
(iii) Lease Liabilities		-	340.17	340.17	-	263.70	263.70
(iii) Other Financial Liabilities		-	(386.30)	183.37	540.49	(312.31)	228.18
Other current liabilities		569.67	(22.65)	547.02	13.04	0.72	11.47
Provisions	6	35.69	24.76	60.45	-	-	-
Current Tax Liabilities(Net)		4,442.93	15.20	4,458.13	6,772.06	12.39	6,784.45
Total Current liabilities		4,876.33	198.86	5,075.19	7,061.36	183.92	7,245.28
TOTAL EQUITY AND LIABILITIES		11,726.85	177.18	11,904.03	14,331.42	158.67	14,490.09
		0	-	0	(0)	(0.00)	(0.00)

The Previous GAAP figures have been reclassified to confirm the Ind AS presentation requirements for the purpose of this note.

(iii) Reconciliation of Total Comprehensive Income for the period ended March 31, 2020

Particulars	Notes	Previous GAAP	Adjustments	IND-AS
		(Rs. In Lacs)	(Rs. In Lacs)	(Rs. In Lacs)
I. Revenue from Operations		40,315.91		40,315.91
II. Other income		64.99	7.91	72.90
III. Total Income		40,380.90	7.91	40,388.81
IV. Expenses				
Cost of materials consumed		38,534.48	-	38,534.48
Purchase of stock-in-trade		-	-	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade		(846.44)	-	(846.44)
Employee Benefits Expenses	6	310.99	7.01	318.00
Finance costs	3	463.21	14.72	477.94
Depreciation and Amortization Expenses		165.22	24.74	189.96
Other Expenses	2	1,090.18	(29.67)	1,060.50
Total Expenses (IV)		39,717.64	16.80	39,734.44
V. Profit/ (Loss) before Exceptional items and Tax		663.26	(8.89)	654.37
Exceptional Items		(68.00)	-	(68.00)
VI. Profit before Tax		595.26	(8.89)	586.37
VII. Tax expense:				
1. Current Tax		99.38	-	99.38
2. Deferred Tax	4	(4.74)	(0.26)	(5.00)
3. MAT Credit		80.25		80.25
4. Tax Adjustments relating to the earlier years		0.84		0.84
VIII. Profit for the period		419.53	(8.63)	410.91
IX. Other comprehensive income				
(i) (a) Items that will not be reclassified to profit or loss				
Remeasurements of the defined benefit plans	6	-	7.01	7.01
Equity Instruments through Other Comprehensive Income	1	-	(0.00)	(0.00)
(ii) Income tax related to items that will not be reclassified to profit or loss	4	-	(1.95)	(1.95)
X. Total comprehensive income for the period		419.53	(3.57)	415.97

(iv) Reconciliation of Total Equity as at April 1, 2019 and March 31, 2020

Particulars	Notes	As at	As at
		April 1, 2019	March 31, 2020
		(Rs. In Lacs)	(Rs. In Lacs)
Net worth as per previous GAAP (A)		6,850.52	7,270.06
Fair valuation of investments	1	(0.20)	(0.20)
Fair valuation of loans	3	0.63	2.48
Provision for expected credit impairment	2	(33.50)	(25.59)
Deferred tax on Ind AS adjustments	4	11.39	9.71
Lease Ind-AS adjustment		-	(11.65)
Total Impact (B)		(21.68)	(25.25)
Net worth as per Ind AS (A) + (B)		6,828.84	7,244.81

(v) Adjustments to Cash Flow Statements as at March 31, 2020

The Ind AS adjustments are non cash adjustments. Consequently, Ind AS adoption has no impact on the net cash flow for the year ended 31st March, 2020 as compared with the previous GAAP.

Notes to Reconciliations:

The following explains the material adjustments made during transition from previous GAAP to Ind AS:

1. Investments in Equity Instruments

On the date of transition to Ind AS, the difference between the fair value of Investments recognized at FVTOCI as per Ind AS and their corresponding carrying amount as per financial statements prepared under Previous GAAP, has resulted in an decrease in the carrying amount of these investments by Rs. 0.19 Lakhs which has been recognized directly in retained earnings (Equity). There equity instruments are designated at FVTOCI

2. Trade receivable

Under previous GAAP the company has recognized provision on trades receivable based on expectation of company. Under Ind AS, the company provides loss allowance on receivable based on the Expected Credit Loss Model which is measured following the "simplified approach at amount equal to lifetime expected credit loss at each reporting date.

3. Borrowings

Under previous GAAP transaction cost were recognized in Statement of Profit and Loss. Under Ind AS financial liability in form of borrowing have been measured at amortized cost using Effective Interest Method. Loan from director and sister concern shall be recorded at amortized cost. difference shall be adjusted against retained earnings.

4. Deferred Tax

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind-AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The application of Ind-AS 12 approach has resulted in recognition of deferred tax on new temporary differences which was not required under Indian GAAP.

5. Reclassification of MAT as deferred tax

The Company has reclassified the balance of Minimum Alternate Tax (MAT) to Deferred tax as it meets the definition of deferred tax.

6. Remeasurement of Defined benefits liabilities

Under previous GAAP the company recognized remeasurement of defined benefits plans under profit and loss. Under Ind AS, remeasurement of defined benefits plans are recognized in Other Comprehensive Income

7. Retained Earnings.

Retained earnings as at April 1, 2019 has been adjusted consequent to the above Ind-AS transition adjustments.

8. Other Comprehensive Income

Under Ind AS, all items of income and expense recognized in a period should be included in profit or loss for the period, unless a standard enquires or permits otherwise. Items of income and expense that are not recognized in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit plans. The concept of other comprehensive income did not exist under previous GAAP.

39. Expenditure on Corporate Social Responsibility (CSR)

(Rs. In Lakhs)

Particulars	31-03-2021	31-03-2020
As per section 135 of the Companies Act,2013 read with Schedule VII there of Gross amount required to be spent by the company	13.61	13.55
Amount spent during the year		
a) Construction /Acquisition of any Asset		
- In Cash	-	-
- Yet to be paid in Cash	-	-
b) On purpose other than (a) above		
- In Cash	13.67	19.90
- Yet to be paid in Cash	-	-

Various heads which the CSR expenditure were incurred in cash is detailed as follows:-

(Rs. In Lakhs)

Particulars	Relevant Clause of Schedule VII of the Companies Act, 2013	FY 2020-21	FY 2019-20
(i) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water	Clause (i)	8.98	5.87
(ii) Promoting education, including special education and employment enhancing vocational training and livelihood enhancement project	Clause (ii)	2.29	7.81
(iii) 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 4[including contribution to the CleanGanga Fund set-up by the Central Government for rejuvenation of river Ganga].	Clause (iv)	2.40	6.22
Total		13.67	19.90

TASTY DAIRY SPECIALITIES LIMITED

Notes forming part of the financial statements for the year ended March 31, 2021

40. Contingencies**I. Contingent Liabilities**

(Rs. In Lacs)

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Demand being disputed by the Company			
- Income Tax	0.10	5.57	2.56
- Central Sales Tax Demand	-	-	5.19
Claims against the Company not acknowledged as Debt:			
- Income tax demand on processing of TDS Returns	-	-	0.54
Total	0.10	5.57	8.29

II. Contingencies

Long term loans & advances includes payments made to UPSIDA of Rs.203.57 Lakhs towards installment of premium and other charges for five lease hold plots of land allotted to the company. UPSIDA has arbitrarily cancelled allotment of plots. Company has taken appropriate steps for revocation of such cancellation and restoration of such allotments. Liability if any will be paid to UPSIDA on final settlement with UPSIDA.

III. Commitments:

1. Estimated of Contracts to be executed on Capital Account and not provided for: Rs. 94.13 Lakhs (Prev Year NIL)

2. Corporate Guarantee given by the Company : Rs. NIL (Prev Year NIL)

41. Details of loan and advance given, investment made and securities provided as required to be disclosed as per provisions of section 186(4) of the companies Act, 2013 have been disclosed in respective heads.

42. Balance in the accounts of Trade receivables, Advance, Security Deposits and Trade Payables has in some cases not been confirmed by the respective parties and are subject to confirmation by them.

43. Figures of Previous year have been regrouped whenever found necessary to make them comparable with that of current year.

As per our attached report of even date

For and on behalf of the Board

FOR ATUL GARG & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 01544C

(ATUL MEHRA)
CHAIRMAN & WHOLE TIME DIRECTOR
DIN: 00811607

(MAHENDRA KUMAR SINGH)
DIRECTOR
DIN: 02727150

(ATUL GARG)
PARTNER
M.NO. 070757

(RAKESH KUMAR YADAV)
CHIEF FINANCIAL OFFICER

(NISHI)
Company Secretary
M.NO.50043

Kanpur
14th July 2021

TASTY DAIRY SPECIALITIES LIMITED

CIN: L15202UP1992PLC014593

Registered Office: D-3, UPSIDC Industrial Area, Jainpur, Kanpur Dehat-209 311, Uttar Pradesh

Administrative Office : G-6, 12/483 Ratandham Apartment, McRobertganj, Kanpur -208001

Telefax No.: +91 0512 -2551643 **Website:** www.tastydairy.com

E-Mail ID: info@tastydairy.com

NOTICE TO MEMBERS

Dear Members,

NOTICE is hereby given that 29th Annual General Meeting (“AGM”) of the Members of **Tasty Dairy Specialities Limited** will be held on Thursday, September 30, 2021 at 03.00 P.M. through Video Conferencing / Other Audio Visual Means (“VC”/“OAVM”), to transact the following business.

The Venue of the meeting shall be deemed to be the Registered Office of the company

ORDINARY BUSINESSES

1. To consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended on March 31, 2021 together with the Report of the Board of Directors and report of the Auditor thereon and other reports.
2. To re-appoint a director Mr. Atul Mehra (DIN: 00811607) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To consider and approve the appointment of M/s **Gupta Agarwal & Sultania (FRN- 018782C)**, Chartered Accountants, Kanpur as a Statutory Auditor of the Company and to fix their remuneration and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139, 141 & 142 and other applicable provisions if any, of the ,Companies Act, 2013 (including any statutory modifications or amendment thereto or re-enactments thereof for the time being in force) read with Companies (Audit and Auditors) Rules, 2014, and pursuant to recommendation of the Audit Committee of the Board of Directors, the company hereby appointed **M/s Gupta Agarwal & Sultania (FRN- 018782C)**, Chartered Accountants, as Statutory Auditor of the Company for a term of 5(Five) consecutive years to hold office from the conclusion of this 29th AGM till the conclusion of 34th AGM of the Company, at an annual remuneration /fees of Rs.3,00,000/- (Rupees Three Lakhs only) plus out of pocket expenses and taxes as applicable from time to time, for the purpose of audit of the Company’s accounts, with the power to the Board/Audit Committee to alter and vary the terms and conditions of re-appointment, revision including upward revision in the remuneration during the tenure of the appointment, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.”

SPECIAL BUSINESS

4. **RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE YEAR 2021-22.**

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

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 40,000/- (Rupees Forty Thousand only) plus applicable GST payable to M/s. Rakesh Misra & Co, Cost Accountants having Firm Registration No. 000249, as recommended by the Audit Committee and appointed as the Cost Auditors of the

Company to conduct the audit of the Cost Records of the Company for the Financial year 2021-22 and as set out in the Statement annexed to the Notice convening this Meeting.”

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

By the order of the Board of Directors

Nishi

Company Secretary & Compliance Officer

M. No. ACS-50043

eCSIN- EA050043A000080691

Registered Office:
D-3, UPSIDC Industrial Area
Jainpur,
Dist.: Kanpur Dehat,
Uttar Pradesh (IN)

Date: 02nd Sept, 2021

1. Considering the present Covid-19 pandemic 2nd wave, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 02/2021 dated January 13, 2021, Circular No. 20/2020 dated May 05, 2020 read together with circulars No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/ CIR/P/ 2020/79 dated May 12, 2020, permitted to convene the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars read with SEBI Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with the above MCA Circulars and SEBI Circular, Notice of the AGM along with the 29th Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that the Notice and 29th Annual Report 2020-21 will also be available on websites of the Company (www.tastydairy.com), websites of the stock exchanges, BSE Limited (www.bseindia.com).
3. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is provided in the Notice.
4. GENERALLY, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. **SINCE, THIS AGM IS BEING HELD THROUGH VC / OAVM IN PURSUANT TO THE MCA CIRCULARS, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.** ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS SHALL NOT BE AVAILABLE FOR THE AGM AND HENCE, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED HERETO.
5. Since, the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. In terms of the provisions of Section 152(6) of the Companies Act, 2013 and rules made there under, Mr. Atul Mehra (DIN: 00811607), Director liable to retire by rotation at the Meeting and offers herself for reappointment. The Board of Directors of the Company recommended his re-appointment. The above proposed retirement by rotation shall not alter any terms and conditions with regard to remuneration, tenure of appointment and such other terms and conditions relating to his appointment as an Executive Director/ Whole time director of the company for a term of five years, as approved by the members at the 28th AGM.
7. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations, SS-2 (Secretarial Standard on General Meeting) issued by the Institute of Company Secretaries of India (“ICSI”) and the provisions of the MCA Circulars and SEBI Circular, and any amendments thereto, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast their vote through Remote e-Voting. For this purpose, the Company has engaged the services of NSDL and have made necessary arrangements with NSDL and RTA to facilitate E-voting. In terms of the MCA & SEBI Circulars, voting can be done only by Remote E-voting/ E-voting. **The Members are advised to use the E-voting procedure, as provided in the Notice.**

8. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

1. As per the MCA Circulars and SEBI Circular the notice of the AGM along with the 29th Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and 29th Annual Report 2020-21 will also be available on the Company's website i.e. www.tastydairy.com , websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com.
2. For receiving all communication (including 29th Annual Report for FY 2020-21) from the Company electronically: Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant (DP).

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

1. The remote e-voting period begins on 27th September, 2021 at 09:00 A.M. and ends on 29th September, 2021 at 05:00 P.M.

2. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the **record date (cut-off date) i.e. 23rd September, 2021**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2021.

3. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:




Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be

	provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to <Saketfcs@gmail.com> with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Abhishek Mishra at evoting@nsdl.co.in, abhishekm@nsdl.co.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. As there are no shares in physical mode, all the shares are held in demat mode, in this case, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (info@tastydairy.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

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

The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote 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 Remote 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 at least 3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@ecreativeindia.com and cs@tastydairy.com . 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 cs@ecreativeindia.com and cs@tastydairy.com. 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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

11. PROCEDURE FOR INSPECTION OF DOCUMENTS:

- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
- All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@tastydairy.com. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, September 23, 2021 through email on cs@tastydairy.com. The same will be replied by the Company suitably.

12. OTHER INFORMATION:

1. Members seeking any information or clarification on the accounts or any other matter to be placed at AGM are requested to send written queries to the Company on cs@tastydairy.com, at least 15 days before the date of the meeting to enable the management to respond quickly.
2. The Board of Directors of the Company has appointed Mr. Saket Sharma (Membership No. FCS: 4229, COP: 2565), Partner, GSK & Associates, Practicing Company Secretaries, having its office at 14-Ratan Mahal, 15/197 Civil Lines, Kanpur-208001, Uttar Pradesh as the Scrutinizer to scrutinize the e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner.
3. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on 23rd September, 2021 (cut – off date), are entitled to vote on the resolutions set forth in this Notice.
4. Register of Member and Share Transfer Books will remain closed from 24th Sept., 2021 to 30th Sept., 2021.
5. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.tastydairy.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges (BSE Limited) where the shares of the Company are listed at www.bseindia.com.

The following statement set out all material facts relating to certain Ordinary Business and the Special Business mentioned in the accompanying Notice.

ORDINARY BUSINESS

Item No. 3

M/s. Atul Garg & Associates, Chartered Accountants, Kanpur (FRN: 01544C), Statutory Auditors of the Company were appointed as Statutory Auditors of the Company for a period of five years at the 24th Annual General Meeting of the Company held on 29th September, 2016 for the term of Five Years till the conclusion of 29th Annual General Meeting of the Company pursuant to provisions of Section 139(1) of the Companies Act, 2013. As the term of appointment of statutory auditor is expiring at this Annual General Meeting. As the company being listed entity it is required to rotate the auditor as per Section 139(2) of the Companies Act, 2013 read with rules framed thereunder. Hence, the Company has proposed the appointment of M/s. Gupta Agarwal & Sultania (FRN- 018782C) with yearly fee of Rs.3,00,000/- (Rupees Three Lakhs Only) plus out of pocket expenses and other applicable taxes.

The Company approached M/s. Gupta Agarwal & Sultania (FRN- 018782C), Chartered Accountants, for their appointment as a Statutory Auditor of the Company. Based on the recommendations of the Audit Committee for appointment, remuneration and terms of appointment of the Statutory Auditors of the Company, the Board at its meeting held on 02nd September, 2021 proposed the appointment of M/s Gupta Agarwal & Sultania (FRN- 018782C), Chartered Accountants, as Statutory Auditors of the Company. M/s. Gupta Agarwal & Sultania (FRN- 018782C), is Member of the Institute of Chartered Accountants of India (ICAI) and the firm was established in 17.08.2011 with registration No. 018782C with 11 years of experience.

The terms of appointment include quarterly audit of Standalone Financial Results and Annual Audit of Standalone Financial statements in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time along with the issuance of certificates in accordance with requirements of the Act, SEBI and RBI.

M/s. Gupta Agarwal & Sultania, Chartered Accountants, will be paid an annual remuneration / fees of Rs.3,00,000 (Rupees Three Lakhs Only) plus out of pocket expenses and taxes as applicable from time to time, for the purpose of audit of the Company's accounts. The power may be granted to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision of the remuneration during the tenure of appointment, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. The remuneration paid to the Statutory Auditors will be disclosed in the Corporate Governance Report as well as the Annual Financial Statements of the Company on an annual basis.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

Your Board of Directors, therefore, recommends passing of the ordinary resolution as set out in Item No. 3 of the accompanying Notice.

SPECIAL BUSINESS

Item No.4

RATIFICATION OF REMUNERATION OF COST AUDITORS FOR THE YEAR 2021-22.

The Board of Directors, at its meeting held on, on recommendation of the Audit Committee meeting held on 14th July, 2021, approved the appointment of M/s **Rakesh Misra & Co, Cost Accountants** (Firm Registration No. 000249) as the Cost Auditors of the Company for the financial year 2021-22 at remuneration of Rs.40,000/- (Rupees Forty Thousand only) plus Service Tax & re-imbusement of out-of-pocket expenses for conducting the audit of the cost accounting records of the Company for issuing the compliance report on cost accounting records maintained. Section 148(3) of the Companies Act, 2013 read with Rule 14(a) of the Companies (Audit and Auditors) Rules, 2014 ("the Act"), requires the Board to appoint an individual, who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor on the recommendations of the Audit committee, which shall also recommend remuneration for such cost auditor and such remuneration shall be considered and approved by the Board of Directors and ratified subsequently by the shareholders.

The resolution contained in **Item no. 3** of the accompanying Notice; accordingly, seek members' approval for ratification of remuneration of Cost Auditors of the Company for the financial year 2021-22.

The Board recommends this resolution for your approval and to be passed as an Ordinary resolution.

None of the Directors, Key Managerial Personnel and/or their relative is in anyway deemed to be concerned or interested in the proposed resolution.

By the order of the Board of Directors

Nishi

Company Secretary & Compliance Officer

M. No. ACS-50043

eCSIN- EA050043A000080691

Registered Office:
D-3, UPSIDC Industrial Area
Jainpur,
Dist.: Kanpur Dehat,
Uttar Pradesh (IN)

Date: 02nd Sept, 2021

Annexure to the Notice

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings]

Brief Resume of the Director	Name of Director	Mr. Atul Mehra
	Date of Birth	06/04/1962
	Date of Re-Appointment	01/04/2020 , for a term of 5 years
	Terms and Condition of appointment	As per Item no. 2 of this notice of AGM
	<p>Mr. Atul Mehra, a veteran entrepreneur with a passion for growth, perfection and excellence was born on 6th Apr 1962 at Bareilly. He is a learned scholar and acquired many qualifications like Mechanical Engineering Graduate from HBTI, an MBA from AKTU, Management Course from IIT Mumbai, Dairying Course from Liverpool University etc. he has also completed Certificate program in Corporate Governance Conferred by Indian Institute of Corporate Affairs. He travelled across the globe to speak during many international events and Workshops in countries like Netherlands, Europe, Uganda, Ethiopia etc.</p> <p>PROFESSIONAL EXPERIENCE</p> <p>Mr. Mehra is the founder of many companies in India and abroad working in food & dairy sector which include India based Tasty Dairy Specialities Limited (listed at BSE Ltd). He is known for his immense knowledge in dairy sector which results in continual profits for the companies, he manages and consults.</p> <p>His leadership led to creation of INDUCED (Indo Dutch Centre of Excellence on Dairying) which works for growth of agriculture and dairying sectors through international partnerships with organizations like PUM Netherlands Senior Experts, Dutch Greenhouse Delta, and CSA University etc. with a focus to empower our farmers with necessary knowledge & skills for doubling their income. He has also started working on creating a new eco-system for development of horticulture sector in India in association with Dutch Green House Delta which will also set-up a Centre of Excellence on Horticulture & Protective Farming in India.</p> <p>Mr. Mehra has chaired many important positions in various prominent trade bodies & social platforms like CII, CIFT, FICCI, IDA, Northern Coal fields etc. He was co-chairman in the CII National Committee on allied sectors in agriculture (Dairy, Poultry & Fisheries) and CII Northern Regional Committee on Food & Agriculture. Prior to this, as Chairman of Uttar Pradesh State Council of CII, he was very successful in representing industries at various forums.</p> <p>SOCIAL SERVICE</p> <p>At social service front, Mr. Mehra constantly also contributes to reform the society through his foundation known as PRYAAS (Projects Requiring Your</p>	

	<p>Association & Support). This foundation works in the fields like Women Empowerment, Drinking Water, and Child Education etc.</p> <p>Mr. Mehra also runs many Social media campaigns, one of which was “AIRPORT FOR KANPUR” which succeeded in getting flights started from Kanpur Civil Enclave, along with a Facebook campaign titled “GROWTH FOR KANPUR” with the motive of making this city a smart one.</p> <p>AWARDS & RECOGNITIONS</p> <p>For his contribution in the growth of dairy & food industry and social services, he has been awarded many times with prestigious awards like National MSME Award, Leaders of Tomorrow Award, Udyog Patra Award, Business Leadership Award, CSR Leadership Award, Paul Harris Fellowship etc. In 2020 he has been awarded with “CEO of the Year” by Agriculture Today Group at Indian Dairy Award 2020.</p>
<p>Nature of his expertise in specific functional Areas</p>	<p>Business Strategies and Planning and International tie ups</p>
<p>Disclosure of relationship between directors inter-se</p>	<p>There is no relationship inter-se between Mr. Atul Mehra and other members on board and Key Managerial Personnel of the company.</p>
<p>Name of listed entities in which the person also hold directorship and the membership of Committees of the Board</p>	<p>NIL</p>
<p>Shareholding of directors</p>	<p>15,03,000 shares</p>

DIRECTORS' REPORT

To
The Members of
Tasty Dairy Specialities Limited

Your Directors are presenting the 29th Annual Report on the business and operations of your Company, Tasty Dairy Specialities Limited ('the Company') together with the Audited Financial Statements for the financial year ended 31st March, 2021.

1. FINANCIAL RESULTS

Particulars	(Amount in Lakhs)	
	For the Year ended 31 st March, 2021	For the Year ended 31 st March, 2020
Revenue from Operations	32,800.93	40,315.91
Other Income	197.29	72.90
Total Income	32,998.22	40,388.81
Profit before Interest, Depreciation and Taxes	(1,159.09)	1,254.27
Less: Depreciation and Amortization expenses	183.48	189.96
Less: Interest on borrowings (Finance cost)	508.96	477.94
Profit before tax and exceptional items	(1,851.53)	1,254.27
Less: Exceptional Item	-	68.00
Profit before Tax (PBT)	(1,851.53)	586.37
Tax Expenses:		
Less: Net Current Tax (incl. Tax adjustment relating to earlier years)	12.89	180.47
Add: Deferred Tax	481.41	5.01
Net Profit/(Loss) after tax (PAT)	(1,383.01)	410.91
Other comprehensive Income	0.32	5.06
Earnings per share (Basic & Diluted)	(6.77)	2.01
Paid Up Share Capital	Rs.204,300,000	Rs.204,300,000

Note: During the year company's financials adopted Indian-Accounting Standard after migration to the main board.

2. FINANCIAL HIGHLIGHTS AND OPERATION

The Key highlights pertaining to the business of the Company for the Financial Year 2020-21 have been given hereunder:

- The Total Revenue from operations of the Company during the financial year 2020-21 was Rs.32,800.93 Lakhs against the revenue from operations of Rs.40,315.91 Lakhs in the previous financial year 2019-20.
- The Net Profit/(Loss) before tax and prior item for the year under review at Rs.(1,851.53) Lakhs was less than the profit in the previous year of Rs.1,254.27 Lakhs.
- The Net Profit/(Loss) after tax for the year under review at Rs.(1,383.01) Lakhs was lesser than that of profit in the previous year of Rs.410.91 (Lakhs). The Earning Per Share (EPS) of the company is (Rs.6.77) per share.
- This year overall business performance remained low due to economic slowdown and covid impact. Your Directors are hopeful about the performance of the company to be better in the upcoming financial years.

3. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATED AND THE DATE OF THE REPORT

There are no material changes and commitments affecting financial position of the company, which occurred after the end of the financial year i.e., March 31, 2021, except the impact of Covid-19 second wave pandemic on the business operation of the Company as follows:

The company is engaged in the business of procurement and processing of milk and manufacturing and sale of Ghee, Butter, Milk Powder, packaged milk and other milk products. These are edible items for human consumption and has limited life and are perishable in nature. The products of the company are normally consumed in hospitality (HORECA) sector e.g. restaurants, hotels, confectioners and sweet shops etc. besides household consumption. The spread of Corona Virus pandemic (COVID-19) throughout the Country and resultant frequent lockdowns by the State Government and Local Administrations in the pandemic effected areas had adversely impacted these sectors with consequential impact on the sales of the company's products. Due to continuous decline in the sale of the products, the stock of the products gradually accumulated at production facilities and with the dealers and distributors of the company and this had resulted in the accumulation of receivables also on account of withholding the payments by the customers.

During the fourth quarter the company assessed the quality of the stocks so accumulated and found that about 662 tonnes of different milk products are not fit for human consumption. In order to meet the regulatory requirement, the company had no choice but to dispose of such deteriorated stocks as scrap which has resulted in loss of approximate Rs.1,694.94 Lacs in comparison to cost of such products.

Due to continuous accumulation of inventory and low demand, the plant of the company was operated only for limited specific products during the last quarter of the financial year. However due to the surge of the second wave of COVID-19 and consequent lock down by the State Government and Local Authorities, the operations were shut down at the end of the year and thereafter as a result the physical Verification of quantity and quality of stocks could not be carried out by the management at the end of the year and till the date of the finalization of the financial statements. However, based on the assessment of the accumulated stock in the fourth quarter and subsequent decline in the sale, the management has made a provision of Rs.205.10 Lacs for the expected loss on account of deterioration of quality and realizable value of stock.

As stated above the management has considered the impact of spread of COVID-19 in preparation of financial result of quarter and year ended March 31, 2021 based on the information available to it up to the date of approval of these financial results for the conditions existing as on the date of the financial statements. The impact of COVID-19 may defer from what has been assessed by the management as at the date of approval of these financial results. The company will continue to closely monitor any material change in future economic conditions and take appropriate action as may be required.

The management has planned to implement various cost saving measures with improved operational efficiency of the plant and is in process of mobilizing resources to continue the manufacturing operations of the company. Further, there has been significant decline in the spread of pandemic due to various measures taken by the State Government and Local Administration and the authorities has started lifting the lock downs gradually. Considering the improved situation and steps initiated by the management, the management is of the view that the operations of the company shall continue in near foreseeable future with improved operational efficiency and therefore these financial statements are continued to be presented on going concern basis.

4. DIVIDEND

In view of losses incurred by the company during the year under review, your Directors have decided not to recommend any dividend for the period under review. Therefore, the Company's Board of Directors does not recommend a dividend for the year ended March 31, 2021.

5. TRANSFER TO RESERVES

In view of losses incurred by the company during the year under review. During the financial year under review the Company has transferred its amount to reserve as shown in notes to accounts of the financial statements.

6. CHANGE IN SHARE CAPITAL STRUCTURE

During the year under review, the company has made following changes in the Capital Structure:

A) AUTHORISED SHARE CAPITAL

During the year under review 2020-21, the Authorised share capital of the company is Rs.24,00,00,000/- (Rupees Twenty-Four Crores only) divided into 2,40,00,000 equity shares of Rs.10 each.

B) ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL:

During the under review 2020-21, the issued, subscribed and paid up share capital of the company is Rs.20,43,00,000 (Twenty Crores Forty- three lakhs only) divided into 2,04,30,000 Equity shares of Rs.10 each.

C) ISSUE OF BONUS SHARES:

During the year under review 2020-21, there was no Bonus issue of equity shares.

D) BUY BACK OF SECURITIES:

The Company has not bought back any of its securities during the year under review.

E) ISSUE OF SHARES WITH DIFFERENTIAL VOTING RIGHTS, SWEAT EQUITY SHARES AND EMPLOYEES STOCK OPTIONS:

During the financial year under review the company has not issued any shares with differential voting rights nor granted stock option, nor Sweat Equity.

F) PROVISION OF MONEY BY COMPANY FOR PURCHASE OF ITS OWN SHARES BY EMPLOYEES OR BY TRUSTEES FOR THE BENEFIT OF EMPLOYEES: N.A.

7. MATERIAL CHANGES DURING THE FINANCIAL YEAR 2020-21

During the year under review there is no material changes except that the company's equity shares has been migrated from SME platform to the Main Board of BSE Ltd. Accordingly, the financial statements for the year ended 31st March,2021 are the first financials with comparatives, prepared under IND-AS. For all previous periods including the year ended 31st March,2020, the company has prepared its financial statements in accordance with the Accounting Standards notified under Section 133 of the Companies Act,2013 read with Rule 7 of the Companies (Accounting Standards) Rules,2014 (as amended) and other relevant provisions of the Act (hereinafter referred to as "Previous GAAP") used for its statutory reporting requirement in India. Refer note 38 of notes to accounts of Financials statement for an explanation of how the transition from Previous GAAP to Ind-AS has affected the Financial Position, Financial Performance and Cash Flow of the Company.

8. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant, material orders passed by the regulators or Courts or Tribunals, which would impact the going concern status of the company and its future operations.

9. SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

During the year under review no company has become or ceased to be its subsidiaries, joint venture or Associate Company.

10. ACCOUNTS, AUDITORS AND AUDIT REPORT

Statutory Auditor

M/s. Atul Garg & Associates, Chartered Accountants, Kanpur (FRN: 01544C), Statutory Auditors of the Company were appointed as Statutory Auditors of the Company for a period of five years at the 24th Annual General Meeting of the Company held on 29th September, 2016 for the term of Five Years till the conclusion of 29th Annual General Meeting of the Company pursuant to provisions of Section 139(1) of the Companies Act, 2013. As the term of appointment of statutory auditor is expiring at this Annual General Meeting. As the company being listed entity it is required to rotate the auditor as per Section 139(2) of the Companies Act, 2013 read with rules framed thereunder. Hence, the Company has proposed the appointment of M/s. Gupta Agarwal & Sultania (FRN- 018782C) with yearly fee of Rs.3,00,000/- (Rupees Three Lakhs Only) plus out of pocket expenses and other applicable taxes.

The Company approached M/s. Gupta Agarwal & Sultania (FRN- 018782C), Chartered Accountants, for their appointment as a Statutory Auditor of the Company. Based on the recommendations of the Audit Committee for appointment, remuneration and terms of appointment of the Statutory Auditors of the Company, the Board at its meeting held on 02nd September, 2021 proposed the appointment of M/s Gupta Agarwal & Sultania (FRN- 018782C), Chartered Accountants, as Statutory Auditors of the Company. M/s. Gupta Agarwal & Sultania (FRN- 018782C), is Member of the Institute of Chartered Accountants of India (ICAI) and the firm was established in 17.08.2011 with registration No. 018782C with 11 years of experience.

The terms of appointment include quarterly audit of Standalone Financial Results and Annual Audit of Standalone Financial statements in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time along with the issuance of certificates in accordance with requirements of the Act, SEBI and RBI.

M/s. Gupta Agarwal & Sultania, Chartered Accountants, will be paid an annual remuneration / fees of Rs.3,00,000 (Rupees Three Lakhs Only) plus out of pocket expenses and taxes as applicable from time to time, for the purpose of audit of the Company's accounts. The power may be granted to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision of the remuneration during the tenure of appointment, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. The remuneration paid to the Statutory Auditors will be disclosed in the Corporate Governance Report as well as the Annual Financial Statements of the Company on an annual basis.

Members are requested to consider the ratification of appointment of M/s Gupta Agarwal & Sultania (FRN- 018782C), as the Statutory Auditors.

Accounts:

The notes on financial statement referred to in the Auditor's Report except above mentioned qualifications, observations, and emphasis of matter are self- explanatory and do not call for any further comments.

Auditors' Report:

Responses to qualifications, observations & emphasis of matter made by the statutory auditors in Consolidated Audit Report:

Audit Qualifications: Please refer to the section of “Basis of Qualified Opinion” of the Independent Auditors’ Report on Financial Statements (Standalone).

1. No physical verification has been carried out by the management at the end of the year or thereafter to ascertain the physical quantity and quality of inventory. Therefore, quantity and value of stock and adequacy of loss estimated and provided in respect thereof of Rs.205.10 Lacs by the management cannot be ascertained and commented upon by us.
2. Regarding sale / disposal of stock as scrap which was not found fit for human consumption and resulted in loss of Rs.1694.94 Lacs, the assessment of such stock was done by the management in our absence, hence we are unable to comment on such impairment and resultant loss on its sale.

Explanation and comments of the Board on Audit Qualifications:

1. Due to the surge of the second wave of COVID-19 and consequent lock down by the State Government and Local Authorities, the physical Verification of quantity and quality of stocks could not be carried out by the management at the end of the year and till the date of the finalization of the financial statements.
2. Due to lock down restrictions and continuous accumulation of inventory during the last quarter, the Company has decided to sale its different milk products which are not fit for human consumption as scrap.

The statement on impact of Audit Qualifications for audit report with modified opinion is attached along with Consolidated Audited Financial Statements.

The notes on financial statement referred to in the Auditor’s Report except above mentioned qualifications, observations, and emphasis of matter are self- explanatory and do not call for any further comments. The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

Internal Auditor :

Mr. Ved Prakash Agnihotri is the internal auditor of the company. The Audit Committee of the Board of Directors in consultation with the Internal Auditor formulates the scope, functioning, periodicity and methodology for conducting the internal audit.

Secretarial Auditor

M/s. GSK & Associates, Practicing Company Secretaries, was appointed to conduct the Secretarial audit of the Company for the financial year 2020-21 in the board meeting held on 08th May,2020, in terms of Section 204 of the Companies Act, 2013 and the rules there under. The Secretarial Audit Report for the financial year 2020-21 forms the part of the Directors’ Report as **ANNEXURE-I** to the Directors’ Report and the points given in the Report are self-explanatory and do not call for any further comments.

Cost Auditor :

In conformity with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the Board of Directors of the company has, on recommendation of the Audit Committee has appointed M/s Rakesh Misra and Co., Cost Accountant (Firm Registration No. 000249) as the Cost Auditors, for conducting the audit of Cost Records of the Company pertaining to Milk and milk products manufactured by and produced by the company covered under Central Excise Tariff Act, Heading 04022910 and 19059090 respectively in compliance with the Companies (Cost Records and Audit Rules), 2014.

The Board of Directors at their meeting held on 8th May,2020 have appointed M/s Rakesh Misra and Co., Cost Accountant as Cost Auditor for the financial year 2020-21, at a remuneration as specified in the notice convening the Annual General Meeting. Accordingly, the Board recommends the same for ratification by the shareholders at the ensuing Annual General Meeting.

There is no qualification, reservation or adverse remarks or disclaimer made by the auditors in their report and do not call for any further explanation/comment from the board. No frauds are reported by the Auditors which fall under the purview of sub section (12) of Section 143 of the Companies Act 2013.

Disclosure as per The Companies (Accounts) Amendment Rules,2018:

Company has made and maintained its Cost accounts and records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules,2014

11. CHANGE IN NATURE OF BUSINESS, IF ANY

There was no change in the nature of the main business carried on by the company during the period under review. However, your directors looking forward on the business model which would not be a substitute but a complementary to the current business model.

12. DETAILS OF DIRECTORS & KEY MANAGERIAL PERSONNEL

During the year under review, the changes in the Directors and Key Managerial Personnel are herein below:

- During the year under review, Mr. Atul Mehra was re-appointed as Whole-Time Director in the Annual General Meeting of the Company held on 30.09.2020 w.e.f 01.04.2020 for a term of five years.
- Mr. Narendar Shankar Sathe was re-appointed as Independent Director in the Annual General Meeting of the Company held on 30.09.2020 for a second term of five consecutive years commencing from 28.05.2020 upto 28.05.2025.
- Mr. Neeraj Kanodia was re-appointed as Independent Director in the Annual General Meeting of the Company held on 30.09.2020 for a second term of five consecutive years commencing from 28.05.2020 upto 28.05.2025.

A brief on the composition of the Board of Directors of the Company is annexed to this report as “ANNEXURE-A”.

13. INDEPENDENT DIRECTOR DATABANK REGISTRATION

Pursuant to a notification dated October 22, 2019 issued by the Ministry of Corporate Affairs, all directors have completed the registration with the Independent Directors Databank. Requisite disclosures have been received from the directors in this regard. Your Company has received annual declarations from all the Independent Directors of the Company confirming that they have already registered their names with the data bank maintained by the Indian Institute of Corporate Affairs [“IICA”] as prescribed by the Ministry of Corporate Affairs under the relevant rules. 4 Independent Directors have to cleared the online proficiency self-assessment test as prescribed under said rules and they will attempt the said test in due course of time.

14. DEPOSITS

During the year under review, your Company has not invited nor accepted any deposits from the public pursuant to the provisions of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules,

2014 and no amount of principal or interest was outstanding in respect of deposits from the public as on the date of balance sheet.

15. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Since the Company owns a Manufacturing facility, the particulars relating to conservation of energy and technology absorption stipulated in the Company (Accounts) Rules, 2014 are applicable, so the following are the details of Conservation of Energy, Technology absorption, foreign exchange earnings and outgo.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

a) Conservation of Energy:	
(i) Steps taken for conservation	<p>During the year under review, your company for the purpose of energy conservation one of the Boiler was worked upon and upgraded to increase the efficiency of Boiler and will result in conservation of energy by efficient use of steam energy.</p> <p>*Further we are using Plate Heat Exchanger, Condenser Recovery system, which further adds the step to Energy Conservation.</p> <p>*Falling Film Chiller is giving best heat transfer and maintaining desired temp all the time hence leading to Conservation of Energy.</p> <p>*Synchronization of process with the utility like running of Ammonia Compressor, boiler chilled water as per planned processing needs in consultation with shift in charge.</p>
(ii) Steps taken for utilizing alternate sources of energy	<p>*LED lights being used as an alternate source of energy.</p> <p>*Boiler Furnace with high temperature bricks, more water re-circulation line, full nozzles with required bed along with recirculation line of fine particles of un burnt particles gathered in multi cyclone dust collector.</p>
(iii) Capital investment on energy conservation equipment	As per Financial Statement
b) Technology Absorption:	
(i) Efforts made for technology absorption	* Milk Homogenizer(MH) is being used.
(i) Benefits derived	*Milk homogenizer breaks the milk & its additions to molecular level hence increasing shelf life and tastes. This is a new technology in the field of liquid milk manufacture.
(i) Expenditure on Research & Development, if any	NIL
(ii) Details of technology imported, if any	NIL
(iii) Year of import	N/A

(iv)	Whether imported technology fully Absorbed	N/A
(v)	Areas where absorption of imported technology has not taken place, if any	N/A

EXPORT ACTIVITIES

During the financial year 2020-21 under review, the foreign exchange earnings is NIL

FOREIGN EXCHANGE EARNINGS AND OUTGO

During the financial period under review, following are the Inflow and Outflow of Foreign Exchange:

Particulars	As at 31.03.2021	As at 31.03.2020
Expenditures:		
Travelling and other business expenditure	NIL	NIL
Total Outflow	NIL	NIL
Total Inflow	NIL	NIL

16. EXTRA ORDINARY GENERAL MEETINGS / POSTAL BALLOT

During the year under review, the Company has conducted one Postal Ballot through remote e-voting (“Postal Ballot/ E-Voting”) pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 read with General Circular No. 14/2020 dated 8 April, 2020 and General Circular No. 17/2020 dated 13 April, 2020 issued by the Ministry of Corporate Affairs (“General Circulars”), for seeking the approval of the Members of Tasty Dairy Specialities Limited (the “Company”) by way of special resolutions for migration of Listing/ Trading of its Equity shares of the Company from BSE-SME Platform i.e. (SME Board) to Main Board of BSE Limited.

17. DISCLOSURES

a. EXTRACT OF ANNUAL RETURN

A copy of the annual return for financial year 2020-21 is placed on the website of the Company at www.tastydairy.com under investor section, under Annual Report sub-section, prepared in accordance with the provisions of the Companies Act, 2013 with the information available up to the date of this report, and shall be further updated as soon as possible but no later than sixty days from the date of the Annual General Meeting. (Refer <http://tastydairy.com/images/Draft%20Annual%20return%20for%20the%20f.y.%202020-21.pdf>)

b. NUMBER OF MEETINGS OF BOARD

5 (Five) meetings of the Board of Directors and committee meetings as per annexures. 1 (One) Exclusive meeting of Independent directors held during the year. The detail of which is annexed to this report as “Annexure-B”.

c. DIRECTORS’ RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:

- (i) The applicable accounting standards have been duly followed in the preparation of Accounts for the year and that there have been no material departures there from;
- (ii) The Directors selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs as at the end the financial year and of the profit of the Company for the year ended on that date;
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The Directors had prepared the accounts for the year on a going concern basis;
- (v) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

d. DECLARATION BY INDEPENDENT DIRECTORS

Mr. Narendra Shankar Sathe, Mr. Neeraj Kanodia, Mrs. Vimi Sinha, and Dr. Ashok Kumar Tripathi, Independent Directors of the Company have submitted the declaration of Independence as required pursuant to section 149(7) of the Companies Act, 2013 at the first board meeting held during the financial year, stating that they meet the criteria of Independence as provided in section 149(6) of the Companies Act, 2013.

e. COMMITTEES OF THE BOARD

During the year under review, the Board has 5 committees: Audit Committee, Nomination & Remuneration Committee, the Corporate Social Responsibility Committee, Stakeholders' Relationship Committee and Management committee and 1 Internal Complaint Committee.

AUDIT COMMITTEE

As per the provisions of Section 177 of the Companies Act, 2013, Audit Committee of the Board of Directors of the company has an optimum composition of Executive, Non-executive and Independent Director as required under the Act and the members of Audit Committee met Five (5) times during the year.

(Annexure-B)

Name of Directors	Date of Audit committee meetings					No. of meeting attended
	08 th May, 2020	26 th June, 2020	04 th Sept., 2020	11 th Nov., 2020	13 th Feb., 2021	
Mr. Narendra Shankar Sathe	Present	Absent	Present	Present	Present	4
Mr. Neeraj Kanodia	Present	Present	Present	Present	Present	5
Dr. Ashok Kumar Tripathi	Absent	Present	Present	Absent	Present	3

NOMINATION AND REMUNERATION COMMITTEE AND POLICY

As per the provisions of Section 178 of the Companies Act, 2013, The Nomination and Remuneration Committee of the Board of Directors of the company has an optimum composition of Executive, Non-executive and Independent Director as required under the Act and the members of Nomination and Remuneration Committee met 2 (two) times during the year.

The details of the composition and meetings of its committees is provided:

Name of Directors	Date of Nomination & Remuneration committee meetings		No. of meeting attended
	08 th May,2020	11 th November, 2020	
Mr. Narendra Shankar Sathe	Present	Present	2
Mr. Neeraj Kanodia	Present	Present	2
Mrs. Vimi Sinha	Absent	Present	1

CORPORATE SOCIAL RESPONSIBILITIES COMMITTEE

The Board has constituted the Corporate Social Responsibility Committee and based on the recommendation of the Committee approved the CSR Policy of the Company in accordance with Section 135 of the Act and rules made thereunder and the members of CSR Committee met 2 (Two) times during the year.

The details of the composition and meetings of its committees is provided:

Chairman and Members	Category	Meetings held during the tenure of directors	Meetings attended
Mr. Atul Mehra	Chairman	2	2
Mr. Narendra Shankar Sathe	Member	2	2
Mr. Neeraj Kanodia	Member	2	2

STAKEHOLDER'S RELATIONSHIP COMMITTEE

During the year under review, the members of Stakeholder's Relationship Committee met 1 (one) time during the year.

f. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Particulars of loans, guarantees and investments under Section 186 of the Companies Act, 2013 are provided in the notes to the financial statements for the year ended March 31, 2021.

During the year under review, company has not made any Loans, guarantee, and investment which requires compliance of Section 186(3) of the Companies Act, 2013.

g. BOARD EVALUATION

Pursuant to the provisions of section 134(3)(p) the Companies Act, 2013, the Board of directors of the company is committed to get its performance evaluated in order to identify its strength and areas in which it may improve its functioning. In this regard, the Nomination and Remuneration Committee has established the process for evaluation of the performance of Directors, including the Independent Directors.

The company has devised a policy naming (Nomination & Remuneration Policy) for performance evaluation of Independent Directors, Board, Committees and other individual directors which includes the criteria and process for the performance evaluation of the Executive/ Non executive directors and Committees and board as a whole. The policy is uploaded on the website of the company under Investor section at i.e www.tastydairy.com.

During the year under review as per the policy for the performance evaluation, formal annual evaluation of the performance of the Directors, including independent directors, the board and its committees was made by the Nomination & Remuneration Committee in their respective meetings.

h. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT OF THE COMPANY

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a Nomination and Remuneration policy namely “Nomination & Remuneration Policy” in line with the requirement of Section 178 of the Companies Act, 2013. The policy inter alia provides the procedure for selection, appointment and remuneration of Directors and Key Managerial Personnel, including criteria for determining qualifications, positive attributes, and independence of Directors.

i. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts/transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm’s length basis.

No material Related Party Transactions, i.e. transactions exceeding ten percent of the annual turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not applicable.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions for transactions which are of repetitive nature and entered in the ordinary course of business and are at arm’s length. All Related Party Transactions are subjected to independent review by a reputed accounting firm to establish compliance with the requirements of Related Party Transactions under the Act and SEBI LODR Regulations.

j. RISK MANAGEMENT POLICY

The Company has a Risk Management Policy to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company’s competitive advantage.

The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting.

k. PARTICULARS OF EMPLOYEES

- a) The employees of the Company continue to render their full co-operation and support to the Management. The Directors wish to place on records their appreciation to all the employees for their co-operation.
- b) Information as per Section 197(2) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 forming part of the Director’s Report for the year ended 31st March, 2021 is not required to be furnished as no employees were employed for Rs.1,02,00,000/- or more per year or Rs.8,50,000/- or more per month for any part of the Year.

I. REPORTING UNDER THE PROVISIONS OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013.

The Company has framed proper policy to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. As per Section 22 and 28 of the Sexual harassment of Women at Workplace (prevention, prohibition and redressal) Act, 2013, the Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment.

The following is the summary of sexual harassment complaints received and disposed-off during the financial year 2020-21.

No of Complaints Received	NIL
No of Complaints Disposed off	NIL

m. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has in place adequate internal financial controls with reference to financial statements. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

n. CORPORATE SOCIAL RESPONSIBILITY

As part of its initiatives under “Corporate Social Responsibility” (“CSR”), the Company has spent on the activities in the areas of Education, health, safe drinking water, eradicating hunger in terms of its “Corporate Social Responsibility Policy” (“CSR Policy”). These activities are largely in accordance with Schedule VII of the Companies Act, 2013.

The Annual Report on CSR activities in the prescribed format under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as “**ANNEXURE-C**”.

o. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management’s Discussion and Analysis Report for the year under review, is presented in a separate section forming part of the Annual Report and is annexed herewith as “**ANNEXURE -D**”.

p. CEO/ CFO CERTIFICATION:

In terms of Regulation 17(8) of the Listing Regulations, the CFO has certified to the Board of Directors of the Company with regard to the financial statements and other matters specified in the said regulation for the financial year 2020-21. The certificate received from CFO is attached herewith as per “**ANNEXURE – E**”.

q. LISTING FEES:

The Company affirms that the annual listing fees for the year 2020-21 to The Bombay Stock Exchange Limited (BSE) has been duly paid. As on date no outstanding dues.

r. VIGIL MECHANISM AND WHISTLE BLOWER MECHANISM

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the company has established a vigil mechanism for Directors and Employees to report their concerns about unethical behavior, genuine concerns, actual or suspected fraud or violation of the company’s Code of Conduct.

The mechanism provides for adequate safeguards against victimization of Directors and employees who avail the vigil mechanism. In exceptional cases, Directors and employees have direct access to the Chairman of the Audit Committee. The detailed disclosure of the Vigil Mechanism & Whistle Blower Policy is available at www.tastydairy.com under Investor desk -> investor information section.

s. COMPANY CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

The Board of Directors has code of practices and procedures for fair disclosure of unpublished price sensitive information (UPSI) in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015. Under this code the company lays down guidelines and procedures and principals to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation.

The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and connected persons to maintain the highest ethical standards of dealing in Company securities.

Pursuant to amendments in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 vide the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company adopted the new “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information”(“Fair Disclosure Code”) incorporating a policy for determination of “Legitimate Purposes” as per Regulation 8 and Schedule A to the said regulations w.e.f. 1st April, 2019.

The Revised Insider Trading Code or Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information (UPSI), is available on our website i.e www.tastydairy.com.

t. COMPLIANCE WITH THE CODE OF CONDUCT

The Board has formulated code of Conduct for the Board Members and Senior Management of the company, which has been posted on the website of the company. It is affirmed that all the directors and senior management have complied with the code of conduct framed by the company and confirmation from all the directors, KMP and senior management has been obtained in respect of the F.Y. 31st March 2021. “**ANNEXURE- F**”.

u. CORPORATE GOVERNANCE

Corporate Governance is, essentially, a philosophy. It encompasses not only the regulatory and legal requirements, but also the voluntary practices developed by the Company to protect the best interests of all stakeholders. The Company complies with all the Standards, Guidelines and Principles governing disclosures and obligations set out by the Securities and Exchange Board of India (SEBI) and the Stock Exchanges on corporate governance.

A separate report on Corporate Governance along with Certificate from M/s. GSK & Associates, Practicing Company Secretaries, Kanpur on compliance with the conditions of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided as a part of this Annual Report. (**ANNEXURE- G**)

Your Company has made all information, required by investors, available on the Company’s website www.tastydairy.com under Investor desk of Corporate Governance section.

v. CERTIFICATE OF NON DISQUALIFICATION OF DIRECTORS

Pursuant to Regulation 34(3) and Schedule V, Para C, Clause (10)(i) of SEBI (LODR) Regulations, 2015, Certificate of non-disqualification of Directors as on 31.03.2021 has been received from Practicing Company Secretary and annexed as “ANNEXURE –H” of the Directors’ report.

ACKNOWLEDGEMENTS

Your Directors would like to express their appreciation for the assistance and co-operation received from the Banks, Members, Esteemed Customers and Suppliers & Buyers during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Employees of the Company.

**By the order of Board of
for Tasty Dairy Specialities Limited**

Date : September 02, 2021
Place : Kanpur

ATUL MEHRA
Whole time Director
DIN : 00811607

MAHENDRA KUMAR SINGH
Director
DIN : 0272750

Statement on impact of Audit Qualifications on Standalone Audited Financial Results for the Financial Year ended March 31, 2021

[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]

I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Audited Figures (audited figures after adjusting for qualifications)
	1	Turnover/ Total Income	32,998.22	32,998.22
	2	Total Expenditure	34,849.75	34,849.75
	3	Net Profit/(Loss)	-1,851.53	-1,851.53
	4	Earning per Share	-6.77	-6.77
	5	Total Assets	12,857.22	12,857.22
	6	Total Liabilities	6,995.10	6,995.10
	7	Net Worth	5,862.12	5,862.12
	8	Any Other Financial Item(s) (as felt appropriate by the Management)	-	-
II. Audit Qualification (each audit qualification seperately):				
	a.	Details of Audit Qualification: 1. No physical verification has been carried out by the management at the end of the year or thereafter to ascertain the physical quantity and quality of inventory. Therefore, quantity and value of stock and adequacy of loss estimated and provided in respect thereof of Rs.205.10 Lacs by the management cannot be ascertained and commented upon by us. 2. Regarding sale / disposal of stock as scrap which was not found fit for human consumption and resulted in loss of Rs.1694.94 Lacs, the assessment of such stock was done by the management in our absence, hence we are unable to comment on such impairment and resultant loss on its sale.		
	b.	Type of Audit Qualification: 1. Qualified Opinion 2. Qualified Opinion		
	c.	Frequency of Qualification: 1. First Time 2. First Time		
	d.	For Audit Qualification(s) where the impact is quantified by the Auditors, Management's Views: N.A.		
	e.	For Audit Qualification(s) where the impact is not quantified by the Auditors:		
	(i)	Management's estimation on ther impact of audit qualification: 1. Due to the surge of the second wave of COVID-19 and consequent lock down by the State Government and Local Authorities, the physical Verification of quantity and quality of stocks could not be carried out by the management at the end of the year and till the date of the finalization of the financial statements. 2. Due to lock down restrictions and continuous accumulation of inventory during the last quarter, the Company has decided to sale its different milk products which are not fit for human consumption as scrap.		
	(ii)	If Management is unable to estimate the impact, reasons for the same: N.A.		
	(iii)	Auditor's Comments on (i) or (ii) above: 1. Since, we were not made available of physical verification report of inventory at the end of the year or thereafter, we were unable to comment on the same and any consequential adjustments that may arise in this regard in these financial results 2. The assessment of stock found unfit for human consumption was done by the management in our absence hence we were unable to comment on such impairment and resultant loss.		
III. Signatories:				
		Chairman & Whole Time Director		
		CFO		
		Audit Committee Chairman		
		Statutory Auditor		

Place: Kanpur
Date: July 14, 2021



Annexure-“A” to the Directors’ Report**COMPOSITION OF THE BOARD OF DIRECTORS**

The composition of the Board of as on 31st March 2021 was as follows:

Category	No. of Directors
<u>Executive Directors</u>	2
<u>Non-Executive Directors</u>	
Independent Non-Executive Director	3
Independent Women Director	1
Total	6

**By the order of Board of
for Tasty Dairy Specialities Limited**

Date : September 02, 2021
Place : Kanpur

ATUL MEHRA

Whole time Director

DIN : 00811607

**MAHENDRA KUMAR
SINGH**

Director

DIN : 0272750

**“Annexure-B” to the Directors’ Report
BOARD MEETINGS HELD DURING THE 2020-21
(Date are in DD-MM-YYYY)**

S. No.	Date of Meetings	Total Number of Directors as on the date of meeting	Attendance	
			Number of Director attended	as %age of total Director
1	08-05-2020	6	4	66.67
2	26-06-2020	6	4	66.67
3	04-09-2020	6	6	100
4	11-11-2020	6	5	83.33
5	13-02-2021	6	5	83.33

EXCLUSIVE MEETING OF INDEPENDENT DIRECTOR

S. No.	Date of Meetings	Total Number of Directors as on the date of meeting	Attendance	
			Number of Director attended	as %age of total Director
1	09-03-2021	4	4	100

MANAGEMENT COMMITTEE MEETING HELD DURING THE YEAR 2020-21

S. No.	Date of Meetings	Total Number of Directors as on the date of meeting	Attendance	
			Number of Director attended	as %age of total Director
1	30-12-2020	4	3	75

COMMITTEE MEETINGS HELD DURING THE YEAR 2020-21

1. CSR COMMITTEE MEETINGS DURING THE YEAR 2020-21

S. No.	Date of Meetings	Total Number of Directors as on the date of meeting	Attendance	
			Number of Director attended	as %age of total Director
1	08-05-2020	3	3	100
2	20-11-2020	3	3	100

2. AUDIT COMMITTEE MEETINGS DURING THE YEAR 2020-21

S. No.	Date of Meetings	Total Number of Directors as on the date of meeting	Attendance	
			Number of Director attended	as %age of total Director
1	08-05-2020	3	2	66.67
2	26-06-2020	3	2	66.67
3	04-09-2020	3	3	100
4	11-11-2020	3	2	66.67
5	13-02-2021	3	3	100

3. NOMINATION AND REMUNERATION COMMITTEE MEETING HELD DURING THE YEAR 2020-21

S. No.	Date of Meetings	Total Number of Directors as on the date of meeting	Attendance	
			Number of Director attended	as %age of total Director
1	08-05-2020	3	2	66.67
2	11-11-2020	3	3	100

4. STAKEHOLDERS RELATIONSHIP COMMITTEE MEETING HELD DURING THE YEAR 2020-21

S. No.	Date of Meetings	Total Number of Directors as on the date of meeting	Attendance	
			Number of Director attended	as %age of total Director
1	17-12-2020	5	5	100

**By the order of Board of
for Tasty Dairy Specialities Limited**

Date : September 02, 2021

Place : Kanpur

ATUL MEHRA

Whole time Director

DIN : 00811607

MAHENDRA KUMAR SINGH

Director

DIN : 0272750

“Annexure-C” to the Boards’ Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FY 2020-21 TO BE INCLUDED IN THE DIRECTORS’ REPORT:

1. Brief outline on CSR Policy of the Company :

1. A brief outline of the Company’s CSR policy, including overview of projects or program proposed to be undertaken and a reference to the CSR policy and projects or program is shown in website of the company :

Tasty Dairy Specialities Limited (TDSL) has been continuously involved in holistic development of the society. TDSL furthered its deliverables on social responsibility by strengthening and improving lives of under privileged and marginalized communities. The social initiatives encompassing Availability of Safe Drinking Water, Women Empowerment, Farmer Capacity Building Activities/Seminars, Healthcare initiatives viz Testing Camps, Blood Checking Camp, Child Education, Water Sanitation, Rural Development Projects etc. were taken.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meeting of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr Atul Mehra	Whole time Director, Chairperson of CSR Committee	2	2
2	Mr. Neeraj Kanodia	Independent Director, Member of CSR Committee	2	2
3	Mr. Narendra Shankar Sathe	Independent Director, Member of CSR Committee	2	2

Notes :

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. :

Composition of CSR committee <http://tastydairy.com/images/byakhilesh/E.%20BOARD%20OF%20DIRECTORS%20AND%20COMMITTEES.pdf>

CSR Policy <http://tastydairy.com/csr.php>

CSR projects approved by the board <http://tastydairy.com/csr.php>

3. Provide the 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 (attach the report). : Not Applicable
4. 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 : Not Applicable
6. Average net profit of the company as per section 135(5) : **Rs.68,046,034/-**
1. 7. (a) Two percent of average net profit of the company as per section 135(5) : **Rs.1,360,921/-**
 - (b) Surplus arising out of CSR projects or Programmes or activities of the previous financial years.: **Nil**
 - (c) Amount required to be set off for the financial year, if any. : **Nil**
 - (d) Total CSR obligation for the financial year 2020-21 (7a+7b-7c). : **Rs.1,360,921/- (13.61 lacs)**
8. (a) CSR amount spent for the financial year:

Total Amount spent for the Financial Year 2020-21 (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
Rs.13.67	NIL	NA	NA	Nil	NA

(b) Details of CSR amount spent against **ongoing projects** for the financial year.: NIL

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local Area (Yes/No.)	State	District	Projection duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial year (n Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation Direct (Yes/ No).	Name	CSR Registration Number
NOT APPLICABLE												

(C) Details of CSR amount spent against **other than ongoing projects** for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local Area (Yes/No.)	State	District	Amount spent for the project (in Rs.)	Mode of Implementation Direct (Yes/ No)	Name	CSR Registration Number
1	Making Available Safe drinking water (WATER MANAGEMENT PROJECT)	Clause (i) CRISIS	Yes	U.P.	Near Kanpur, Kanpur Dehat	Rs.617,407	Company Itself		N.A.

2	Eradicating hunger-Providing Skimmed milk powder, Biscuits & Tea (VRIDHA ASHRAM PROJECT)	Clause (i)	Yes	U.P.	Kanpur	Rs.280,470	Company Itself	N.A.
3	Special Education to Progressive Farmers, NGO's, Veterinarians and Dairy Farm Owners	Clause (ii)	Yes	U.P.	Kanpur Dehat	Rs.228,824	Company Itself	N.A.
4	Cattle health check-ups and providing Veterinary medicines	Clause (iv)	Yes	U.P.	Kanpur Dehat	Rs.240,244	Company Itself	N.A.
Total amount						Rs.1,366,945		

(d) Amount spent in Administrative Overheads : **Nil**

(e) Amount spent on Impact Assessment, if applicable : **Nil**

(f) Total amount spent for the Financial Year, (8b+8c+8d+8e) : Rs.13.61 lacs

(g) Excess amount for set off, if any :

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	13.61 lacs
(ii)	Total amount spent for the Financial Year	13.67 lacs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.06 lacs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.06 lacs

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

Sl. No.	Proceeding Financial Year.	Amount transferred to Unspent CSR Account under Section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer.	
1	2019-20	NIL	NIL	NOT APPLICABLE			NOT APPLICABLE
2	2018-19	NIL	NIL				
3	2017-18	NIL	NIL				
	TOTAL						

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of the reporting Financial Year (in Rs.)	Status of the project Completed / On going
Not Applicable								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year : **Not Applicable**

(asset-wise details)

(a) Date of creation or acquisition of the capital asset(s). **Not Applicable**

(b) Amount of CSR spent for creation or acquisition of capital asset. **Not Applicable**

(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**

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not applicable

Date: 02/09/2021

Place: Kanpur

On behalf of the Board

Sd/-

Atul Mehra

Whole time Director and Chairman of committee

Annexure- D

MANAGEMENTS DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following discussion of our financial condition and results of operations should be read in conjunction with our financial statements as of and for the year ended March 31, 2021 and the year ended March 31, 2020. The financial statements for the year ended 31st March, 2021 are the first financials with comparatives, prepared under Ind-AS. For all previous periods including the year ended 31st March, 2020, the company has prepared its financial statements in accordance with the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounting Standards) Rules, 2014 (as amended) and other relevant provisions of the Act (hereinafter referred to as "Previous GAAP") used for its statutory reporting requirement in India. Refer note 38 of notes to accounts of Financials statement for an explanation of how the transition from Previous GAAP to Ind-AS has affected the Financial Position, Financial Performance and Cash Flow of the Company.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance.

INDUSTRY STRUCTURE AND DEVELOPMENT

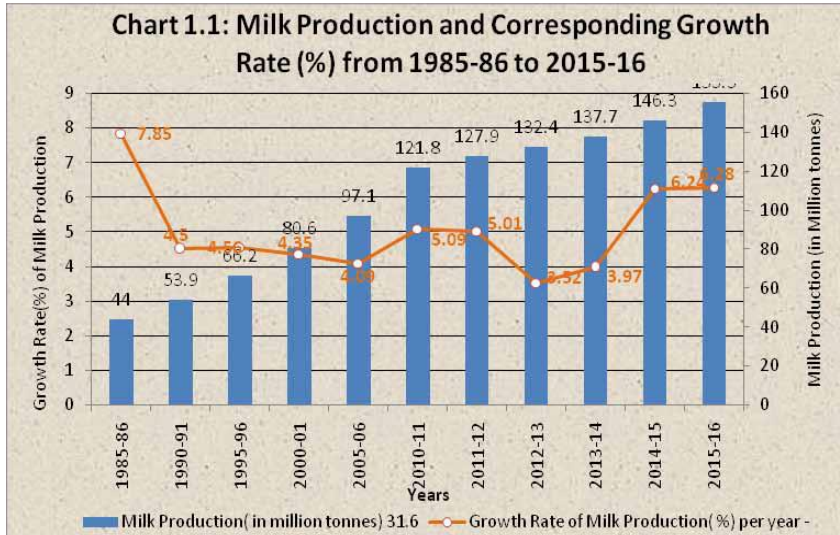
A) Overview of Indian economy

Dairy activities have traditionally been integral to India's rural economy. The country is one of the largest producer of dairy products in the world and almost entire production is consumed by the nation. Despite being the world's largest producer, the dairy sector is by and large in the primitive stage of development and modernization. On the demand side, the situation is buoyant. With the sustained growth of the Indian economy and a consequent rise in the purchasing power during the last two decades, more and more people today are able to afford milk and value added dairy products. This trend is expected to continue with the sector experiencing a robust growth in demand in the short and medium run. If the impediments in the way of growth and development are left unaddressed, India is likely to face a serious supply - demand mismatch and it may gradually turn into a substantial importer of milk and milk products.

The Indian economy expanded 6.3 percent year-on-year in the third quarter of 2017, above a 5.7 percent in the previous quarter which was the lowest in near three years, but below market expectations of a 6.4 percent. Investment and inventories growth rebounded, offsetting a slowdown in both private and public spending. GDP Annual Growth Rate in India averaged 6.12 percent from 1951 until 2017, reaching an all-time high of 11.40% in the first quarter of 2010 and a record low of -5.20 percent in the fourth quarter of 1979.

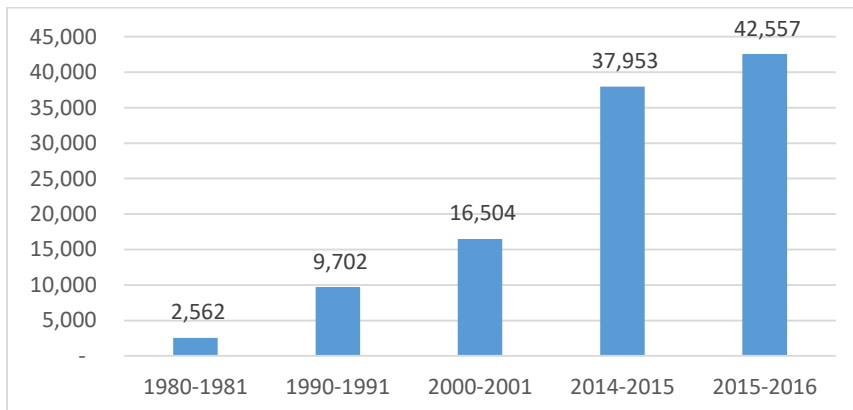
Milk Production

India continues to be the largest producer of milk in world. Several measures have been initiated by the Government to increase the productivity of livestock, which has resulted in increasing the milk production significantly from the level of 102.6 million tonnes at the end of the Tenth Plan (2006-07) to 127.9 million tonnes at the end of the Eleventh Plan (2011-12). Milk production during 2014-15 and 2015-16 is 146.3 million tonnes and 155.5 million tonnes respectively showing an annual growth of 6.27% per capita availability of milk is around 337 grams per day in 2015-16 production of milk and corresponding growth rate (%) per year from 1985-86 to 2015-16 is shown in chart



Source: <http://dahd.nic.in/sites/default/files/Annual%20Report%202016-17.pdf>

Milk Procurement (in thousands kilograms per day)

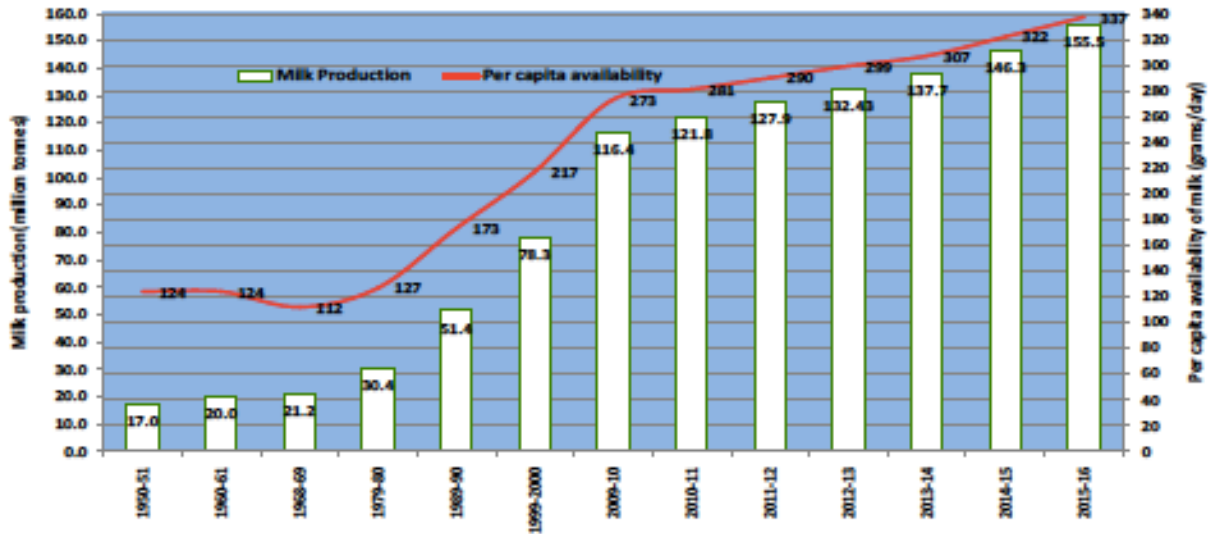


Source: http://www.nddb.org/sites/default/files/NDDDB_AR_2015-16Eng.pdf

Dairy Development

The Dairy sector in India has grown substantially over the years. As a result of prudent policy intervention, India ranks first among the world's milk producing nations, achieving an annual output of 155.49 million tonnes during the year 2015-16 as compared to 146.31 million tonnes during 2014-15 recording a growth rate of 6.27 %. FAO reported 1.8% increase in world milk production from 789 million tonnes in 2014 to 803 million tonnes in 2015. This represents a sustained growth in the availability of milk and milk products for growing population.

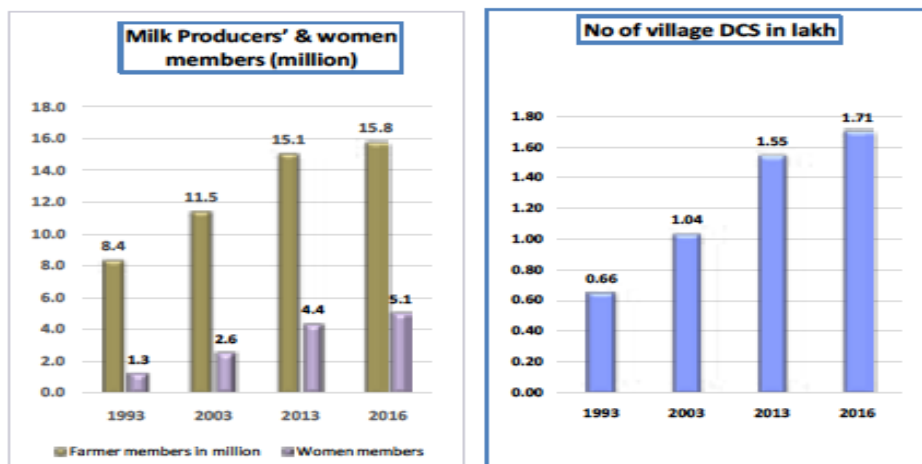
Milk Production & Per Capita Availability



Source: <http://dahd.nic.in/sites/default/files/Annual%20Report%202016-17.pdf>

Dairying has become an important secondary source of income for millions of rural families and has assumed the most important role in providing employment and income generating opportunities particularly for women and marginal farmers. The per capita availability of milk has reached a level of 337 grams per day during the year 2015-16, which is more than the world average of 299 grams per day in 2015. Most of the milk in the Country is produced by small, marginal farmers and landless laborers. 198 dairy cooperative milk unions have covered about 15.83 million farmers under the ambit of 1,70,992 village level dairy cooperative societies have procured an average of 42.55 million kgs per day of milk during the year 2015-16 as compared to 38 million kgs per day in the previous year recording a growth of 12%. The sale of liquid milk by the Cooperative Dairies has reached 32 million liters per day during the year 2015-16 as compared to 31.24 million liters per day registering a growth of 2.7% over the previous year up to March 2016. The Cooperative Milk Unions.

Dairying in India : Cooperatives



Source: NDDB annual Report

Source: <http://dahd.nic.in/sites/default/files/Annual%20Report%202016-17.pdf>

BUSINESS OVERVIEW

Our Company was originally incorporated as a private limited company on 30th July, 1992 under the name Tasty Dairy Specialities Private Limited vide certificate of Incorporation dated July 30, 1992, issued by the Registrar of Companies, Kanpur under the provisions of Companies Act 1956. Subsequently our Company was converted into a public limited company pursuant to special resolution passed at the Extra-ordinary General Meeting of our Company held on April 10, 2004 and the name of our company was changed to “Tasty Dairy Specialities Limited” Upon conversion into a public limited company, a fresh certificate of incorporation was issued by the Registrar of Companies, Kanpur on November 25, 2004. The Corporate Identification Number of our Company is L15202UP1992PLC014593. Our Company is currently involved in processing milk, along with bulk milk procurement and handling during season time which primarily caters to bulk and marquee institutional customers. Company is also involved in value added milk products like SMP, butter, ghee, dairy whitener, concentrated milk etc.

Our Company has wide range of quality dairy products under its umbrella which includes Pasteurized Liquid Milk, Cream, Butter (White/Salted), Pure Desi Ghee (Clarified Butter), Paneer (Fresh Cottage Cheese), Skimmed Milk Powder, Full Cream Milk Powder, Dairy Whitener, Instant Gulab Jamun Mix, Peda (a Indian Sweet), Mithai Powder etc., are packaged under the brand names “UJJWAL”, “SHIKHAR”, “VERIFRESH”, “CIMA”, “MITHAI MASTER” which are available in Uttar Pradesh, Madhya Pradesh and Bihar, whereas, the institutional products are supplied pan India. As of March 31, 2021, our distributor network included more than 25 distributors through which we serve a large number of retail outlets.

We have received several quality certifications relating to our products and production facilities, including ISO 22000:2005 certification from IRCLASS Systems and Solutions Private Limited for receipt of raw milk, processing, packaging, storage and dispatch of pasteurized milk and milk products. The company has made constant efforts in raising the bar by achieving various quality standards like BIS certificate from Bureau of Indian Standard in respect of skimmed milk powder, AGMARK quality certification for ghee, approval for processing and packaging of milk products for export by Export Council of India. Our products undergo stringent quality check and meet the highest standards set by our customers.

B) OPPORTUNITY AND THREAT

Opportunities	There are tremendous opportunity in B2C segment given rising inclination of end consumers to Branded Dairy Products which Tasty dairy can tap by entering in this segment through its new unit at D-5 UPSIDC INDUSTRIAL AREA JAINPUR, KANPUR DEHAT.
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Threat	Though the company has enough experience and seasoned professional to mitigate any business threat, the Company still may face stiff competition from the established big companies operating in B2C Segment of Dairy Products.
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C) PRODUCT WISE PERFORMANCE

FINANCIAL YEAR 2020-21

Sl. No.	Item Name	Item Type	Qty. (in Kgs)
1	Skimmed Milk Powder	Manufactured	2,221,975.00
2	Ghee/ Milk Fat	Manufactured	6,54,836.95
3	Gulab Jamun (Sweet dish instant mix)	Manufactured	670,492.60
4.	Milk Liquid	Manufactured	5,83,27,541.23
5.	White Butter	Manufactured	1,063,975.00
5.	Others (Maida, Whey Powder, Flavoured Milk, Verifresh Chhach etc.)	-	334,871.05

D) OUTLOOK

The outlook for dairy industry seems promising owing to strong commodity prices, recovery in economic growth and improving consumer sentiments. The dairy industry provides ample growth opportunities, driven by growing population and urbanization, changing dietary patterns and increasing demand for value-added milk products. The Company strives to leverage these opportunities and create innovative products that meet diverse consumer requirements. Automation in operations will be instrumental to strengthen its supply chain and improve processes, while ensuring minimal wastage and premium quality. Further, the Company's expenditure on marketing and advertising would help to reinforce its brand name.

E) RISK AND CONCERNS

We as such do not foresee any eminent threats to our business through risks arising out of major change in global dairy market always persist for any dairy industry.

The company has been able to mitigate such risks by working upon strengthening its supply chain and increasing its customers base.

F) INTERNAL CONTROL SYSTEM AND ADEQUACY

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

PERFORMANCE REVIEW:

G) FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Summary of the Results of Operation:

Particulars	(in lacs)	
	For the year ended March 31,	
	<u>2021</u>	<u>2020</u>
Revenue:		
Revenue From Operations (Net Of Taxes)	32,800.93	40,315.91
<i>As a % of Total Revenue</i>	99.40%	99.82%
Other Income	197.29	72.90
<i>As a % of Total Revenue</i>	0.60%	0.18%
Total Revenue	32,998.22	40,388.81
Expenses:		
Cost of Material Consumed	31,879.92	38,534.48
Purchase Of Stock-in-Trade	-	-
Changes in Inventories of Finished Goods, Work-In-Progress and Stock-in Trade	670.55	(846.44)
Employee Benefit Expenses	327.69	318.00
Financial Cost	508.96	477.94
Depreciation and Amortization Expenses	183.48	189.96
Other Expenses	1,279.15	1,060.50
Total Expenses	34,849.75	39,734.44
<i>As a % of Total Revenue</i>	105.61%	98.38%
Profit/(Loss) before exceptional items and tax	(1,851.53)	654.37
<i>As a % of Total Revenue</i>	(5.61%)	1.62%
Less:Exceptional Items	-	68.00
Profit before tax	(1,851.53)	586.37
<i>As a % of Total Revenue</i>	(5.61%)	1.45%
Tax expense :		
Current Tax	-	99.38
MAT Credit Utilization	-	80.25
Income Tax relating to earlier year	12.89	0.84
Deferred Tax	(481.41)	(5.01)
Total Tax Expenses	(468.52)	175.46
<i>As a % of Total Revenue</i>	(1.42%)	0.43%
Profit/(Loss) for the period after tax- PAT	(1,383.01)	410.91
<i>As a % of Total Revenue</i>	(4.19%)	1.02%

Over View of Result of Operations and Comparison of Financial Year ended 31st March, 2021 with Financial Year ended 31st March, 2020.

Revenue from Operations: -

The Operating Income of the Company has decreased from Rs.40,315.91 Lacs in F.Y.2019-20 to Rs.32,800.93 Lacs in F.Y.2020-21. Due to COVID-19 and resultant lockdown, the sale of company's products was adversely impacted.

Other Income:-

The Other Income of the Company has increased from Rs.72.90 Lacs in F.Y.2019-20 to Rs.197.29 Lacs in F.Y.2020-21.

Expenditure:-

The Expenditure of the Company has decreased from Rs.39,734.44 Lacs in F.Y.2019-20 to Rs.34,849.75 Lacs in F.Y.2020-2021. The decrease is mainly due to decrease in Turnover.

Net Profit after Tax and Extra Ordinary Items:-

The PAT has decreased from Rs.410.91 Lacs in the F.Y.2019-20 to Rs.(1,383.01) Lacs in F.Y.2020-21. Due to COVID-19 and resultant lockdown, business and profitability of the company was adversely affected. Due to deterioration, the stock which was found unfit for human consumption was sold as scrap which resulted in loss of approx. Rs. 1,694.94 Lacs.

H) MATERIAL DEVELOPMENT IN HUMAN RESOURCES/ INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED.

No material development in Human Resources.

Impact of COVID-19 pandemic

Due to COVID-19 and resultant lockdown, business and profitability of the company was adversely impacted.

Management has considered the impact of spread of COVID-19 in preparation of financial results based on the information available to it on the date of approval of financial results for conditions existing as on the date of financial statements. The impact of COVID-19 may differ from what has been assessed by the management. The company will closely monitor any material change in future economic conditions and take appropriate action.

As there is significant decline in the spread of pandemic and considering the improved situation and steps taken by the management, the management is of the view that the operations of the company shall continue in the foreseeable future with improved operational efficiency.

I) RATIOS ANALYSIS (MARCH,2021)

	2020-21	2019-20
i) Debtors Turnover	7.50	11.07
ii) Inventory Turnover	5.39	6.09
iii) Interest Coverage Ratio	(1.36)	2.26
iv) Current Ratio	1.62	1.86
v) Debt Equity Ratio	0.12	0.05
vi) Operating Profit Margin (%)	(6.25)%	1.27%
vii) Net Profit Margin (%)	(4.22)%	1.02%

J) DETAILS OF ANY CHANGE IN RETURN ON NET-WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH EXPLANATION.

Particulars	2021 (in lacs)	2020 (in lacs)
Paid up share capital	2043.00	2043.00
Reserve & Surplus	3819.12	5201.81
Net worth	5862.12	7244.81
% Change	(19.085)	
Reason	Decrease in P&L	

Annexure “E”

**COMPLIANCE CERTIFICATE (CFO CERTIFICATION)
[SEE REGULATION 17(8)]**

**To,
Board of Directors,
TASTY DAIRY SPECIALITIES LIMITED**

In accordance with Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we certify that:

1. we have reviewed financial statements and the cash flow statement for the year ending 31st March, 2021 and that to the best of their knowledge and belief :
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company’s code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:
 - a. significant changes in internal control over financial reporting during the year;
 - b. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company’s internal control system over financial reporting.

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Date: - September 02, 2021

Place:- Kanpur

Sd/-
RAKESH KUMAR YADAV
Chief Financial Officer

Annexure "F"

DECLARATION REGARDING CODE OF CONDUCT

All Board Members and Senior Management Personnel have, for the year ended March 31, 2021 have affirmed compliance with the Code of Conduct laid down by the Board of Directors in terms of Regulation 17 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Date: - September 02, 2021

Place:- Kanpur

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-

ATUL MEHRA
Chairman & WTD

Sd/-

MAHENDRA KUMAR SINGH
Director

Sd/-

NARENDRA SHANKAR SATHE
Independent Director

Sd/-

NEERAJ KANODIA
Independent Director

Sd/-

VIMI SINHA
Independent Woman Director

Sd/-

DR. ASHOK KUMAR TRIPATHI
Independent Director

ANNEXURE- G

Certificate on Corporate Governance

To
**The Members of
Tasty Dairy Specialities Limited
D-3, UPSIDC Industrial Area,
Jainpur Kanpur -209311**

1. We have examined the compliance of conditions of Corporate Governance by **Tasty Dairy Specialities Limited** ('the Company'), for the year ended 31st March 2021, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of Corporate Governance as stipulated in the Listing Regulations.

Auditor's Responsibility

3. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Opinion

5. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31st March, 2021.

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.

Restrictions on use

6. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

**For GSK & Associates
(Company Secretaries)**

**Saket Sharma
Partner
(C.P. No.: 2565)
M. No: F4229**

**Date: 02.09.2021
Place: Kanpur
UDIN: F004229C000877750**

ANNEXURE "H"

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 of
Tasty Dairy Specialities Limited
D-3, UPSIDC Industrial Area,
Jainpur Kanpur -209311

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Tasty Dairy Specialities Limited** having CIN: **L15202UP1992PLC014593** and having registered office at **D-3, UPSIDC Industrial Area, Jainpur Kanpur -209311** (hereinafter referred to as 'the company'), produced before us 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 our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number(DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we, hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending 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.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Atul Mehra	00811607	30.07.1992
2	Mahendra Kumar Singh	02727150	10.08.2009
3	Narendra Shankar Sathe	07195257	28.05.2015
4	Neeraj Kanodia	07195262	28.05.2015
5	Vimi Sinha	07311247	24.10.2015
6	Ashok Kumar Tripathi	08363248	22.02.2019

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

For GSK & Associates
Company Secretaries
FRN: P2014UP036000

Saket Sharma
(Partner)
C.P. No: 2565
M. No: F4229

Date: 02.09.2021
Place: Kanpur
UDIN: F004229C000877706

ANNEXURE "I"
SECRETARIAL AUDIT REPORT

FOR THE YEAR ENDED 31ST MARCH, 2021

[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
Tasty Dairy Specialities Limited
D-3, UPSIDC Industrial Area,
Jainpur Kanpur -209311

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **Tasty Dairy Specialities Limited (CIN: L15202UP1992PLC014593)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the year ended on 31st March, 2021, proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of:

I.

- The Companies Act, 2013 (the Act) and the rules made thereunder.
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, **(Not applicable during the year)**;
- 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, as amended from time to time;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, **(Applicable to the Company during the audit period pursuant to Regulation 277 i.e. for the purpose of Migration to the Main Board);**
- d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; as amended from time to time;
- e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 **(Not applicable to the Company during the audit period);**
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the audit period);**
- g. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the audit period);**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the audit period);** and

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

II.

- Food Safety and Standards Act, 2006 and Food Safety and Standard Rules, 2011
- The Water (Prevention and Control of Pollution) Act, 1974 and rules made thereunder
- The Air (Prevention and Control of Pollution) Act, 1981 and rules made thereunder
- The Environment (Protection) Act 1986 (covered under Water (Pollution Control Board) Act, 1974)
- Factories Act 1948 as amended in 1987.
- Workmen's Compensation Act, 1923.
- Employees' Provident Funds And Miscellaneous Provisions Act, 1952 as amended from time to time and rules made thereunder
- Employees' State Insurance Act, 1948 as amended from time to time and rules made thereunder
- Payment of Wages Act, 1936 as amended from time to time and rules made thereunder
- The Payment of Bonus Act, 1965 as amended from time to time and rules made thereunder
- The Central Goods and Services Act, 2017 (GST)
- Income Tax Act, 1961
- Child Labour (Prohibition and Regulation) Act, 1986.
- Uttar Pradesh Fire Prevention and Fire Safety Act, 2005
- Contract Labour (Regulation and Abolition) Act, 1970 as amended from time to time and rules made thereunder

- Minimum Wages Act, 1948 as amended from time to time and rules made thereunder
- Indian Contract Act, 1872.
- Transfer of Property Act, 1882.
- The Consumer Protection Act, 1986
- Payment of Gratuity Act, 1972.
- Equal Remuneration Act, 1976.
- Bureau of Indian Standard Act, 1986.
- Agriculture Produce (Grading and Marking) Act, 1937("AGMARK")
- The Indian Boilers Act, 1923
- Agriculture and Processed Food Products Export Development Authority (APEDA Act, 1985)
- Legal Metrology Act, 2009 and Weights And Measurement Act, 1985.
- Trademark Act, 1999.
- Collection of Statistics Act, 2008.
- Export (Quality Control and Inspection) Act, 1963
- The Uttar Pradesh Krishi Utpadan Mandi Adhiniyam, 1964.
- Stamp Duty Act (UP)
- The Sexual Harassment of women at Workplace (Prevention , Prohibition and Redressal) Act,2013

During the year under review the Company has filed periodical returns and has not received any show cause notice and has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We have relied on the representation made by the Company and its officers on systems and mechanism formed by the Company for compliance under the Act, Laws and Regulations to the Company.

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

- a. Secretarial Standards issued by The Institute of Company Secretaries of India
- b. The Listing Agreement entered into by the Company with BSE Limited

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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

Majority decision is carried through while there has been no member dissenting from the decisions arrived.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that Mr. Atul Mehra was re-appointed as Whole-Time Director in the Annual General Meeting of the Company held on 30.09.2020 w.e.f 01.04.2020 for a term of five years.

We further report that Mr. Narendar Shankar Sathe was re-appointed as Independent Director in the Annual General Meeting of the Company held on 30.09.2020 for a second term of five consecutive years commencing from 28.05.2020 upto 28.05.2025.

We further report that Mr. Neeraj Kanodia was re-appointed as Independent Director in the Annual General Meeting of the Company held on 30.09.2020 for a second term of five consecutive years commencing from 28.05.2020 upto 28.05.2025.

We further report that during the year under review, the Company's 2,04,30,000 equity shares has been migrated from BSE SME Platform to the Main Board of BSE Limited w.e.f 17.09.2020.

We further report that the listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matter specified below:

1. Non Compliance with respect to the submission of voting results for the Postal Ballot convened on June 18, 2020, within the timelines specified in Regulation 44(3) to the Exchange and BSE Limited had charged penalty of Rs. 11,800/- for the same.

**For GSK & Associates
Company Secretaries
FRN: P2014UP036000**

**Saket Sharma
Partner
(Membership No.: F4229)
(CP No.: 2565)
Date: 02.09.2021
Place: Kanpur
UDIN: F004229C000877530**

Report on Corporate Governance

The Directors of **Tasty Dairy Specialities Limited** (“the Company”) have pleasure in presenting the Company’s Report on Corporate Governance for the Financial Year 2020-21 in pursuant to Regulation 34(3) read with Schedule V and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulation’).

1. COMPANY’S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company believes that adherence to sound corporate governance principles is the best tool to achieve desired goal for creation of long term wealth with transparency and business ethics for all its Stakeholders viz., Shareholders, Employees, Customers, etc. A Report on compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Regulations”) is given below:

2. BOARD OF DIRECTORS

Composition:

The Board comprises of 6 (Six) Directors, out of which 4 (Four) Directors are Independent Directors as on 31st March, 2021. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013 (hereinafter referred to as “the Act”). The present strength of the Board reflects judicious mix of professional and competent Directors having sound knowledge, which enables the Board to provide effective leadership to the Company. The composition of the Board of Directors is in conformity with the SEBI Regulations. All the Directors other than Independent Directors are liable to retire by rotation.

All the Directors are compliant with the provisions of the Act and SEBI Regulations. The composition of the Board of Directors and the number of Directorships and Committee positions held by them as on 31st March, 2021 are as under:

S.no.	Name of Director	Category	Board Meetings during the FY 2020-21		Attendance at the last AGM	No. of Directorships In other Public Companies	No. of committee position held in other Public Companies	
			Held during the tenure	Attended	AGM Held on 30/09/2020		Chairman	Member
1	Atul Mehra	Promoter & Whole time Director, Chairman	5	5	YES	1	0	0
2	Mahendra Kumar Singh	Executive Director	5	5	YES	2	0	0
3	Narendra Shankar Sathe	Independent Director	5	4	YES	0	0	0

4	Neeraj Kanodia	Independent Director	5	5	YES	0	0	0
5	Vimi Sinha	Independent Director	5	2	YES	0	0	0
6	Dr. Ashok Kumar Tripathi	Independent Director	5	3	YES	0	0	0

Note :

1. The Directorships held by the Directors, as mentioned above excludes alternate directorships, directorships in foreign companies, Companies under Section 8 of the Act and Private Limited Companies, which are not the subsidiaries of Public Limited Companies.
2. Includes only Audit Committee and Stakeholders' Relationship Committee of public limited companies
3. None of the Directors have any inter-se relationship among themselves.
4. None of Director is having directorship in any other Listed public company.

Core Skills/Expertise/Competencies of the Board of Directors:

Matrix setting out core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for an efficient functioning and those actually available with the Board:

Areas of skills/expertise required	Description	Skills/expertise actually available with the Board	Directors having skills/expertise
Milk Processing and Dairy Products Industry	Having expertise in Milk processing and packaging and value added products of dairy and business development.	Yes	Atul Mehra Mahendra Kumar Singh Dr. Ashok Kumar Tripathi
Strategic Planning and management	Ability to think strategically, identify and assess strategic opportunities and threats in light of organization's strengths and weaknesses, appreciation of long- term trends, strategic choices, experience in guiding and leading management teams to make decisions in uncertain environments.	Yes	Atul Mehra Mahendra Kumar Singh Dr. Ashok Kumar Tripathi Neeraj Kanodia
Corporate Governance, ethics and values	Experience in development and application of corporate governance practices and principles, serving and balancing the best interests of all stakeholders, maintaining accountability and responsibilities of Board and management, building long-term and effective stakeholders engagements, driving corporate ethics and values.	Yes	Atul Mehra Atul Mehra Mahendra Kumar Singh Dr. Ashok Kumar Tripathi Neeraj Kanodia Narendra Shankar Sathe Vimi Sinha
Risk Management and Regulatory Compliance	Regulatory framework knowledge, ability to identify key risks to the Company in a wide range of areas including legal and regulatory compliance and taking effective steps for risk mitigation.	Yes	Atul Mehra Mahendra Kumar Singh Dr. Ashok Kumar Tripathi

Financial and Management accounting	Comprehensive understanding of financial and management accounting and reporting as well as controls and analysis	Yes	Narendra Shankar Sathe Neeraj Kanodia Dr. Ashok Kumar Tripathi
Sales, Marketing & Brand building	Experience in developing strategies to grow sales and market share, build brand awareness and brand equity and enhance enterprise value and reputation	Yes	Atul Mehra Vimi Sinha Neeraj Kanodia Dr. Ashok Kumar Tripathi Mahendra Kumar Singh Narendra Shankar Sathe

Independent Directors confirmation by the Board

All the Independent Directors have confirmed that they meet the criteria of independence as laid down under Regulation 16(1)(b) of the SEBI(LODR) Regulations and Section 149(6) of the Companies Act,2013. In the opinion of the Board, the independent directors fulfill the conditions of independence specified in Section 149(6) of the Companies Act,2013 and Regulation 16(1)(b) of the SEBI(LODR)Regulations and they are also independent of the management.

Reasons for resignation of Independent Director who resigns before the expiry of tenure: Not Applicable

Board Meetings:

5 (Five) Board meetings were held during the year under review and the gap between two meetings did not exceeds 120days. The dates on which the Board Meeting were held during the Financial Year and attendance on the same are as follows:

S.no.	Date	Board Strength	No. of Directors present
1	08 th May, 2020	6	4
2	26 th June, 2020	6	4
3	04 th September,2020	6	6
4	11 th November,2020	6	5
5	13 th February,2021	6	5

3. AUDIT COMMITTEE:

The constitution and terms of reference of Audit Committee of the Company are in compliance with provisions of the Act and the SEBI Regulations. The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company.

The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report.

Composition:

The Committee's composition meets the regulatory requirements mandated by the Act and SEBI Regulations. The Chairman of the Audit Committee is a Non-Executive and Independent Director. During the Financial Year 2020-21, 5 Meetings were held on 08th May, 2020, 26th June, 2020, 04th September, 2020, 11th November, 2020 and 13th February, 2021. The present composition of the Audit Committee and particulars of meetings attended by them are given below:

Name	Chairperson / Member	Category	No. of Meetings during FY 2020-21	
			Held during the tenure	Attended
Mr. Neeraj Kanodia	Chairman	Independent & non-Executive Director	5	5
Mr. Narendra Shankar Sathe	Member	Independent & non-Executive Director	5	4
Dr. Ashok Kumar Tripathi	Member	Independent & non-Executive Director	5	3

The Company Secretary acts as the Secretary to the Committee.

Terms of Reference: The terms of reference of the Audit Committee are broadly as under:

1. Oversight 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. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
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 and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by the management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements. f) Disclosure of any related party transactions. g) 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 statement 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, monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
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. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, the performance of statutory and internal auditors, adequacy of the 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 of any significant findings and follow up there on;
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 reporting the matter to the Board;
16. Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults, if any, in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Review of Information by Audit Committee:

1. The Management discussion and analysis of financial condition and results of operations.
2. Statement of significant related party transactions submitted by management.
3. Management letters / letters of internal control weaknesses issued by the Statutory Auditors.
4. Internal audit reports relating to internal control weaknesses and
5. The appointment, removal and terms of remuneration of the Chief internal auditor.
6. Statement of deviations

4. NOMINATION AND REMUNERATION COMMITTEE:

The constitution and terms of reference of Nomination and Remuneration Committee of the Company are in compliance with provisions of the Act and the SEBI Regulations.

(i) Composition: During the financial year 2020-21, two meetings of “Nomination and Remuneration Committee” were held on 08th May, 2020 and 11th November,2020. The composition of the Committee and the details of meeting attended by the members of the Committee are given below:

Name	Chairperson / Member	Category	No. of Meetings during FY 2020-21	
			Held during the tenure	Attended
Mr. Narendra Shankar Sathe	Chairman	Independent & non-Executive Director	2	2

Mr. Neeraj Kanodia	Member	Independent & non-Executive Director	2	2
Mrs. Vimi Sinha	Member	Independent & non-Executive Director	2	1

(ii) Term of Reference:

The broad terms of reference of Nomination and Remuneration Committee are as under:

- (a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- (b) Formulation of criteria for evaluation of Independent Directors and the Board;
- (c) Devising a policy on Board diversity;
- (d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- (e) Recommendation to the Board, all remuneration, in whatever form, payable to senior management.
- (f) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- (g) To perform such other functions as may be necessary or appropriate for the performance of its duties. The Company Secretary acts as the Secretary to the Committee.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Act and SEBI Regulations, the Nomination and Remuneration Committee has also laid down criteria for performance evaluation of Independent Directors of the Company. The Criteria was set based on profiles, experience, contribution, dedication, regularity, aptitude, preparedness & participation, exercise of independent judgements, implementation of corporate governance practices, efforts made in safeguarding interest of all stakeholders & balancing conflict of interest etc.

Remuneration Policy

- Remuneration to Non-Executive Directors:
The Non-Executive Directors of the Company are being paid sitting fees as follows:
 1. Board Meeting : ₹ 1,100/- per meeting
 2. Committees Meeting : ₹ 1,100/- per meeting

Other than sitting fees, there were no material pecuniary relationships or transactions by the Company with the Non-Executive and Independent Directors of the Company. The Company has also taken a Directors' & Officers' Liability Insurance Policy. The details of sitting fees paid to the Non-Executive Directors and their shareholding details for the financial year 2020-21 are as follows:

Name	Sitting fees paid during 2020-21	No. of shares held as on 31.03.2021
Narendra Shankar Sathe	Rs.7000	1500 shares
Neeraj Kanodia	Rs.9000	0
Vimi Sinha	Rs.2000	0
Ashok Kumar Tripathi	Rs.4000	0

Remuneration to Executive Directors:

The appointment of the Whole time Director is governed by the Articles of Association of the Company and the Resolution passed by the Board of Directors and the Shareholders of the Company. No separate Service Contract is entered into by the Company with the Whole -time Director. Mr. Atul Mehra, Whole time Director is not

drawing any remuneration from the Company. There is no separate provision for payment of severance fee under the resolutions governing the appointment of the Whole-time Director. The Managing Director, so long as he functions as such shall not be entitled to any sitting fees for attending any meetings of Board or Committees thereof. The Remuneration Policy containing salient features, approved by the Board of Directors is uploaded on the website of the Company at :

<http://tastydairy.com/images/NOMINATION%20AND%20REMUNERATION%20POLICY.pdf>

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The constitution and terms of reference of Stakeholders' Relationship Committee of the Company are in compliance with provisions of the Act and the SEBI Regulations.

During the year 2020-21, 1 meeting of "Stakeholders' Relationship Committee" was held on 17th Dec.,2020.

The Composition of "Stakeholders' Relationship Committee" and the details of the meetings attended by its members are as follows:

Name	Chairperson / Member	Category	No. of Meetings during FY 2020-21	
			Held during the tenure	Attended
Mr. Narendra Shankar Sathe	Chairman	Independent & non-Executive Director	1	1
Mr. Neeraj Kanodia	Member	Independent & non-Executive Director	1	1
Mrs. Vimi Sinha	Member	Independent & non-Executive Director	1	1
Mr. Atul Mehra	Member	Executive Director	1	1
Mr. Mahendra Kumar Singh	Member	Executive Director	1	1

The Company Secretary acts as the Secretary to the Committee.

Terms of Reference:

- Oversee and review all matters connected with the transfer of the Company's securities.
- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc..
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent of the Company.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

i) **Details of Share Holders' Complaints received and redressed during the year 2020-21: NIL**

ii) **Investors' Grievance Redressal Cell:**

The Company has designated the Company Secretary of the Company as the compliance officer of the investors' grievance redressal cell. For the purpose of registering complaints by investors, the Company has designated an e-mail ID- cs@tastydairy.com

6. GENERAL BODY MEETINGS:

Annual General Meeting:

F.Y.	Meeting and Venue	Day, Date and Time	Special Resolution passed
2017-18	26 th AGM at Registered Office D-3, UPSIDC Industrial Area Jainpur, Kanpur Dehat -209311 (U.P.) India	Friday, 28 th Sept., 2018 At 01:00 P.M.	1. Approval to enhance borrowings limit upto Rs.120 Crores 2.Approval to create charge on assets of the company upto Rs.120 Crores
2018-19	27 th AGM at Administrative Office 117/H-1/365, Pandu Nagar, near Gurudwara, Kanpur-208005 (U.P.) India	Monday, 30 th September, 2019 at 11:30A.M.	No special Resolution
2019-20	28 th AGM through Video Conferencing (deemed as Registered Office venue) D-3, UPSIDC Industrial Area Jainpur, Kanpur Dehat -209311 (U.P.) India	Wednesday, 30 th September,2020 at 02:30 P.M.	1.Re-appointment of Shri Atul Mehra (Din-00811607) as a Whole Time Director of the company and as a Whole Time Kmp and Chairman of the Company. 2. Re-appointment of MR. Neeraj Kanodia (din- 07195262) as an Independent Director of the company. 3. Re-appointment of Mr. Narendra Shankar Sathe (Din- 07195257) as an Independent Director of the company.

Whether resolutions were passed through postal ballot last year, details of voting pattern:

As per the requirement of Regulation 277 of SEBI (ICDR) Regulations 2018 following business item was passed through Postal Ballot Process during the Financial Year 2020-21. The disclosure of Voting pattern is as below:

Resolution no.1 MIGRATION OF LISTING/ TRADING OF EQUITY SHARES OF THE COMPANY FROM BSE-SME PLATFORM TO MAIN BOARD OF BSE LIMITED. (Special Resolution)

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Migration of Listing/ Trading of Equity Shares of the Company from BSE- SME Platform to Main Board of BSE Limited				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	15219000	1500	0.0099	1500	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		15219000	1500	0.0099	1500	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	5211000	819000	15.7168	819000	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5211000	819000	15.7168	819000	0	100
Total		20430000	820500	4.0162	820500	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Whether any resolution is proposed to be conducted through postal ballot:

There is no immediate proposal for passing any Resolution through Postal Ballot. None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

7. SUBSIDIARY COMPANIES:

Company has neither any subsidiary company nor any material subsidiary company.

8. OTHER DISCLOSURES

(i) Disclosure on materially significant related party transactions:

None of the transactions of material nature that has been entered into by the Company with related parties as per Accounting Standards has any potential conflict with the interests of the Company at large. The related party transactions have been disclosed in the financial section of Annual Report. The Audit Committee reviewed the related party transactions undertaken by the Company in the ordinary course of business. Policy on materiality and dealing with related party transactions, approved by the Board of Directors is uploaded on the website of

the Company at <http://tastydairy.com/images/MATERIALITY%20POLICY.pdf> and <http://tastydairy.com/images/POLICY%20ON%20RELATED%20PARTY%20TRANSACTION.pdf>

(ii) Details of non-compliance by the Company:

There were no instances of non-compliance by the Company on any matters related to various capital markets or penalties imposed on the Company by the Stock Exchange or SEBI or any statutory authority during the last 3 financial years except one mentioned below:

Delay in submission of voting results of Postal Ballot within prescribed timelines:

Sr No	Regulation Name/ SEBI Circular number	Regulation Number/ circular dated	Compliance requirement (regulations/circulars/guidelines including specific clauses)	Deviations	Observation details
1	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	44(3)	Regulation 44(3) of SEBI(LODR) Regulations, 2015, The Company is required to submit Voting Results(in the format specified by SEBI) to the Exchange within forty eight hours of conclusion of General Meeting to the exchange.	Non Compliance with respect to the submission of voting results within the time specified to the Exchange	Non Compliance with respect to the submission of voting results for the Postal Ballot convened on June 18,2020, within the timelines specified in Regulation 44(3) to the Exchange.

Action taken by BSE (Stock Exchange)

Sr No	Action taken by	Details of violation	Details of action taken Eg fines, warning letter, debarment Etc	Observations/remarks of the practising Company Secretary, if any
1	BSE	Regulation 44(3) of SEBI (LODR) Regulations,2015	Fine of Rs.11800(Eleven thousand Eight Hundred Rupees only)	Non Compliance with respect to the submission of voting results for the Postal Ballot convened on June 18,2020 , within the timelines specified in Regulation 44(3)to the Exchange.

(iii) Code of Conduct:

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management Personnel of the Company, which is also posted on the website of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

(iv) CEO and CFO Certification:

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the SEBI Regulations. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33 of the SEBI Regulations.

(v) Code of Conduct to regulate, monitor and report trading by Designated Persons:

Code of Conduct to regulate, monitor and report trading by Designated Persons, as approved by the Board of Directors, inter alia, prohibits purchase / sale of securities of the Company by Designated Persons, while in possession of unpublished price sensitive information in relation to the Company.

(vi) Compliance with the Mandatory Requirements of the SEBI Regulations:

The Company has complied with all the mandatory requirements of the Code of Corporate Governance as stipulated under the SEBI Regulations and has also updated its website under Regulation 46(2) of the SEBI Regulations. It has obtained a certificate affirming the compliances from M/s. GSK & Associates, Practicing Company Secretaries, Kanpur and the same is attached to the Directors' Report (Annexure –G).

(vii) Whistle Blower Policy: The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism in line with the requirements under the Act and the SEBI Regulations:

- For employees to report concerns about unethical behavior;

- To establish a mechanism to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the Integrity Policy; and
- To ensure that adequate safeguards shall be provided to the whistle blowers against any victimization or vindictive practices like retaliation, threat or any adverse (direct or indirect) action on their employment and direct access to the Chairperson of the Audit Committee in exceptional cases.

The Policy also ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

No personnel/ person has been denied access to the Audit Committee. During the year under review, there were no cases pertaining to Whistle Blower Policy.

(viii) The Company is not engaged in any activity involving commodity price risks or foreign exchange risk and hedging.

(ix) A certificate received from Mr. Saket Sharma, Practicing Company Secretary, Partner of GSK & Associates, confirming that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority, is annexed to Directors' report as Annexure-I.

(x) The Board had accepted all recommendations of various Committees of the Board, which were mandatorily required to be taken during the period under review.

(xi) Total fees for all services paid by the Company, to the statutory auditors:

The details of total fees for all services paid by the Company to the Statutory Auditors for the financial year 2020-21 are as follows:

Name of Statutory Auditors	Nature of services	Fees paid (INR in Lacs)
M/s Atul Garg & Associates Chartered Accountants, Kanpur	Statutory Audit Fees, Certification and other fees to Auditors	Rs.3.00 Lacs
Total		Rs.3.00 Lacs

(xii) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act,2013:

Status of complaints as on 31st March, 2021:

Particulars	Number of complaints
Number of Complaints filed during the financial year	0
Number of complaints disposed of during the financial year	N.A.
Number of complaints pending as on end of the financial year	N.A.

(xiii) Details of the familiarization programmes imparted to the Independent Directors are available on the website of the company at <http://tastydairy.com/images/FAMILIARISATION%20PROGRAM%20FOR%20ID.pdf>

(xiv) Others:

The Company has a comprehensive and integrated risk management framework to effectively deal with uncertainty and associated risks and enhances the Organisation's capacity to build value. The Risk Management framework of the Company has been designed with an objective to develop a risk culture that encourages identifying risks and responding to them with appropriate actions.

9. MEANS OF COMMUNICATION:

- (i) Financial Results: The quarterly/half-yearly and annual results are normally published in Financial Express (English) (Lucknow/ Delhi Edition) and Jansatta (Hindi).
- (ii) The quarterly/half-yearly and annual results are also posted on Company's website – www.tastydairy.com
- (iii) The company's website www.tastydairy.com contains a separate dedicated Section on "Investors Desk" where shareholder information is available.
- The Annual Report of the Company is also available on the website in a user-friendly and downloadable form.
- (iv) The management discussion and analysis report is attached with the Directors' Report in this Annual Report.
- (v) Press Releases made by the Company from time to time are also displayed on the Company's website.
- (vi) Corporate presentations made to institutional investors or to analysts are posted on the Company's website.

10. GENERAL SHAREHOLDER INFORMATION:

1. 29th Annual General Meeting

Day, date and time	Thursday, 30th September, 2021 • 03.00 P.M.
Venue	Through Video Conference(V.C.)/Other Audio Visual Means (O.A.V.M.)
Book closure dates	24 th September, 2021 to 30 th September, 2021

2. Financial Calendar

The Company follows the period of 1st April to 31st March, as the Financial Year. For the Financial year 2021-22, Financial Results will be announced as per the following tentative schedule:

1st quarter ending on 30th June, 2021	2nd week of August, 2021
2nd quarter ending on 30th September, 2021	2nd week of November, 2021
3rd quarter ending on 31st December, 2021	2nd week of February, 2022
Year ending on 31st March, 2022	4 th week of May, 2022

3. **Dividend:** In view of loss incurred by the Company during the year under review, the Board of Directors has not recommended dividend for the Year ended on 31st March, 2021.

4. Listing on Stock Exchanges:

The Equity Shares of the Company are listed with the following stock exchange.

Stock Exchanges /Type of Instruments/ Stock Code	Address	Telephone no.
BSE Limited (BSE) Equity Shares * Equity – 540955	25th Floor, P.J. Towers, Dalal Street, Mumbai - 400 001	022 - 22721233/34

5. International Securities Identification Number (ISIN) : ISIN is an identification number for traded shares. This number needs to be quoted in each transaction relating to the dematerialized equity shares of the Company. Your Company's ISIN number for its equity shares is INE773Y01014.
6. Payment of Listing Fees and Depository Fees: Annual listing fee for the year 2020-21 has been paid by the Company to BSE . Annual Custody/Issuer fee for the year 2020-21 has been paid by the Company to CDSL and NSDL.

7. Location of the depositories

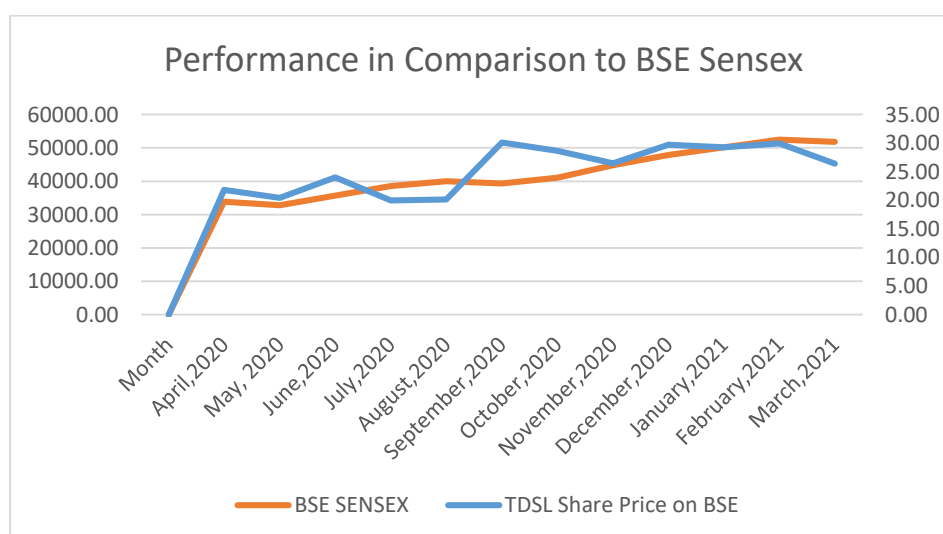
Depository	Address	Telephone no.
National Securities Depository Ltd. (NSDL)	Trade World, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013	022 - 2499 4200
Central Depository Services (India) Limited (CDSL)	Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai - 400 013	022 - 2302 3333

8. Market Price Data

The monthly share price data of the Company during the year 2020-21 at BSE as compared to BSE Sensex.

Month	BSE LIMITED			
	Share Price		SENSEX	
	High	Low	High	Low
April,2020	21.85	11.7	33887.25	27500.79
May, 2020	20.45	15.5	32845.48	29968.45
June,2020	24	19	35706.55	32348.10
July,2020	20	17.3	38617.03	34927.20
August,2020	20.15	17.5	40010.17	36911.23
September,2020	30.1	18	39359.51	36495.98
October,2020	28.65	20.3	41048.05	38410.20
November,2020	26.45	22.1	44825.37	39334.92
December,2020	29.7	21.5	47896.97	44118.10
January,2021	29.3	24.35	50184.01	46160.46
February,2021	29.95	22	52516.76	46433.65
March,2021	26.4	19.5	51821.84	48236.35

9. Performance of Company's Equity Share in comparison to broad based indices such as BSE Sensex, NSE Nifty.



10. Distribution of Shareholding as on March 31, 2021:

Unit: TASTY DAIRY SPECIALITIES LIMITED					
Report Name: Distribution of Shareholding (In Rupees)					
As On Date: 31/03/2021					
SHAREHOLDING OF NOMINAL		NUMBER OF SHAREHOLDERS	PERCENTAGE OF TOTAL	SHARE AMOUNT	PERCENTAGE OF TOTAL
RS.	RS.			RS.	
1	5000	499	44.1202	707210	0.3462
5001	10000	91	8.0460	788720	0.3861
10001	20000	51	4.5093	804100	0.3936
20001	30000	331	29.2661	9844020	4.8184
30001	40000	11	0.9726	394320	0.1930
40001	50000	6	0.5305	275640	0.1349
50001	100000	60	5.3050	4434270	2.1705
100001	999999999999999999	82	7.2502	187051720	91.5574
TOTAL		1131	100.00	204300000	100

*The shareholding of the promoter and promoter group, public shareholder and non-public non-promoter shareholder has been consolidated on the basis of the PAN as per SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2017/128 dated December 19, 2017. Accordingly, there is difference in no. of shareholders mentioned in Shareholding Pattern and Distribution of Shareholding as on 31.03.2021.

11. Categories of Shareholders as on March 31, 2021:

Unit: TASTY DAIRY SPECIALITIES LIMITED					
Report Name: Shareholder Categorywise Summary					
As On Date: 31/03/2021					
Sr No	Category	Total Shareholder	% Of Shareholders	Total Shares	Percentage
1	CLEARING MEMBER	19	1.68	44401	0.22
2	CORPORATE BODIES	16	1.41	614055	3.01
3	NON RESIDENT INDIAN	15	1.33	145221	0.71
4	OTHER DIRECTORS	2	0.18	3000	0.01
5	Promoter and Promoter Group	5	0.44	216000	1.06
6	PROMOTERS	3	0.27	15003000	73.44
7	PUBLIC	1071	94.69	4404323	21.56
TOTAL :		1131	100.00	20430000	100.00

12. Dematerialization of Shares:

The Shares of the Company are compulsorily traded in dematerialized form. All the shares (20,430,000) are in dematerialized form on March 31, 2021. Entire shareholding of Promoters and Promoter Group and Public shareholdings are in dematerialised form.

13. Credit Ratings:

Company has obtained credit rating from Brickworks and the same has been uploaded on the website of the company. <http://tastydairy.com/images/2.%20brickwork%20rating%202021-22.pdf>

14. Registrar and Share Transfer Agent (RTA):

Share transfers and all other investor related matters are attended to and processed by our Registrar and Share Transfer Agent viz. M/s. Bigshare Services Private Limited.

Bigshare Services Private Limited

Bharat Tin Works Building,
1stFloor, Opp. Vasant Oasis,
Makwana Road, Marol,
Andheri – East, Mumbai – 400059,
Maharashtra
Telephone 022 – 62638200
Fax 022 – 62638299
Mobile 7045770080
Email - jibu@bigshareonline.com

15. Share Transfer System

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 1, 2019. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

The Company obtained following certificate(s) from a Practicing Company Secretary and submitted the same to the stock exchanges within stipulated time:

1. Certificate confirming due compliance of share transfer formalities by the Company pursuant to Regulation 40(9) of the SEBI Listing Regulations for half year ended 30th September, 2020 and 31st March, 2021 respectively with the Stock Exchanges and
2. Certificate regarding reconciliation of the share capital audit of the Company on quarterly basis.

16. Plant Locations:

D-3, UPSIDC Industrial Area
Jainpur, Kanpur Dehat(District)
Pincode- 209311
Uttar Pradesh (India)

17. Address for Correspondence

All Communications may be sent to the Company Secretary at the following address:

Tasty Dairy Specialities Limited

NISHI

Company Secretary & Compliance Officer

G-6, 12/483, Ratandham Apartment, McRobertganj, Kanpur -208001 (U.P.)

Tele fax no.: +91 512 -2551643

Email id: cs@tastydairy.com

Website: www.tastydairy.com

Non-mandatory requirements

The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

- Reporting of Internal Auditor

The Internal Auditors of the Company regularly report their findings of the internal audit to the Audit Committee Members.

Declaration:

It is hereby declared that the Company has obtained affirmation from all the Members of the Board and Senior Management personnel that they have complied with the “Code of Conduct and Ethics for Board Members and Senior Management” for the year ended on 31st March 2021.

Date: September 02, 2021

Place: Kanpur

Atul Mehra
Chairman & Whole time Director
(DIN: 00811607)