WESTLIFE FOODWORLD LTD.
[Formerly known as Westlife Development Ltd.]
Regd. Off.: 1001, Tower-3, 10th Floor • One International Center
Senapati Bapat Marg • Prabhadevi • Mumbai 400 013
Tel : 022-4913 5000 Fax : 022-4913 5001
CIN No. : L65990MH1982PLC028593
Website: www.westlife.co.in | E-mail id :shatadru@westlife.co.in

Date: 9th August, 2023

To
The BSE Ltd Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

To
The National Stock Exchange of India
Exchange Plaza
Bandra Kurla Complex, Bandra (East)
Mumbai – 400051

Sub: **Regulation 34 of the SEBI (LODR) Regulations, 2015 – Submission of the Notice of the Annual General Meeting scheduled to be held on 6th September, 2023 along with the Annual Report for the Financial Year 2022-23.**

Re : **Westlife Foodworld Limited [formerly known as Westlife Development Limited] (the Company) : BSE Scrip Code-505533; NSE Scrip Code - WESTLIFE**

Dear Team,

Pursuant to the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please take on record the Notice of the Annual General Meeting scheduled to be held on 6th September, 2023 along with the Annual Report for the Financial Year 2022-23.

Thanking you,

Yours faithfully,

For **Westlife Foodworld Limited**
(formerly known as Westlife Development Limited)

Dr. Shatadru Sengupta
Company Secretary and Compliance Officer

Notice

Notice is hereby given that the Fortieth (40th) Annual General Meeting ('AGM') of Westlife Foodworld Limited (formerly known as Westlife Development Limited) will be held on Wednesday, the 6th day of September, 2023 at 12.30 p.m. IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
   (a) the audited financial statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and the Auditors thereon.
   (b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2023.
2. To appoint a Director in place of Ms Smita Jatia (DIN: 03165703), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

Item:3

To reappoint Ms Amisha Hemchand Jain (DIN: 05114264) as a Woman Independent Director and in this regard, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms Amisha Hemchand Jain (DIN: 05114264), who had been appointed as a Woman Independent Director and who holds office as a Woman Independent Director upto 31st March, 2024 and being eligible, be reappointed as a Woman Independent Director of the Company w.e.f. 1st April, 2024, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. upto 31st March, 2029.

Item:4

To appoint Mr Jyotin Kantilal Mehta (DIN: 00033518) as a Director (Non - Executive Independent Director) and in this regard, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 and all other applicable provisions of the Companies Act, 2013, if any and the Rules framed thereunder along with Regulation 17 and all other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the Articles of Association of the Company, Mr. Jyotin Kantilal Mehta (DIN: 00033518), be and is hereby appointed as a Director (Non - Executive Independent Director) of the Company, for a first term of 5 consecutive years, with effect from 7th August, 2023 till the close of business hours on 6th August, 2028, not liable to retire by rotation.

"**RESOLVED FURTHER THAT** any one of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to issue certified true copies of the foregoing resolution to the concerned parties, submit the required disclosures to the Stock Exchanges and to also file the necessary e-forms with the Registrar of Companies and to in general do all such other acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution, on behalf of the Company."

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its Circular dated 28th December, 2022, 5th May, 2022 and 13th January, 2021 read with Circular No. 20 dated May 5, 2020, Circular No. 14 dated April 8, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the

Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. Institutional/Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to M/s MSDS & Associates dipali@shah3ca.com with a copy marked to the Company at shatadru@mcdonaldsindia.com and also to its Registrar & Share Transfer Agent ('RTA') at instameet@linkintime.co.in

4. **Registration of email ID and Bank Account details:**

   In case the shareholder's email ID is already registered with the Company/its RTA/Depositories, log in details for e-voting are being sent on the registered email address.

   In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for the purpose of dividend, the following instructions to be followed:

   (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration in its website at www.linkintime.co.in - fill in the details and upload the required documents and submit.

   OR

   (ii) **In the case of Shares held in Demat mode:**

   The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

5. In case of joint holders, only the member whose name appears as the first holder in order of names as per the Register of Members of the Company will be entitled to vote.

6. This Notice is being sent to all members of the Company whose names appear in the Register of Members/lists of beneficiaries received from the depositories as on 4th August, 2023.

7. Pursuant to Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 40th AGM through VC/OAVM Facility and e-Voting during the 40th AGM.

8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and participate on their behalf at the Meeting.

9. The Notice of the Annual General Meeting along with the Annual Report for the financial year 2022-23 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated 5th January, 2023, 13th May, 2022, 15th January, 2021 read with Circular dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2022-23 will also be available on the Company's website westlife.co.in; website of the Stock Exchanges (BSE Limited and National Stock Exchange Limited) at bseindia.com and nseindia.com respectively and website of the RTA at instavote.linkintime.co.in. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

10. Rule 3 of the Companies (Management & Administration) Rules, 2014 mandates that the Register of Members of all companies should include details pertaining to e-mail address, Permanent Account Number or CIN, Unique Identification Number, if any, Father's/Mother's/Spouse's name, Occupation, Status, Nationality, in case member is a minor, name of the guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as

aforesaid with their respective depository participant.

11. Members are requested to notify any change of address and update bank account details to their respective depository participant directly.

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

13. Members may, pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, file nomination in the prescribed Form SH-13 with the respective depository participant.

14. There is no unpaid or unclaimed dividend lying with the Company.

15. The Board of Directors of the Company at its meeting held on 27th July, 2023 had declared the payment of Interim Dividend @ ₹3.45/- per share paid to the shareholders of the Company for the financial year ended 31st March, 2024, and fixed 8th August, 2023 as the Record Date for the said purpose.

16. The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM has been done away with vide notification No. S.O. 1833 (E) dated 7th May, 2018 issued by the Ministry of Corporate Affairs, Government of India. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who had been appointed at the AGM held on 15th September, 2022.

17. No gifts shall be provided to members before, during or after the AGM.

18. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

19. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.

20. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circular dated 28th December, 2022 read with the MCA Circulars dated 13th January, 2021, April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited (RTA) for facilitating voting through VC, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-Voting system on the date of the AGM will be provided by the RTA.

21. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars.

22. Voting during the AGM: Members who are present at the AGM through VC and have not cast their vote on resolutions through remote e-voting may cast their vote during the AGM through the e-voting system provided by the RTA on the Video Conferencing platform during the AGM.

23. Instructions for e-voting and joining the AGM are as follows:

    i. The remote e-voting period begins on Sunday 3rd September, 2023 at 9.00 a.m. and ends on Tuesday, 5th September, 2023 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30th August, 2023, may cast their vote electronically. The e-voting module shall be disabled by the RTA for voting thereafter.

    ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

    Instructions for members using remote e-voting are as under:-

    Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in `demat mode with NSDL	• Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. • After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. • 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
	• 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	• Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. • After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. • If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. • Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

<table>
<tr><th>Type of shareholders</th><th>Login Method</th></tr>
<tr><td>Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode</td><td>1. Open the internet browser and launch the URL:
https://instavote.linkintime.co.in
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
A. User ID:
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
* Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
* Shareholders holding shares in NSDL form, shall provide 'D' above
• Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
• Click "confirm" (Your password is now generated).
3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</td></tr>
<tr><td>Cast your vote electronically:</td><td>1. After successful login, you will be able to see the notification for e-voting.
2. E-voting page will appear.Select 'View' icon.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entireResolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</td></tr>
</table>

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: https://instavote.linkintime.co.in and register themselves as 'Custodian / Mutual Fund / Corporate Body'.

  They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Instructions for Shareholders/Members to Attend the Annual General Meeting through VC i.e. InstaMeet:

Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

1. Shareholders/Members are entitled to attend the Annual General Meeting through VC/ OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first-come-first-served basis.

Shareholders/Members are requested to participate on first-come-first-served basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first-served basis. Members can log in and join 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. Participation is restricted upto 1,000 members only.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet https://instameet.linkintime.co.in and and click on 'Login'.
    - Select the 'Company' and 'Event Date' and register with your following details:
        A. **Demat Account No. or Folio No :** Enter your 16 digit Demat Account No. or Folio No
            - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
            - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
            - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
        B. **PAN: Enter your 10-digit Permanent Account Number (PAN)** (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
        C. **Mobile No.:** Enter your mobile number.
        D. **Email ID:** Enter your email id, as recorded with your DP/Company.
            - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting)

Note:

During the 40th AGM, Members may access the scanned copy of the Register of Directors, Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act at the link given below:

http://westlife.co.in/investors-compliance-and-policies.php

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel.: (022-49186175)

Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

1. Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id and mobile number at shatadru@mcdonaldsindia.com uptil 5.00 pm on 4th September, 2023.
2. Shareholders will get confirmation on first cum first basis.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

In the interest of efficiency of the meeting, only the first 10 (ten) Speakers on a first-come-first-served basis will be allowed to express their views during the meeting.

Shareholders/ Members, who would like to ask questions, are urged to send in their questions in writing in advance, mentioning their name, demat account number/folio number, email id and mobile number at shatadru@mcdonaldsindia.com. The same will be replied to by the Company suitably.

Note:

Only those shareholders/members who have registered themselves as a speaker will be allowed to express their views during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members should allow use of the camera on their device and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Other Instructions:

a. Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

b. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 19th July, 2023, may obtain the User ID and password in the manner as mentioned in the notice or can write to enotices@linkintime.co.in

c. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 6th September, 2023.

d. Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.westlife.co.in and on the website of RTA https://instavote.linkintime.co.in within two days of the passing of the Resolutions at the 40th AGM of the Company and communicated to the Stock Exchanges (BSE Limited and National Stock Exchange Limited) where the shares of the Company are listed.

e. **Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

   Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: Tel : 022 – 4918 6000.

   Helpdesk for Individual Shareholders holding securities in demat mode:

   Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

24. Details of Director retiring by rotation/seeking-confirmation of appointment/reappointment/ continuation of appointment at the forthcoming Annual General Meeting are furnished below:

(i)	**Name of Director**	**:**	**Ms Smita Jatia**
	Date of Birth	:	20/05/1970
	Date of Appointment	:	18/09/2013
	Expertise in Specific Functional areas	:	General Management
	Qualifications	:	B.Com, Mumbai University, Management Development Program, Harvard University, Boston, USA; Marketing and Restaurant Leadership Program, Hamburger University, USA
	Other listed Companies in which Directorship held	:	Syrma SGS Technology Ltd. and Shoppers Stop Limited
	Chairman/ Member of Committees of Boards of other listed Companies	:	Syrma SGS Technology Limited: - Stakeholders and Relationship Committee – Member - Nomination and Remuneration Committee – Member
	Shares held in the Company	:	1 share (0.00%)
	Relationship with other directors	:	Mr Amit Jatia (spouse) and Mr Akshay Jatia (son)
(ii)	**Name of Director**	**:**	**Ms Amisha Hemchand Jain**
	Date of Birth	:	10/04/1977
	Date of Appointment	:	01/04/2019
	Expertise in Specific Functional areas	:	General Management
	Qualifications	:	Master's in Electronics Engineering and MBA
	Other listed Companies in which Directorship held	:	Levi Strauss (India) Private Limited
	Chairman/ Member of Committees of Boards of other listed Companies	:	Levi Strauss (India) Private Limited: - Corporate Social Responsibility Committee - Member
	Shares held in the Company	:	Nil
	Relationship with other directors	:	Nil

(iii) Name of Director	:	**Mr Jyotin Kantilal Mehta**
Date of Birth	:	16/02/1958
Date of Appointment	:	07/08/2023
Expertise in Specific Functional areas	:	Financial and GRC professional
Qualifications	:	Chartered Accountant, Company Secretary and Management Accountant (ICWA)
Other listed Companies in which Directorship held	:	Amal Ltd., Linde India Ltd., and Suryoday Small Finance Bank Ltd.
Chairman/ Member of Committees of Boards of other listed Companies	:	**Suryoday Small Finance Bank Ltd.** Audit Committee - Chairman Customer Service Committee -Member IT Strategy Committee-Member Risk Management Committee -Member Committee for Review of Willful defaulters and Monitoring High Value Frauds – Member **Linde India Ltd.** Audit Committee – Chairman Nomination and Remuneration Committee – Member Stakeholders' Relationship Committee – Member Risk Management Committee - Member
Shares held in the Company	:	Nil
Relationship with other directors	:	Nil

By Order of the Board of Directors
For **Westlife Foodworld Limited**

Sd/-
Dr Shatadru Sengupta
Company Secretary

Mumbai
7th August, 2023

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

Item No. 3

Ms Amisha Hemchand Jain (DIN: 05114264) had been appointed as a Woman Independent Director of the Company and she holds office as a Woman Independent Director of the Company up to March 31, 2019 ('first term').

The Nomination and Remuneration Committee ("the NRC Committee") of the Board of Directors of the Company, on the basis of the report of performance evaluation, has recommended reappointment of Ms Amisha Hemchand Jain (DIN: 05114264) as a Woman Independent Director for a second term of consecutive 5 (five) years on the Board of the Company w.e.f. April 1, 2024 upto March 31, 2029.

The Board, based on the performance evaluation and as per the recommendation of the NRC Committee, is of the view that, given her background and experience and the valuable contributions made by her during her tenure, the continued association of Ms Amisha Hemchand Jain would be beneficial to the Company. Accordingly, it is proposed to reappoint Ms Amisha Hemchand Jain as a Woman Independent Director of the Company, not liable to retire by rotation, for a second term of consecutive 5 (five) years on the Board of the Company w.e.f. April 1, 2024 upto March 31, 2029.

Except for Ms Amisha Hemchand Jain, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested in this item of business.

The Board commends the special resolution for members' approval.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee vide its resolution dated 7th August, 2023, Mr Jyotin Katilal Mehta (DIN: 00033518) had been appointed under Section 161 of the Companies Act, 2013 ('the Act') as an Additional Director – Non-Executive Independent Director of the Company for a period of first term of 5 (five) consecutive years w.e.f. 7th August, 2023 till close of business hours on 6th August, 2028, not liable to retire by rotation, by the Board of Directors vide its resolution dated 7th August, 2023.

He is an Independent Director and holds office upto the date of the ensuing AGM. The Board of Directors commends to the members his appointment as Director of the Company at the ensuing AGM.

The Company has received a notice in writing from a member/himself pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, not liable to retire by rotation. Pursuant to Section 149(10) of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company. Further, pursuant to Section 149(13) of the Act, an Independent Director is not liable to retire by rotation. In the opinion of the Board, he fulfils the conditions specified in the Act for such appointment.

Except for Mr Jyotin Kantilal Mehta, none of the Directors or Key Managerial Personnel of the Company or their relatives are interested in this item of business.

The Board commends the ordinary resolution for members' approval.

By order of the Board
For **Westlife Foodworld Limited**

Sd/-
Dr Shatadru Sengupta
Company Secretary

Place: Mumbai
Date: 7th August, 2023

westlife Foodworld

ANNUAL REPORT 2022 - 2023

READY TO EXPERIENCE THE FUTURE

Contents

PERFORMANCE HIGHLIGHTS, FY 22-23

Total revenues

22,782

(₹ mn)

Operating EBITDA

3,931

(₹ mn)

Cash PAT

2,543

(₹ mn)

Restaurant operating margin

23.2

(%)

Forward-looking statement

This document contains statements about expected future events and financial and operating results of Westlife Foodworld Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions, and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results, and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications, and risk factors referred to in the management's discussion and analysis of the Westlife Foodworld Limited Annual Report FY 22-23.

Vision 2027 and what it means for our stakeholders

At Westlife Foodworld Limited, we are proactive in catering to present-day business needs while building a future-ready business.

This commitment birthed Vision 2027, marking our seriousness towards accelerated expansion. Following timely strategic investments, we are geared to double our sales to ₹40-45 bn in five years.

Our ambitious plan entails the opening of 580-630 stores by 2027. Our multi-dimensional strategy, comprises superior many, omni-channel customer engagement, and cost-optimisation, combined with impeccable execution and a talented workforce. The complement of these realities is positioned to help us achieve Vision 2027.

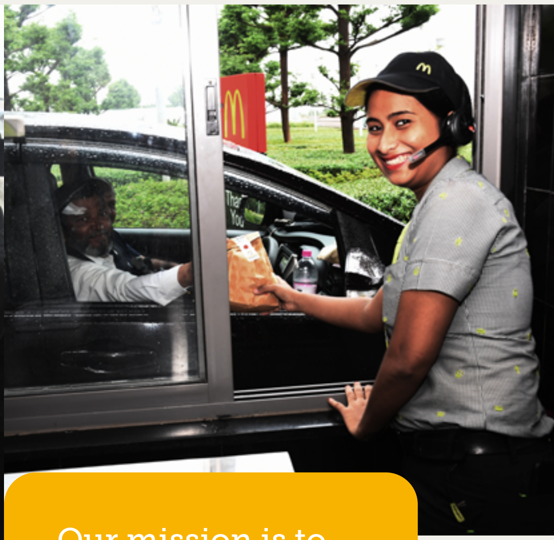
Westlife Development Limited is now Westlife Foodworld Limited (WFL).

During the last financial year, we transitioned from Westlife Development Limited, to Westlife Foodworld Limited. The new name embodies our core business as its stands today and signifies our readiness to embrace the future.

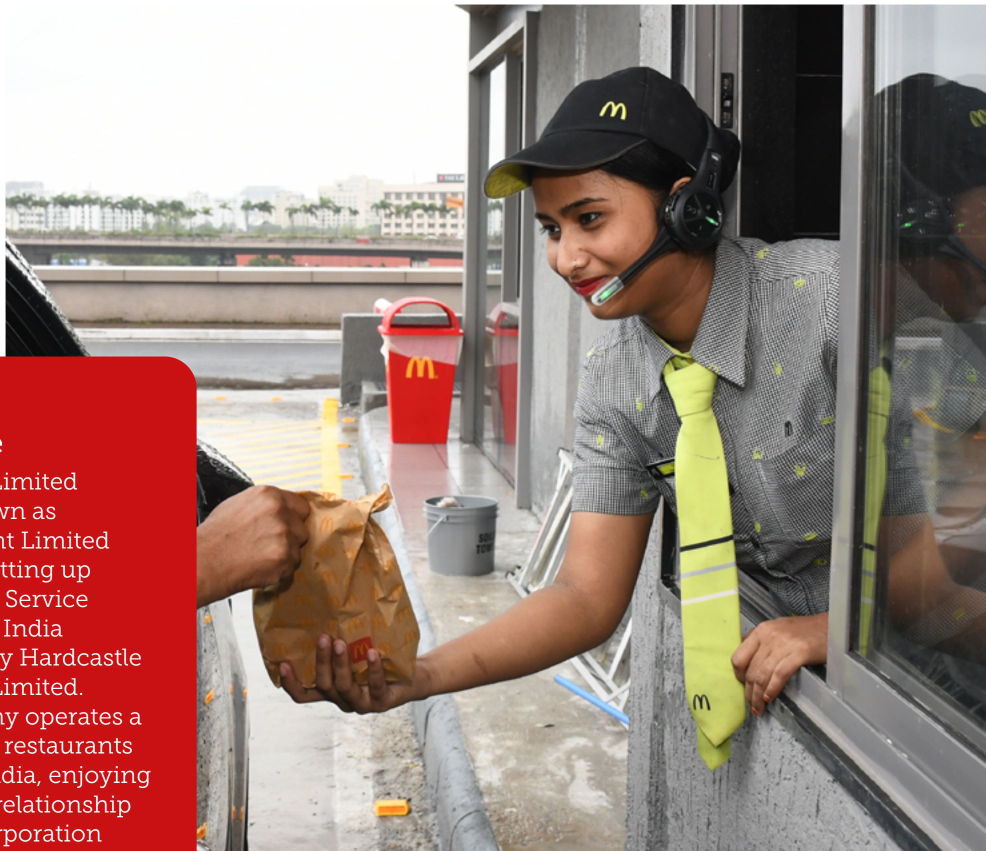
We have not just rebranded; we have geared for a future marked by innovation, growth, and an unwavering commitment to putting our customers first. This strategic decision is aligned closely with the company's identity and the nature and scope of its subsidiary's operations.

Vision & Mission

To be a modern, relevant, and progressive food-tech company delivering value for our customers, our people, our communities, and our shareholders.



Our mission is to make feel-good moments delicious for everyone.



Company profile

Westlife Foodworld Limited (WFL), formerly known as Westlife Development Limited (WDL), focuses on setting up and operating Quick Service Restaurants (QSR) in India through its subsidiary Hardcastle Restaurants Private Limited. (HRPL). The Company operates a chain of McDonald's restaurants in West and South India, enjoying a master franchisee relationship with McDonald's Corporation USA, through the latter's Indian subsidiary.

Footprint

During the financial year FY 22-23, Westlife owned and operated 357 restaurants and 311 McCafes across Telangana, Gujarat, Karnataka, Maharashtra, Tamil Nadu, Kerala, Chhattisgarh, Andhra Pradesh, Goa, and parts of Madhya Pradesh and Union Territory of Puducherry. The Company employed a workforce of 11,596, serving over 200 mn customers a year. It has positioned itself as an accessible and all-for-one brand.

Channels

Westlife's service offering has branched into dine-in, drive-thru, on-the-go, takeaway, and McDelivery (online ordering through the app and website), enhancing its omni-channel convenience and accessibility.

Success enablers

- Building blocks
- Execution proficiency
- Strategic proficiency
- Talent proficiency

Values

- Serve
- Inclusion
- Integrity
- Community
- Family

The Company employed a workforce of 11,596, serving over 200 mn customers in a year.

Our multi-category offerings

Burger

Chicken

Coffee

Sides

Wraps

Desserts

Shakes, smoothies and coolers

Breakfast

Number of outlets

1 FY 96-97	44 FY 06-07	130 FY 11-12
255 FY 16-17	326 FY 21-22	357 FY 22-23

Our growth pillars

#1 Our brand

We earn our customers' trust through the nutrition and hygiene of our menu.

We elevate our customers' satisfaction

We thrive along with our community

#2 Our people

We believe that happy employees translate into a happy company

We implement employee-friendly policies, ensuring the retention of our experienced staff while drawing fresh talent

We foster a performance-oriented work culture

#3 Our restaurants

We safeguard our store's profitability through enduring lease agreements

We provide a futuristic restaurant experience through Experience of the Future (EOTF)

We utilise close location proximity to improve customer accessibility and increase throughput

Westlife: Shifting gears from a conventional food company to a futuristic food-tech powerhouse

Overview

India holds the title for the quickest expanding significant economy, and the country with one of the youngest populations. By an extension of these realities, the country is one of the most attractive long-term markets for organised food businesses, catalysed by increasing lifestyle aspirations and rising purchasing power among customers.

Besides, a new play has emerged: the widening role of smartphones and the growing use of digital payments. These developments have catalysed the growth of food and grocery delivery apps, making them increasingly indispensable in urban India.

The result is the emergence of a term called 'phygitech' in general parlance, which has extended to the term 'food-tech' for the food businesses. The result is a growing fusion of technology and business fundamentals to the point that more food companies are describing themselves as technology companies first and food businesses thereafter. This has resulted in the creation of a niche within the sector, the early movers carving away superior recall and market share.

By transitioning from a food personality into a food-tech avatar, Westlife has made a decisive leap into the future that is likely to strengthen its brand, enhance customer convenience and deepen business sustainability.

Westlife's journey from a food company to a food-tech company

Westlife has been one of India's largest fast-food chains, backed by a much-loved global brand. Instead of becoming complacent with this reality, we focused on expanding our reach and improving the customer experience until we were only a tap away from the customer at any given moment.

Identify: We identified areas that needed to be digitised such as delivery, customer experience, supply chain etc.

Invest: We invested in digital capabilities, technology, analytics and talent.

Implement: We tested and implemented technologies, ensuring that they met our performance objectives.

Launch: We revamped delivery app and website; we modernised its our back-end to modern cloud native technologies and that ensured their seamless integration into our value chain.

How Westlife is poised to capitalise

357
Number of restaurants, March 31, 2023

56
Number of cities of Westlife's presence, March 31, 2023

~57%
Digitally driven revenues, FY 22-23

220
Experience-of-the-future (EOTF) stores, March 31, 2023

24+
Mn, app downloads in FY 22-23

The technologies we employed

Progressive Web App (PWA) for app-like experience on mobile browsers

Single codebase for web, Android and iOS apps to reduce time to market

Microservices Architecture for scalability and faster development

Message Queues for asynchronous communication and increased fault tolerance

CI/CD (continuous integration/ deployment) for faster time to market of new features

Kubernetes for services orchestration and scaling as per load

Websocket communications for real time updates

In-memory databases for caching transient information for faster performance

The evolving Indian market

100%
Y-o-Y growth of Indian online food delivery market in the last three years

450+
₹ bn, value of the Indian online food service market in 2022

800
Mn, Indians with access to the internet

1,200
Mn, Indians likely to access to the internet in the near future

(Source: Expertmarketresearch.in, Indian Express)

Our positioning

Westlife maintains a creditable positioning in the Indian QSR sector. The company is attractively placed to capitalise on evolving food-tech realities for the following reasons:

Brand: Westlife thrives on the unmatched influence of McDonald's, a brand renowned for its history, affordability, accessibility, superior quality, visibility, and trustworthiness.

Menu innovation: Westlife embodies a global brand that has effectively adapted to local tastes, becoming an integral part of local cultures.

Omni-channel network: Westlife's robust omni-channel strategy is about providing a seamless customer experience, whether the customer is dining in at a restaurant, ordering online, or making a purchase through the drive-thru. Westlife has integrated its physical and digital channels to ensure a consistent brand experience. This includes the use of McDelivery App for online ordering, self-ordering kiosks (SOK) at restaurants, on-the-go, 3POs, digital menu boards, and even table service.

Footprint: Westlife's footprint extends beyond metro cities to tier-II and tier-III cities across South and West India, a complement of the two most progressive and economically productive regions of India.

From the Chairperson's desk

We ended the fiscal with several significant milestones and record-breaking performances.

Overview

I would like to begin with a quote by Robin Sharma – 'Starting Strong is Good. Finishing Strong is Epic.' It gives me pleasure and confidence to share that FY 22-23 was an epic year for us. We ended the fiscal with several milestones and record-breaking performances. Our execution excellence strategy, which focused on menu, meals, and branding, generated growth and strengthened our brand, establishing a new baseline to build on.

We reported record-breaking revenue of ₹22.7 bn, up 44% from the previous year. This was substantially higher than India's economy and the QSR sector, showing your brand's irreplaceable appeal. Store openings hit an all-time high, and same-store sales growth stood at 36%. The company's commitment to capital efficiency grew with its revenue, yielding an Operating EBITDA margin of 17.3% (up 300 bps). Cash PAT increased 97% to ₹2.5 bn, and Cash PAT margin improved by 11.2%. Restaurant Operating Margin also grew 400 bps to 23.2%.

Growth across the board

We sustained this momentum across the board, even in a year of unprecedented inflation, demonstrating our consistent ability to provide a superior customer proposition. Our increasing sales validated the success of our brick-and-clicks multichannel multi-day part strategy, which gave customers more occasions and choices to experience us. We improved margins through utilities, robust supply chain, and increased productivity. Our consistent focus on the right network and economics, cost management, profitability, and quality service across the customer journey led to a robust debt-free business model and enhanced stakeholder trust.

Our compelling value proposition and modernised restaurants delivered unforgettable customer experiences, propelling our performance. We strengthened our technology platforms further with the launch of our new McDelivery app, offering an unmatched user experience and a capacity to manage significant order volumes. The launch of the global favourite Chicken Big Mac in India, along with other launches, bolstered our menu offerings. Simultaneously, we augmented our brand positioning around 'meals and family' through several brand campaigns. These measures led to the three pillars – burger meals, chicken, and McCafe – delivering outstanding outcomes.

We continued to invest in our people through training and development interventions, upholding a strong culture of learning, agility, and performance. We set up a strong leadership team with the appointment of Saurabh Kalra as the Managing Director, Saurabh Bhudolia as CFO, Rohit Kumar as CHRO, and Sohel Nalwalla as Supply Chain Head to steer the company's roadmap, strengthening our market dominance and set new benchmarks. Our people efforts were recognised with the prestigious 'Great Place to Work' Laureate Award for being in the top 100 list for 10 consecutive years.

Building the future with Vision 2027

We created a bold vision for ourselves in FY 22-23, setting a roadmap for the next five years under the aegis of Vision 2027. With this strategy, we seek to double sales and add about 300 restaurants in the next five years, while fortifying market leadership and delivering a return on capital of over 40%. With an investment of over ₹14+ bn in the network, we expect this expansion to deliver a high single-digit SSSG, 18-20% operating EBITDA margin, over 40% return on capital employed, over 25% plus return on equity, and over 60% plus free cash flow conversion. We aim to drive this strategically through our most potent business drivers – meals, omni-channel customer engagement, network expansion and financial outperformance. Our meal strategy will focus on protecting market leadership through menu innovation and marketing. To improve seamlessness of the customer experience, our omnichannel strategy will integrate channels and touchpoints into a single McDonald's platform. Additionally, as a part of our commitment to accelerate network expansion, the business will strengthen its position in existing markets and expand into underserved niches. These initiatives will not only improve our business performance but also help realise this vision.

Pursuing purpose-driven growth

The concept of purpose-driven growth, which upholds inclusivity sustainability, reflective of changing employee and stakeholder needs, serves as the foundation of our growth strategy. We are focused on priorities that influence long-term growth and priorities that enable us to expand our purpose of feeding and fostering communities.

In addition to delivering accelerated business results and building a resilient growth business, our priorities include social responsibility, risk management, and sustainable stewardship of our People, Food and Planet. To accomplish this, we are constantly integrating environmental, social, and governance (ESG) priorities into our business strategy and implementing responsible practices that are consistent with our purpose, vision, and values.

What lies ahead

As an organisation, we made remarkable progress across our strategic growth levers, which included driving profitable growth, increasing wallet share, exploring whitespace opportunities, expanding our geographic footprint, and increasing market penetration. I believe we are on a strong growth trajectory and will continue to build on our competitive strengths and widen our business advantage.

Vision 2027, our velocity growth plan, provides us with a consistent framework, and we are geared up to make sure our go-forward strategy also reflects the new operating environment and consistent support from well-wishers like you. We are ready to address the opportunities of the future through the institutionalisation of this vision and are committed to aggressive footprint expansion, modernising restaurants, and unlocking new growth prospects. We will consistently drive innovations in our menu, and efficiencies in our operations leading to enhanced profitability.

We wrapped FY 22-23 with outstanding performance. We are energised and confident about accelerating our growth in FY 23-24 to deliver an industry-leading performance and maximise shareholder value. As I say, the best is yet to be.

In closing, I would like to thank our shareholders, for your continued investment, our customers for your continued support and enjoyment, and the entire Westlife Foodworld team for all you do every day to serve customers and communities across West and South India.

Amit Jatia, Chairperson

PERFORMANCE REVIEW

How we have grown over the years

OPERATIONAL

Store count

FY19-20	319
FY20-21	305
FY21-22	326
FY22-23	357

Employee base

FY19-20	9,908
FY20-21	7,883
FY21-22	10,000
FY22-23	11,596

FINANCIAL

Gross revenues

₹ in mn

FY19-20	15,477.9
FY20-21	9,860.3
FY21-22	15,765.0
FY22-23	22,782.0

Cash Profit

₹ in mn

FY19-20	1,340.6
FY20-21	23.8
FY21-22	1,291.0
FY22-23	2,543.0

Operating EBITDA

₹ in mn

FY19-20	1,439.3
FY20-21	(23.9)
FY21-22	2,071.0
FY22-23	3,931.0

Operating EBITDA

(%)

FY19-20	9.7
FY20-21	(0.2)
FY21-22	13.1
FY22-23	17.3

Restaurant operating margin

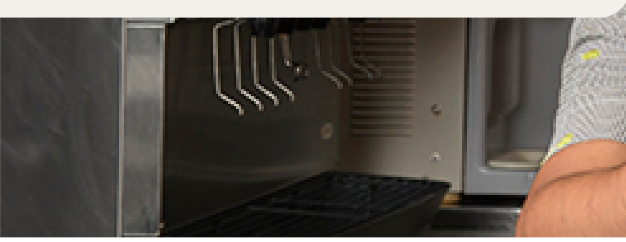
(%)

FY19-20	14.6
FY20-21	7.7
FY21-22	19.1
FY22-23	23.2

Net profit

₹ in mn

FY19-20	365.9
FY20-21	(994.2)
FY21-22	(16.7)
FY22-23	1,115.8



Westlife: Building the business around its biggest asset-its brand

Intellectual Capital comprises knowledge and experiences that take our business ahead.

Overview

At Westlife, the biggest asset driving the business is the McDonald's brand - the most prominent food brand in the world.

As one of the top ten global brands, McDonald's operates 38,000 restaurants in 100 countries. McDonald's has become synonymous with affordability, convenience, and food for every one. Its successful penetration into the Indian market is due in a large part to its menu innovation and powerful marketing strategies. McDonald's has delighted Indian consumers with unique offerings like the McAloo Tikki and Maharaja Mac. By focusing on the Quick Service Restaurants (QSR) model, McDonald's has effectively catered to the fast-paced lifestyle of India's urban population. Moreover, their steadfast commitment to quality and hygiene has been a significant factor in their success in India.

Westlife is committed to upholding the core attributes of the McDonald's brand - affordable, quality, and hygienic food. Over the recent years, the brand has bolstered its presence through omni-channel access, allowing consumers the convenience of dine-in, delivery and take-away options.

McDonald's has become synonymous with affordability, convenience, and food for everyone.

McDonald's brand's attributes of a 'Family' brand

McDonald's is not just a place to eat, but a space for family gatherings and celebrations. Its welcoming atmosphere and diverse menu options make it a popular choice for families to come together over a meal, be it a casual weekend lunch or a grandparent's milestone birthday. Moreover, the option to host birthday parties at many locations adds to its appeal as a family brand. The joy and excitement that McDonald's brings into these family occasions, coupled with its wide range of food options, focus on affordability, convenience, and community engagement, sets it apart as a brand that understands and enhances family dynamics and bonds.

To strengthen this proposition and make family-meal times synonymous with McDonald's, the brand unveiled a series of TV commercials showcasing relatable moments and emotions that family members share while having meals together, and how McDonald's plays a part in making these moments relatable.

To infuse fun, excitement, and newness to the signature McSpicy range, the brand launched Piri-Piri McSpicy range of burgers and wraps featuring Rashmika Mandanna.

To strengthen this proposition and make family-meal times synonymous with McDonald's, the brand unveiled a series of TV commercials

McDonald's is not just a place to eat, but a space for family gatherings and celebrations.

How we enhanced stakeholder value across more than a quarter of a century

Overview

In the midst of significant shifts influenced by liberalisation, globalisation, volatility, economic cycles, and the recent pandemic, the concept of performance appraisal has transitioned from purely financial metrics to a more comprehensive, holistic evaluation.

As a consequence, performance appraisal has evolved from being an isolated factor to an integrated one; it has shifted from solely enhancing shareholder value to improving overall stakeholder value; and it has moved away from a singular focus on profitability towards sustaining business operations in the long-term.

This holistic insight has been captured in the Integrated Value Creation Report. This report is being increasingly recognised for its ability to showcase how organisations enhance value manner for all their stakeholders - employees, customers, suppliers, business partners, local communities, legislators, regulators, and policy makers.

Enhancing sectorial value

When your company went into business, the QSR space was largely non-existent; the sector's character and influence in the early years was largely influenced by your company's thought leadership. Your company invested in the creation of eco-systems for the long-term; it created process, practices and protocols that deepened the operating framework of India's QSR sector.

Employees: Your company provided students with knowledge-enhancing employment; the result is that a number of our young employees reinvested their remuneration in further studies that took their careers ahead. The result is that your company played an active role in their professional growth.

Customers: Your company played a pivotal role in transforming India's QSR sector from a local, unorganised system to a nationally organised one, revolutionising menus and elevating standards for safety (both food and process), quality, and consistency.

Vendors: Your company fostered an ecosystem of resource providers, leading to the cultivation of several agricultural products in India for the first time. It pioneered a market from scratch, aiding in the reduction of imports. By introducing resource quality standards and spurring the growth of the non-staples segment, it made a significant impact on the Indian agricultural economy.

Shareholders: Your company catered to the needs of shareholders by increasing outlet utilisation, expanding menu offerings, and deepening product lines. It optimised the use of various day parts, boosted same store sales growth, and fast-tracked product cross-sales.

Society: Your company reduced its carbon footprint through recycling, reuse, adopting renewable energy, and minimising consumption. Additionally, it supported underserved segments of the community through pertinent initiatives.

'If it's McDonald's, it must be the best'.

Our enduring competencies

Over the last two-and-a-half decades, we have brought some distinctive competencies to the table.

Brand: Our brand is esteemed for providing a comprehensively superior experience, upheld by integrity, consistency, reliability, and professionalism. This reputation, coupled with an excellent price-value proposition, reinforces the belief that 'If it's McDonald's, it must be the best'.

Knowledge: Through the years, the enthusiasm and expertise of our team resulted in ground-breaking initiatives, insightful decision-making, and consistently superior performance.

Long-term: One of our most distinguishable traits has been our dedication to investing in future-forward elements, be it digital technologies, store ambiance, or carbon footprint reduction.

Governance: Our governance standard includes a commitment to doing things appropriately, adhering to regulations, expanding the business based on our core values, enhancing the role of a Board-directed and systems-oriented approach, and investing in technologies that strengthen our processes.

Systems: We have harmonised the interests of the promoters and the capabilities of our professionals, characterised by the strategic guidance provided by the promoters and the active, daily delegation of business initiatives to our professional team.

How we enhance stakeholder value

- Retaining employees; enhancing knowledge
- Delighting consumers; attracting more customers
- Retaining suppliers; creating a dependable eco-system
- Protecting the environment; making operations safe for communities
- Servicing local communities; enhancing trust
- Communicating responsibly; engaging with regulators
- Rewarding shareholders; enhancing perception and valuation

How we engage with our stakeholders

We acknowledge the significance of open and institutionalised communication with stakeholders as a vital element in our process of delivering long-term value.

Stakeholder	Westlife's considerations	Stakeholder interests	How we engage	Capitals impacted
Customers	**Our** products are designed to offer mindful indulgence that is value-for-money. This positions a significant responsibility on us to deliver a modern menu that meets the highest quality standards	**Quality**, accessibility, and affordability of products **Consistent**, reliable, and convenient supply of products **The** effect of our products on consumer health and cleanliness	**We** connect with our customers through meaningful interactions during their visits to our outlets, ensuring their experience is as convenient as possible	Intellectual
Government, competent authorities	**Our** capacity to produce, market, and distribute products is guided by regulatory approvals from government authorities and routine evaluations of our infrastructure, certifying our products as safe for public consumption	**Adherence** to legal and regulatory guidelines, which establish operational credibility and process integrity **The** impact of our operations on society and the environment **The** contribution we make to the economy through tax revenues and investments	**We** participate in audits conducted by regulatory authorities at our stores to ensure adherence to Good Manufacturing Practices (GMP) and regulatory requirements **We** actively engage in industry bodies, articulating responsible perspectives **We** maintain transparency through reports and interactions designed to confirm our compliance with legislative and regulatory policies and processes	Social and Relationship
Employees	**We** continually strive to understand the needs, challenges, and aspirations of our stakeholders. This understanding guides in creating an energising workplace that bolsters productivity and exceptional performance	**Job** stability and emotional engagement with staff **Equitable** compensation and performance-based incentives **Workplace** diversity and inclusivity, fostering a creative environment **Employee** performance management, skills enhancement, and career progression **Ethical** employment practices, enhancing the talent acquisition pipeline **Promotion** of employee health, safety, and wellbeing	**Direct** interaction with supervisors and business managers **Empowering** store-level executives, crucial for enhancing customer satisfaction **Providing** opportunities for training, learning, and development **Implementing** employee wellness initiatives	Human

Stakeholder	Westlife's considerations	Stakeholder interests	How we engage	Capitals impacted
Suppliers	**These** stakeholders play a pivotal role in ensuring our food lines and stores continue to operate efficiently. They equip us to maintain quality and pricing stability, even amidst market volatility	**Providing** fair engagement terms and prompt settlement, which bolsters systemic confidence **Maintaining** ongoing communication to achieve optimal service results	**Conducting** training programs on progressive farming practices **Equipping** farmers with the latest technologies **Implementing** sustainable sourcing methods with environmental considerations at the forefront	Social and Relationship, Financial, Natural
Investors and funders	**These** stakeholders require timely updates on substantial developments that could influence the company's performance and future prospects	**Increase** in revenue, EBITDA, and return on investment **Proper** management of capital expenditure, working capital, and expenses **Monitoring** of gearing, solvency, and liquidity **Ensuring** security over assets, ethical management of investments, and adherence to good corporate governance	**Presenting** quarterly results to investors **Announcements** on stock exchanges, media releases, and publishing quarterly results **Holding** Annual General Meetings **Maintaining** the investor relations section on the company's website	Financial
Communities	**Communities** offer our company a variety of intangible supports, including a social structure, customer base, employees, and more	**Boosting** community confidence Increasing happiness among beneficiary stakeholders	**We** have leveraged the Ronald McDonald House Charities India to meet the needs of marginalised communities	Social and Relationship

Our strategy

Strategic focus	Key enablers
Innovate and excel	Westlife has fostered a culture of excellence in people, processes, and products. This is evident in the launch of new menu platforms, Experience of the Future (EOTF) restaurants, and digital interfaces
Cost leadership	Westlife capitalises on the McDonald's brand, economies of scale, and advanced technologies to boost procurement and operational efficiencies.
Supplier of choice	Westlife continues to be a preferred choice due to its superior price-value menu proposition, nutritious ingredients, fresh food, and affordability
Robust people practices	Westlife, an employer of over 10,000 individuals, continues to train, reward, and empower its employees
Responsible corporate citizenship	Westlife is committed to responsible ESG initiatives, including clean and green processes. Furthermore, it capitalises on the platform provided by the Ronald McDonald House Charities
Value-creation	Westlife ensures that the culmination of its various initiatives leads to the enhancement of stakeholder value

WE SHARED VALUE WITH...

> Investors

> Suppliers

Material issues /addressed	Capitals impacted
Superior use of cutting-edge technology	Intellectual Financial
Creating the basis of long-term business sustainability	Financial, Intellectual, Natural, Social and Relationship
Enhancing ingredient predictability through long-term vendor agreements	Intellectual, Social and Relationship
Cultivating a professional culture marked by processes that lead to predictable, people-centric outcomes and increased systemic stability	Intellectual, Human
By investing in initiatives that stimulate the economy and foster community engagement, Westlife reinforces its reputation as a responsible corporate citizen	Social & Relationship and Natural
Meeting customer needs for convenient and hygienic and quality products	Intellectual, Social & Relationship

> Employees

> Customers

> Government and regulators

> Society

The responsible face of Westlife

Overview

Westlife places a priority on environmental integrity while catering to the diverse needs of our stakeholders. Over the years, we reduced our carbon footprint and enhanced operational and cost efficiencies. Central to our strategy is our advanced energy management system that converts used cooking oils into biodiesel and has eradicated the use of single-use plastics in customer interactions.

Westlife's 4 principles of sustainability

- > Replace
- > Recycle
- > Reuse
- > Reduce

Our energy conservation initiatives

- Implemented an Energy Management System in 309 restaurants
- Installed air-conditioning with remote auto on/off and temperature cloud controllers
- Installed auto on/off controllers across the ten highest energy consuming kitchen equipment
- Installed evaporative air-cooling kitchen systems and economisers
- Used LED bulbs and order assembly table sets; installed solar roof top panels in one restaurant
- Installed motion sensors to control store back area lighting consumption wastage
- Replaced the old module RO with high efficiency and low power consumption RO (reverse osmosis) system

Big numbers

309
Restaurants covered by the Energy Management System

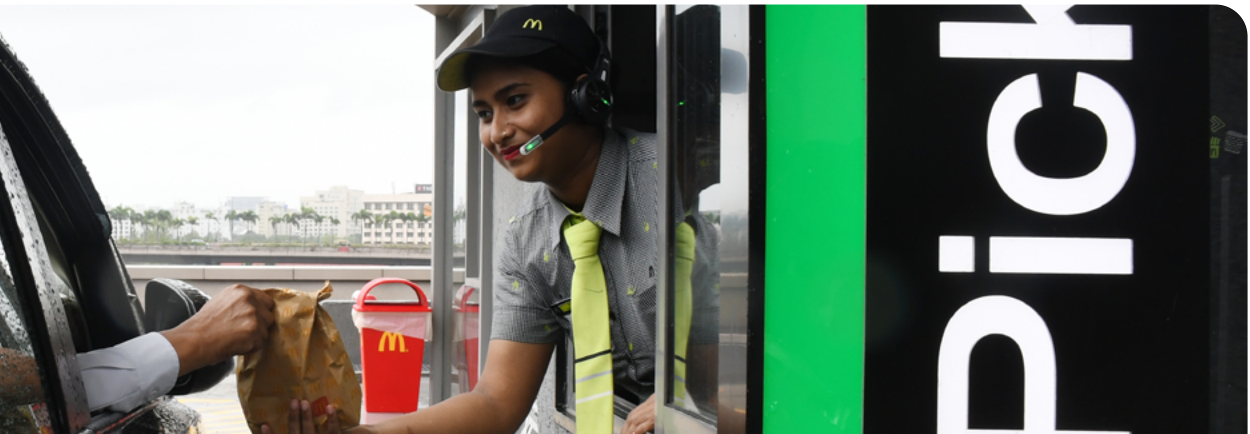
1,05,00,000
Units, electricity saved

Water conservation

- Installed waterless urinals and low-flow aerators in its restaurants
- Re-purposed RO reject water
- Installed a high-water recovery reserve osmosis system

Big numbers

2,13,00,000
Litres of water saved



Packaging

- Prioritised the use of paper/biodegradable material (corn starch)
- Eliminated the use of single-use plastic in customer-facing packaging
- Implemented the use of FSC-certified paper in customer-facing packaging
- Replaced plastic cutlery with more environment-friendly equivalents (wood/PLA/paper)

Big numbers

1,09,000
Kg of plastic recycled

Resources

- Adopted responsible agricultural practices validated by McDonald's Corp.
- Sourced RSPO (roundtable on sustainable palm oil) mass balanced certified palm oil
- Continued to explore futuristic agricultural technologies (hydroponics) that moderated finite land use
- Advocated drip irrigation among resource providers to enhance resource efficiency
- Promoted crop rotation, protecting soil freshness
- Implemented the use of Rainforest Alliance ('good' in Mayan) certified coffee beans, one of the world's largest programmes for sustainable coffee and cocoa farming
- Introduced protected farming for tomato to enhance food safety
- Improved cold storage for onion, reducing wastage by nearly 2%

Poultry and fish

- Implemented an effective animal welfare policy
- Audited farms for animal health and welfare
- Advocated against the use of hormones in animals
- Utilised only vegetarian feed
- Strengthened international best practices around biosecurity
- Sourced Marine Stewardship Council-certified fish
- Sourced sea water fish (not from farms) and only approved varieties (no endangered species)

Big numbers

99%
of discarded cooking oil is recycled by converting into bio-diesel

Bio-diesel

- Reused cooking oil as per guidelines
- Pioneered the use of converted bio-diesel in transportation
- Measured oil properties and discarded as prescribed
- Pooled used oil from 100 restaurant locations, converted into bio-diesel
- Graduated to 100% bio-diesel use in our trucks

Enhancing Westlife's relationship stability

Overview

In a rapidly transforming world, the stability of relationships provides a sense of continuity. These relationships with employees, vendors, customers, and community form the backbone of a comprehensive ecosystem characterised by familiarity, subject matter knowledge, trust, and engagement. The value derived from these connections enables faster, cost-effective business scaling in a shorter time frame, serving as a potent shield against market instability.

Vendors: Westlife's supply chain established across a quarter of a century, accounts for virtually all the company's food and ingredients. The value of the supply chain is reflected in a lower transportation cost, quicker supply chain, enhancing rural incomes, development of product items for the first time in India (helping create new tastes), responsible farm practices and enhanced food hygiene. The result is that the stability of the company's eco-system has helped under-perform inflation, enhancing menu affordability. This farm-to-fork assurance represents a decisive insurance at a time of climate change and evolving consumer preferences.

Customers: Westlife champions the motto 'Real Food, Real Good', placing a strong emphasis on wholesome and nutritious offerings. The company routinely reviews its menu with the goal of boosting the nutritional value of its dishes. Examples of these enhancements include the use of whole-wheat wraps to increase dietary fibre content and the elimination of artificial preservatives and colours. Westlife has successfully removed trans fats, provided calorie counts and nutritional information on the menu, decreased sodium levels in fries, nuggets, sauces, and patties, and reduced oil content in mayonnaise - striking a careful balance between taste and nutrition.

Employees: Westlife places a high priority on the '3R's' - recruitment, retention, and reskilling. The company fosters a supportive environment that encourages the growth of its employees. As a result, Westlife is not just a responsible employer, but also recognised as Great Place to Work.

Community: Westlife has initiated several programs aimed at giving back to the community. The 'EatQual' campaign has been created to offer specially packaged meals for those with limited upper hand mobility.

In FY 22-23, the company celebrated the sixth anniversary of the Ronald McDonald House Charities (RMHC) India Chapter at the Ronald McDonald Family Room in the pediatric oncology department of the Bai Jerbai Wadia Hospital in Mumbai. This room serves as a comforting space for families whose children are undergoing cancer treatment.

Employees of the Company and crew members regularly engage in community services in an effort to give back to the community. These include tree plantation, beach clean-up, NGO connect, feeding the under privileged, blood donation, felicitating and acknowledging the efforts of local authorities such as Police, etc.

In a move towards inclusivity, Westlife launched a Gold Standard drive-through near the Statue of Unity in Gujarat. This drive-through is unique as it is operated by an all-women crew.

Social relationship with local communities

4,000
Meals / food items distributed to needy and underprivileged as a part of store-level CSR activities

Over 35,000
Kids and family members touched by Ronald McDonald House Charities Foundation India (RMHC India)

ADDRESSING STAKEHOLDER NEEDS

Westlife's commitment to good governance

Overview

In the rapidly changing business landscape, sudden shifts can drastically affect corporate profitability. As such, there's an increasing premium on corporate stability. This stability is achieved through comprehensive governance, which mitigates cyclicality and boosts business sustainability.

The company prides itself on its integrity and long-term sustainability over fleeting profitability. The guiding governance principles at Westlife offer a glimpse into the values and priorities that form an integral part of its identity.

Westlife's governance priorities

- Commissioning
- Convenience
- Contemporarisation
- Complement
- Carbon minimisation
- Choice diversity
- Cost management
- Controls

Westlife's governance components

- Corporate risk management
- Tax strategy
- Board structure and brand independence
- Protecting shareholder interest
- Regulatory compliance
- Timely disclosures

The way we do business

Board of Directors: The Board of the company is composed of esteemed professionals and industrialists who enhance Westlife's values, bringing valuable insights and understanding.

Brand: The company's public-facing brand, McDonald's, is among the world's most respected Quick Service Restaurant (QSR) entities, distinguished by its availability, accessibility, and affordability.

Long-term: The company has structured its business on the foundation of long-term relevance. This is demonstrated through measured growth, strategic long-term investments in assets, technologies, brands, people, locations, products, and partners, as well as a focus on business sustainability.

De-risking: The company has secured long-term lease agreements with property owners, broadened its service offerings, and boosted revenues from store locations. All of these have been achieved without the need for additional capital raising. Moreover, the company has established a comprehensive supply chain that extends from farm to table.

Data-driven: The Company invested in digital capabilities and technologies that generated valuable data on markets, consumer preferences, and business details. This data acted as a springboard for knowledgeable decision-making. Its strategic technology investment streamlined operations, enhanced efficiency, enriched customer experience, and reinforced market leadership.

Extensions: The company expanded its services beyond traditional dining. Now, we offer breakfast and coffee options through McCafé, and home delivery with McDelivery. This covers various times of the day and offers a broader menu selection.

Risk management: Deepening resilience at Westlife

Overview

Westlife's comprehensive system for handling risks comprises identifying, analysing, assessing, controlling, and managing risks. The Board of Directors, with the assistance of the Audit Committee and the Risk Management Committee, drives its overall risk management.

The objective of Westlife's risk management is to mitigate risks that obstruct objectives. The company is engaged in the proactive identification and implementation of risks management framework.

Risk management process

Risk identification > Risk evaluation > Risk reporting > Risk mitigation > Risk monitoring and follow-up

Our principal risks and mitigation initiatives

Inflationary risk

Inflation can lead to increased end-product prices, affecting offtake and brand salience

Mitigation

Westlife has applied various tech and operational strategies to boost cost efficiency. We enhance our pricing through research-backed menu changes. Robust vendor facilities and commissaries streamline our supply chain, and long-term contracts keep real estate costs in check

Environment risk

Disposable packaging could add to waste and environmental clutter

Mitigation

Westlife uses Forest Stewardship Council (FSC)-certified paper for packaging applications

Regulatory and compliance risk

Non-compliance with laws and regulations could result in penalties and censure

Mitigation

Westlife's governance culture is defined by its policies, processes, and controls, with accountability assigned to respective departments. The company's management tools ensure all functions and units stay informed about current and upcoming regulations

Geography risk
Concentrating on a particular geography could saturate opportunities

Mitigation
Westlife's network has evolved considerably over the past 5 years with significantly enhanced penetration in smaller towns

Human capital risk
Inability to attract and retain talent could impact growth

Mitigation
Westlife prioritises the recruitment of suitable talent and fosters their career advancement

Finance and liquidity risk
Stretching the Balance Sheet could impact liquidity

Mitigation
Westlife continues to nurse a strong Balance Sheet and liquidity while sustaining store expansion

Technology risk
Outdated technologies could impact productivity

Mitigation
Westlife invested in digital technologies to enhance the customer experience

Food safety risk
Unhygienic or poor-quality food may diminished experience

Mitigation
Westlife conducts the Daily Product Safety Checklist (DPSC) thrice daily at restaurants to maintain food freshness and safety

Westlife's operational efficiency

Overview

The pandemic transformed the customer's tastes and preferences, especially in the informal eating-out structure. This resulted in the continued dominance of organised players in the customer wallet share, due to their ability to offer hygiene, convenience and contactless delivery.

This habit of convenience (ordering from any place and any time) has cascaded beyond metro cities into tier-II and tier-III regions, which were traditionally dominated by dine-ins.

During the year under review, both our on-premise and off-premise continued to grow by 85% and 11% respectively.

Strengths

- Omni-channel business (dine-in, apps, online delivery, drive-thru, on-the-go)
- Market leadership
- Menu localisation
- Diversified menu across categories, day-parts and price points
- Presence beyond metro cities

Challenges

- The perception of 'junk food' around our products
- Our farm-to-fork approach ensures that all ingredients used are fresh and locally sourced. Many of our products are free from preservatives and completely devoid of added MSG
- The inflationary pressures on food and paper affected the gross margins
- The inflationary impact on food and paper was mitigated by cost saving initiatives and pricing actions

Highlights

- We have grown faster in tier-II cities than in metros compared to pre-COVID levels.
- We achieved 56% of system wide sales from our digital channels.
- We added 35 new restaurants in FY 22-23

Westlife's people management

Westlife has invested in talent with the objective to drive innovation, growth, and resilience

Number of employees	% of women employees
1,843 in FY 06-07	18% in FY 11-12
5,852 in FY 11-12	25% in FY 16-17
7,954 in FY 16-17	32% in FY 21-22
9,042 in FY 22-23	34% in FY 22-23
11,596 in FY 22-23	

Overview

The company's prudent focus on talent has led to attractive growth, marked by empowerment, accountability, and a performance-oriented culture The company's people-centric practices are aligned with its business objectives, resulting in a healthy and rewarding workspace. Our HR practices are benchmarked with national and international labor regulations, resulting in competent and knowledgeable employees.

Highlights, FY 22-23

- We were awarded the prestigious Great Place to Work Laureate Award as one of the top three companies for being in the top 100 list for ten consecutive years
- We imparted skills for life training
- We were named as one of India's Top 50 Best Workplaces for Women 2022 by Great Place to Work

~10,000
Employees trained

Westlife's financial hygiene

Overview

The Company has continued to protect its Balance Sheet by seeking innovative ways of cost optimisation, ensuring there is adequate cashflow to expand our operations and fuel our growth for the future.

Strengths

- Asset-light Balance Sheet
- Progressive increase in cash reserves
- No long-term debt
- Consistent short-term debt repayment

Highlights, FY 22-23

- The revenues for FY 22-23 was ₹22,782 mn, growing 44% year-on-year
- The same store sales growth for FY 22-23 stood at 36.1% year-on-year
- The royalty rate for FY 22-23 was 4%.

Outlook

We will continue to build upon our menu strategy, which is premised on three core pillars, namely: burgers, chicken, and coffee. We will augment our omnichannel business model further to enhance the consumer journey and experience. Furthermore, as our average unit volume grows, we aim to improve our margins by taking advantage of increased scale. Our aggressive yet prudent network expansion plans are designed to reach between 580-630 restaurants by 2027. Our aim is to achieve industry-leading performance and create greater value for all stakeholders.

Profile of Board of Directors

Mr. Amit Jatia
Chairperson

Ms. Smita Jatia
Vice Chairperson

Mr. P.R. Barpande
Independent Director

Mr. Tarun Kataria
Independent Director

Mr. Manish Chokhani
Independent Director

Mrs. Amisha Jain
Independent Director

Mr. Jyotin Mehta
Additional Director

Mr. Akshay Jatia
Executive Director

Mr. Amit Jatia

Chairperson

Mr. Amit Jatia is the Chairperson at Westlife Foodworld Limited, formerly known as Westlife Development, the master franchisee of McDonald's® restaurants in West & South India.

In his role as the leader of the world's largest and most loved QSR brand in West & South India, Amit is responsible for providing strategic direction to the business and leading the team towards achieving rapid growth and profitability.

Amit's tryst with entrepreneurship started early when he joined his family's manufacturing business and led many critical projects successfully. In 1996, Amit got the opportunity of setting up McDonald's in India and has been an integral part of the QSR industry for over 27 years. Under his leadership, McDonald's expanded its footprint to over 300 restaurants, launched its in-house coffee chain McCafé and scaled itself to a food tech company going from strength to strength.

Amit is passionate about mentoring businesses and often guides several other family-owned firms.

In 2003, Amit was bestowed with the 'Young Achievers Award', by the Indo-American Society. Business World, a leading business magazine named McDonald's the 'Most Respected Company in the Food Sector for three consecutive years.

Ms. Smita Jatia

Vice Chairperson

Smita Jatia is the Vice Chairperson of Westlife Foodworld Ltd which owns and operates the master franchisee of McDonald's restaurants in West and South India under their wholly owned subsidiary, Hardcastle Restaurants Pvt. Ltd. (HRPL). Smita is a business stalwart with over two decades of experience in the QSR industry. She has been at the forefront of leading the aggressive growth of McDonald's in the market and building it as one of the most loved brands in the country.

Smita joined Westlife as the marketing lead in 1998 and spearheaded some of the most impactful campaigns for the brand. She was integral in conceiving campaigns such as "McDonald's main hai kuch baat" and "Aap ke zamane mein baap ke zamane ke daam" that laid the growth foundation for the brand in the country. She eventually worked across functions including strategy, operations and HR, before she was given reins of the company as the MD.

Smita's biggest strength lies in her astute understanding of commerce and customers alike. Under her leadership, McDonald's has achieved many key milestones including reaching the ₹1,000 cr revenue mark, launching McCafé, bringing the brave concept of Experience of The Future restaurants to India and launching the innovative, new service – On the Go on their McDelivery app during the pandemic. This exemplary growth path has also been recognised by McDonald's Corporation that awarded HRPL the 'Top of the Charts' honour. The award recognised West and South India as the best performing market in Asia - yet another strong testimony to Smita's vision and leadership.

A commerce graduate from Sydenham College, Mumbai, Smita has completed an 18-week executive management program from Harvard Business School, Boston. She has also undergone a rigorous Marketing and Restaurant Leadership program at the Hamburger University, USA.

She was featured in the Forbes Asia's Power Businesswomen list. This list included only 25 women from across the Asia-Pacific region of which only four Indian women entrepreneurs made it to the list! This coveted recognition is one big feather in her hat. She was also recently featured in the Most Powerful Women list by Business Today and was on the Cover of their magazine's October issue among other notable women like Nita Ambani, Founder and Chairperson, Reliance Foundation, Nandini Piramal, ED, Piramal Enterprise and many more many more.

Mr. P.R. Barpande

Independent Director

Mr. P.R. Barpande was an audit partner with Deloitte Haskins & Sells, Chartered Accountants, Mumbai and has an experience of more than 30 years in the areas of accounts and audit. He had a wide experience of serving in domestic and international clients as an audit partner. He was actively involved in reformatting accounts to US GAAP / IFRS for major domestic and multinational companies and some Indian banks.

He is a Fellow Member of the Institute of Chartered Accountants of India. He is also an Independent Director in some of the listed and private companies.

Mr. Tarun Kataria

Independent Director

Mr. Tarun Kataria is a venture investor and board director. Prior to this, Mr. Kataria had a 30-year investment banking and capital markets career, working in New York, Singapore, Hong Kong and Bombay.

Mr. Kataria was the CEO of India of Religare Capital Markets, a pan Asian Investment Banking and Institutional Equities boutique. Mr. Kataria was previously Chief Executive, Global Banking & Markets, HSBC India; Vice Chairman, HSBC Securities and Capital Markets Limited and Non-Executive Director of HSBC InvestDirect (India) Limited, a listed NBFC and retail brokerage business. Prior to his stay in India, Mr. Kataria was based in Hong Kong as Managing Director and Head of Institutional Clients, Asia Pacific, HSBC Global Markets with responsibility for all fixed income, foreign exchange, derivatives and equities businesses across Asia.

He currently serves as Non-Executive Chairman of India Grid Trust, a KKR portfolio company and India's first listed business trust of electricity transmission assets. He is also Chairman of the Investment Committee of Mapletree US / Europe Logistics Trust and an Independent Director of Global Moats Fund (Mauritius). He was previously Lead Independent Director of Mapletree Logistics Trust, Independent Director of Jubilant Pharma Limited and HSBC Bank (Singapore) Limited.

Mr. Kataria is currently Senior Advisor to the World Wildlife Fund, Singapore. He was a former Chairman of the Singapore Conservation Trust and former Chairman of New Opera Singapore. His philanthropy is directed towards environment conservation and the health and education of girl children. He has an MBA in Finance from the Wharton School. His interests include European and Asian history, yoga, Indian and Singaporean art, photography and African safaris.

Mr. Manish Chokhani

Independent Director

Mr. Manish Chokhani is a Chartered Accountant and MBA from the London Business School. Manish is one of India's most respected financial experts and investors. He is a Director at Enam Holdings, the multi-billion-dollar family office of the founders of Enam. He also serves on the Governing Board of Flame University, one of India's leading liberal arts universities.

From 2006 to 2011, he was CEO of Enam Securities, a leading Indian investment bank. He led its US$ 400 mn merger in 2011 with Axis Bank to create Axis Capital, which he led as MD & CEO until the end of 2013. He then served as a Board member till 2018. Under his leadership, Enam/ Axis mobilised ~ 25% of all equity funds raised in India and were the house banker to several leading Indian business groups.

From 2014 to 2016, he served as Chairman of TPG Growth in India and then till 2019 as Senior Advisor to TPG Group, one of the world's largest private equity institutions.

He currently serves as independent director on the boards of listed companies that include Westlife Foodworld Limited (McDonald's), Shoppers Stop, Laxmi Organic, Landmark Cars and Welspun Corp.

Mr. Chokhani is a member of the Young Presidents' Organization. He has served as a member of SEBI's Alternative Investment Promotion Advisory Committee and also as Co-Chairman of the Capital Markets Committee at the IMC. He has been a visiting faculty member at IIM-Kozhikode and has served on the International Alumni Board and scholarship panels of the London Business School.

He is a sought-after speaker on CNBC, ET Now and other business/educational events.

He practices Vipassana meditation and is also a talented and trained singer. He and his wife enjoy travel, reading, theatre, music, art and fashion, cricket and tennis. His Wharton educated son oversees the family's international investment portfolio.

Mrs. Amisha Jain

Independent Director

Mrs. Amisha Jain is the Managing Director of South Asia, Middle East and Africa (SAMEA) at Levi Strauss & Co. She is extremely passionate about the expansion and growth of the brand, contributing to the company's success in the SAMEA regions respectively.

Prior to this, Amisha was the CEO at Zivame. She built the innovation-led consumer centric brand and lead the fastest growing women's organisation for intimate wear and set it up to catapult the business to greater heights. She is a firm believer of "One Team, One Voice". And this has been her foundation to build teams that are all individually strong and collectively effective at delivering business results.

An alumna of INSEAD and Mckinsey, she has over 19+ years of experience in technology, consumer, and retail sectors. Prior to joining Zivame, Amisha was heading the Arvind Sports Lifestyle business and the Digital Centre of Excellence for the Arvind Group. Through the course of her career, she has been leading the growth and transformation initiatives for multinational consumer goods, and apparel brands. During her stint as the Head of Sales at Nike, she was also chosen for the prestigious '40 under 40: India's Hottest Business Leaders 2015' and 'India Inc's rising women business leaders' 2015' award by the Economic Times & Spencer Stuart, respectively.

In her spare time, she enjoys reading and camping with her husband and her seven-year-old son.

Mr. Jyotin Mehta
Additional Director

Mr. Jyotin is a rank holder (All India Rank 3) Chartered Accountant, Company Secretary and Management Accountant and a gold medalist from University of Mumbai. He is a versatile finance and GRC professional with excellent academic credentials, held leadership positions in Voltas, ICICI Group and Shell Group of companies, with a rich experience of 40+ years in the areas of corporate finance, internal audit, corporate governance, risk and controls, company law and legal and regulatory compliance and customer service. He is the Independent Director and Chairman/member of various board committees in listed and unlisted companies including Linde India Limited, Suryoday Small Finance Bank, JSW Ispat Special Products Limited (JISPL), companies in the ICICI Group & M&M Group. Jyotin is a mentor and coach for senior professionals and also a visiting faculty at leading management schools in India, including SP Jain Institute of Management Research and Welingkar Institute of Management (WeSchool). He is passionate about governance, technology and customer service.

Mr. Akshay Jatia
Executive Director

Mr. Akshay Jatia is the Executive Director at Westlife Foodworld Ltd, formerly known as Westlife Development, the master franchisee of McDonald's restaurants in West and South India.

Akshay spearheads the overall business strategy, brand extensions, and digital innovations for McDonald's.

A keen observer of the emerging needs of customers and evolving technology landscape, Akshay has led various business transformation initiatives that have accelerated the growth of the company on many counts. The launch of its 'Experience of The Future' (EOTF) restaurants or the emphasis on omnichannel experience for customers - McDelivery, McCafé, and McBreakfast, which, along with dine-in, has contributed more than 50% to the total sales in FY22 are a few examples. He even spearheaded strategic tie-ups with third-party delivery aggregators to expand McDonald's delivery presence, a move that underscored the organisation's level of risk preparedness and supply-chain planning.

Akshay joined HRPL in 2014 and over the last six years has worked cross-functionally to understand the nuances of strategy, operations, marketing, IT and synergised them to grow the brand. He also spent a year working across McDonald's India restaurants to get first-hand learning of what goes behind running great restaurants.

Along with a team of talented and experienced professionals, Akshay aspires to transform McDonald's into a prominent food-tech company and drive the business to the next level of success.

Akshay holds a Bachelor of Science degree with majors in Finance and International Business from Leonard N. Stern School of Business, New York University.

Management discussion and analysis

Global and Indian economic overview

The global economy was estimated to have grown at a slower 3.2% in 2022, compared to 6% in 2021. The macroeconomic headwinds translated into moderated global capital, disrupted trade, increased energy costs and cautious consumer spending. Even as the global conflict remained geographically distant from India, ripples comprised increased oil import bills, cascading inflation, cautionary government and a sluggish equity market.

India reported an estimated economic growth of 7.2% in FY 22-23, one of Asia's best growth rates during the period. By the close of FY 22-23, India had retained its position as the fifth largest global economy and was seen as a principal driver of the global economy (with China).

India's fiscal deficit was estimated in nominal terms at ~ ₹17.55 lakh cr and 6.4% of GDP for the year ending March 31, 2023.

The country's retail inflation, measured by the consumer price index (CPI), accelerated to 5.6% in March 2023. Inflation data on the wholesale Price Index (calculates the overall prices of goods before selling at retail prices) eased to 4.73% during the period. In 2022, CPI hit its highest of 7.79% in April 2022; WPI reached its highest of 15.88% in May 2022.

India moved up in the Ease of Doing Business (EoDB) rankings from 100th in 2017 to 63rd in 2020.

Per capita income almost doubled in nine years to ₹1.72 lakh during the year under review, reporting a rise of 15.8% over the previous year.

Driven by broad-based credit expansion, better capacity utilisation and improving trade deficits India is expected to grow 6.8% in FY 23-24, catalysed in no small measure by 35% capital expenditure growth by the government.

(Source: PWC report, EY report, IMF data, OECD data, Budget FY 23-24; Economy Projections, RBI projections)

Indian food services and quick service restaurant (QSR) sector

The Indian food services sector was valued at approximately ₹4 trn in 2022 owing to a number of factors such as growing urbanisation, an increase in the number of young professionals entering the workforce, increasing access to organised food chains, greater consumer awareness towards health and hygiene, and a rise in consumer's preference for eating out and taking delivery. From 2022 to 2027, the Indian food services sector is expected to grow at an 10.4% CAGR and reach ₹6.6 trn. Furthermore, during the period of 2022-2027, the quick service market (QSR) in India is expected to grow faster than the overall market, growing at approximately 13% CAGR. Over the last two years, the annual spending of middle-class households on fast food restaurants, from tier-II and tier-III cities, has more than doubled from ₹2,500 to ₹5,400. The market size of the QSR industry in tier II and tier III towns was valued at US$ 134.3 mn. The widening presence of major food chains in the smaller cities, catering to a younger audience and an increase in disposable incomes will be tailwinds for the Indian QSR sector.

(Source: Euromonitor, Business Standard, Yourstory)

Growth drivers

Population growth: In 2023, India has surpassed China as the world's most populous country with a population of 141.7 cr at the end of 2022.

Demographic shift: In 2022, the average age of an Indian was 28.7 years. More than half of India's population is under 25 years of age. The consumer market is largely driven by the millennial (15-34 years) population, which is more habituated to eating out/ ordering in, digitally advanced, and experimenting with their food, making them the ideal audience for the QSR format.

Growing middle-class income: The strength of the middle-class is expected to rise from 432 mn people (31% of the population) in FY 20-21 to 715 mn (47% of the population) in FY 30-31. This means nearly 140 mn middle-income households will be added to India's economy by 2030.

Traction in food services sector: The food services industry is expected to employ one crore people by 2025.

Popularity of food delivery and take-away: The hectic lifestyle of the population has widely contributed to the growth of food delivery services and takeaway. The online food delivery market is expected to grow to ₹990+ mn by the end of 2027, growing at a CAGR of 17% between 2022-2027.

Beyond metro cities: Renowned food-tech players are now present in 500+ cities in India and aggressively expanding operations. Popular delivery players have expanded themselves to tier-3 cities and partnered with local restaurants and hotels to deliver food.

Localisation of menu: The Indian QSR industry has revolutionised the QSR format by introducing local flavours in their menu offering. Indian cuisine is the fifth most favourite cuisine in the world, validating the menu 'glocalisation'.

(Source:techsciresearch.in, Euromonitor, livemint, Business Standard, Financial Express, restaurant.indianretailer)

Business overview

One of the fastest growing players in India's quick service restaurant (QSR) sector, Westlife Foodworld Limited (WFL), formerly known as Westlife Development Limited, owns and operates McDonald's restaurants across West and South India, through its wholly owned subsidiary Hardcastle Restaurants Private Limited (HRPL). To fuel the growth of McDonald's in India, Westlife Foodworld, set up a strong technology backbone and made big bold investments in the brand to ensure McDonald's remains a modern, relevant, and progressive brand for Indian consumers. With such well-defined business strategies clubbed with a strong financial foundation; the company has grown McDonald's India (W&S) to become one of the most loved food brands in the country's western and southern regions. McDonald's India (W&S) had 357 restaurants as of March 31, 2023.

Brand positioning: Over the years, the Company has underlined McDonald's as an accessible brand that offers hygienic and high-quality food in all its brand campaigns, making McDonald's the ultimate choice for all occasions and day-parts. We have engaged with celebrities for brand promotions like Chicken Big Mac with Virender Sehwag and McSpicy fried chicken with Rashmika Mandanna.

Network expansion: We are on-track with our network expansion plan across metros, tier-I and tier-II cities, increasing the drive-thru portfolio and continuing the modernisation of stores. 35 new restaurants were added in FY 22-23 taking the total to 357 restaurants across 56 cities in western and southern India as of March 31, 2023. Out of 357 restaurants, 68 are in the drive-thru format, 311 have McCafes and 220 are Experience of the Future (EOTF) restaurants.

Cost optimisation: We optimised our costs by identifying operating efficiencies and scaling development costs. The DNA of Westlife is about productive growth. Our goal is to continually take costs out of the system through several innovative interventions In terms of food and paper, we used technology and operational enablers to optimise food consumption. We optimised the specifications of packaging for many products. We follow a structured price discovery process and aggressive rent negotiations. We redesigned operating model by optimising electricity consumption through sensors. We hired our own delivery fleet for our McDelivery platform. Higher average sales per store helped improve operating leverage. As a result, EBITDA margin stood at 17.3% in FY 22-23 as against 13.1% in FY 21-22.

Convenience: We always work toward strengthening our robust omnichannel strategy which is premised on customer convenience. We have been providing convenience-led digital experience to all our customers through self ordering kiosks and our mobile apps. We are creating globally consistent Experience of the Future (EOTF) restaurants with modern ambiance, table service, etc. At the same time, we ensure that we cover all the customer touchpoints to be omni present as per customers' convenience such as take-out, On-the-go, Drive-Thru among others.

Menu innovation: A diverse menu offering that has something for everyone and every occasion. Over the years, we have consistently reinvented our menu to suit local palettes and the latest trends, while retaining our iconic dishes. We are establishing meal leadership through menu relevance in Burgers, Chicken, and Coffee.

Digital channels: Our digital channels are playing an active role in increasing our market share in the QSR industry. 56% of the system's total sales were made through digital channels, like our mobile app, self-ordering kiosks and McDelivery channel. Increasing consumer adoption of our digital channels added to our in-store digital-led sales.

Sustainability: We have made significant efforts to lessen our carbon footprint by prohibiting single-use plastic, recycling used cooking oil into biodiesel (for use in vehicles), installing waterless urinals, utilising solar energy (in select restaurants), and switching to biodegradable cutlery.

Financial overview

Consolidated financial performance (₹ mn)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenues		
Sales by company-operated restaurant	22,594	15,560.9
Other operating income	181.5	199.6
Net gain on fair value change in the value of investments	6.3	4.5
Total revenue	22,781.8	15,764.9
Operating costs and expenses		
Restaurant operating cost and expenses		
Food and paper	6,860.0	5,129.4
Payroll and employee benefits	2,033.9	1,438.6
Royalty	1,038.4	707.7
Occupancy and other operating expenses	7,564.7	5,471.4
Total operating costs and expenses	17,497.0	12,747.2
Restaurant operating margin (RoM)	5,284.8	3,017.7
General & administrative expenses	1,354.0	946.3
Operating EBITDA	3,930.8	2,071.5
Other (income)/expenses, (net)	(141.1)	(186.0)
Extraordinary expenses	127.9	87.2
Financial expense (interest & bank charges)	927.5	826.2
Depreciation	1,522.0	1,364.8
Profit / (loss) before tax	1,494.5	(20.7)
Taxes	378.7	(4.0)
Profit / (loss) after tax	1,115.8	(16.7)
Cash profit	2,543.2	1,291.1

Consolidated operating results

Total revenues: The Company's revenues comprised sales by Company-operated restaurants. In FY 22-23, the Company recorded a revenue increase of 44% to ₹22,781.8 mn compared to ₹15,764.9 mn in FY 21-22. The increase in revenues was primarily on account of a full recovery in dine-in to pre-pandemic levels and robust growth of convenience channels.

Gross margins: During the review period, food, paper, and distribution costs (FPD) increased/decreased to ₹6,860.0 mn, compared to ₹5,129.4 mn in FY 21-22. The quantum increase was primarily in line with the growth in revenue. The Company delivered a gross margin of 69.9%, a result of lower fixed costs.

Restaurant operating margin (RoM): Restaurant operating margin represents total revenues from Company-operated restaurants less the operating cost of these restaurants (including royalty etc.) before depreciation and corporate overheads. In FY 22-23, the Company reported a Restaurant Operating Margin of ₹5,284.8 mn compared to ₹3,017.75 mn in the previous year. RoM was 23.2% in FY 22-23 compared to 19.14% in the previous year.

General and administration (G&A) expenses: G&A, as a percentage of total revenues were 5.94% in FY 22-23 compared to 6% in FY 21-22. In FY 22-23, expenses increased to ₹1,354.0 mn compared to ₹946.3 mn in FY 21-22.

Operating EBITDA: Operating EBITDA by the Company stood at 3,930.8 mn in FY 22-23 compared to ₹2,071.46 mn in FY 21-22. Operating EBITDA margin (operating EBITDA as a % of total revenues) was 17% in FY 22-23 compared to 13.14% in FY 21-22.

Financial position and capital resources: The Company generated cash from operations to fund operating spending (capital expenditure), taxes, and general purposes. In addition to cash and equivalents on hand and cash generated by operations, the Company addressed capital requirements through attractive trade terms. As of March 31, 2023, at a consolidated level, the Company had cash and cash equivalents of ₹82.5 mn, comprising cash and balances with banks in India and investments in bank deposits.

Restaurant development and capital expenditure: In FY 22-23, the Company invested ₹2,696.3 mn in capital expenditure through cash generated from operations.

SCOT analysis

Strengths

- Renowned brand worldwide
- Wide omni-channel presence
- Presence across all day parts
- Superior technology infrastructure
- Sustainable supply chain management
- Personalised menu offerings for all occasions
- People-oriented approach
- Wide third-party cold storage channel
- 'Glocalisation' of global cuisines

Challenges

- 'Junk' food image of QSR
- Constantly maintain high-quality standard
- Getting a property at a viable location at a reasonable price

Opportunity

- Growing demand from the unorganised sector
- Rising disposable income
- Growing preference for eating out/ordering in both metro and non-metro cities
- Increasing popularity of fusion food
- Growing consciousness about food hygiene
- Untapped digital market
- Growing home delivery sales
- Fast growth of food tech companies
- Advent of organised retail space

Threats

- Negligence could risk employee and customer health
- Natural disasters like earthquakes, floods etc.

Risks and concerns

Economic risk: Inflationary pressures could affect customer appetite

Supply-chain risk: Unanticipated hindrances in logistics could harm food quality

Technical risk: Technical glitches could impact service quality

Inflation risk: Higher inflation could increase the prices of raw materials

Competition risk: Entry of globally-backed food chains could enhance competition

Market risk: Venturing into new markets may not always generate the desired results

Regulatory risk: Changes in government regulations could affect operations

The effectiveness of internal control systems

The Company's robust control systems ensure that all policies are followed, all procedures are carried out and all legislative obligations are met. In the rules, themselves, the processes for authorisations and approvals, including audits, are thoroughly laid out. Every facet of financial and operational control is covered by an all-inclusive internal audit framework.

The internal audit team of the company is made up of seasoned experts from many departments, including senior management members of Westlife Foodworld Limited who actively oversee the evaluation and improvement of various services including restaurant operations and other support functions.

The adequacy of internal control systems

The Company's internal control framework monitors the efficient use and protection of resources as well as compliance with all legal and policy requirements. Well-documented guidelines, form an essential part of the overall governance, covering all aspects of the business. The Internal Audit cell supports the Audit Committee, apart from independently reviewing procedures, operating systems, and internal controls by external auditors.

Human resources

As on March 31, 2023, the Company employed over 11,596 employees. By enhancing the collective and individual talents of employees, Westlife Foodworld Limited worked to enhance the value proposition of its human capital. Various learning & development programs were conducted to upskill its people which in turn helped the Company in delivering quick and efficient service to its customers.

Cautionary statement

This statement made in this section describes the Company's objectives, projections, expectations and estimations which may be 'forward-looking' statements within the meaning of applicable Securities Laws and Regulations. Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised by the Company. Actual results could differ materially from those expressed in the statements or implied due to the influence of external factors that are beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent development, information or events.

Board of Directors' Report

Your Directors are pleased to present their Fortieth (40th) Annual Report and Audited Statement of Accounts for the year ended March 31, 2023.

I FINANCIAL DETAILS

Consolidated Financial Highlights

(₹ in millions)

Particulars	2022-2023	2021-2022
Total Income	22,985.17	16,042.29
Total Expenses including Depreciation, amortisation and Finance Costs.	21,490.64	16062.95
EBITDA	3,943.85	2169.60
(Loss) / Profit before exceptional items	1,494.53	(20.66)
Less : Exceptional Items	-	-
Profit/(Loss) before tax	1,494.53	(20.66)
Less : Tax Expenses	378.73	(4.00)
Profit/(Loss) for the year	1,115.80	(16.66)
Other comprehensive income for the year	9.52	(17.20)
Total comprehensive income for the year	1,1252.32	(33.86)

Standalone Financial Highlights

(₹ in millions)

Particulars	2022-2023	2021-2022
EBITDA	(7.39)	(4.23)
Less : Depreciation	-	0.01
Profit/ (Loss) before Tax	(7.39)	(4.24)
Less : Tax Expenses	-	-
Profit/ (Loss) for the year	(7.39)	(4.24)
Add : Balance brought forward- Retained Earnings	(62.74)	(58.50)
Balance Carried forward- Retained Earnings	(70.13)	(62.74)

II PERFORMANCE

Standalone Operating Performance

During the financial year-2022-23, the Company has reported a loss after tax of ₹7.39 million as against a loss of ₹4.24 million for the previous year.

The Company focuses on putting up and operating Quick Service Restaurants (QSR) in India through its wholly owned subsidiary, which is a Development Licensee / Master Franchisee of McDonald's and operates QSRs under the brand name McDonald's.

Consolidated financial statements of the Company and its subsidiary prepared in accordance with applicable accounting standards and duly audited by the Company's statutory auditors are annexed.

Subsidiary's Operating Performance

The highlights of the Subsidiary's performance for FY 2022-23 and its contribution to the overall performance of the Company is provided below:

(₹ in millions)

Particulars	2022-2023	2021-2022
Total Income	22,980.52	16,037.80
Total Expenses including Depreciation , amortisation expense and Finance costs	21,478.61	16,054.22
EBITDA	3,951.241	2,173.84
Profit/(Loss) before exceptional items	1,501.91	(16.42)
Exceptional items	-	-
Profit/(Loss) before tax	1,501. 91	(16.42)

(₹ in millions)

Particulars	2022-2023	2021-2022
Less : Tax Expenses	378.73	(4.00)
Profit / (loss) for the year	1,123.18	(12.42)
Other comprehensive income for the year	9.52	(17.20)
Total comprehensive income for the year	1,132.70	(29.62)

Subsidiaries, Joint Ventures or Associate Companies

During the year under review no company has become or ceased to be the Company's subsidiary, joint venture or associate company.

As per the provisions of Section 129(3) of the Companies Act, 2013 a statement containing salient features of the financial statements of the Company's subsidiary is provided as 'Annexure A' to the consolidated financial statements.

Dividend

The Board of Directors in its meeting held on 27th July, 2023 has declared interim dividend basis on the financials of the Company for the quarter ended 30th June, 2023 @ ₹3.45/- per share on equity share capital of the Company.

State of the Company's affairs

Your Company was classified as a Core Investment Company ('CIC') exempted from registration with the Reserve Bank of India within the meaning of the Core Investment Companies (Reserve Bank) Directions, 2016. It has promoted the operations of QSRs through its subsidiary as aforesaid. The Company endeavors to continuously improve its performance. Your Directors are satisfied with the present state of the Company's affairs.

Transfer to Reserves

No funds are being transferred to the reserves.

Material changes and commitments

No material changes and commitments affecting the financial position of your Company have occurred between 31st March, 2023 and the date of the report.

Particulars of loans, guarantee or investments

Particulars of the loans given, investment made or guarantee given or security provided and the purpose for which the loan or guarantee or security is proposed to be utilised by the recipient of the loan or guarantee or security are provided in Note No. 4 to the Standalone Financial Statements.

Maintenance of Cost Records

During the period under review, your Company was not required to maintain cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

Internal Complaints Committee for Sexual Harassment

Your Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

III DIRECTORS AND MANAGEMENT

Appointment/re-appointment of and change in Directors

Pursuant to the provisions of Section 152 of the Companies Act, 2013, the office of Ms Smita Jatia (DIN: 03165703) is liable to retire by rotation at the ensuing Annual General Meeting, and being eligible, she offers herself for re-appointment. The Board of Directors has recommended her re-appointment.

Mr Banwari Lal Jatia (DIN: 00016823), Director of the Company has resigned due to some personal reasons w.e.f. close of business hours on 31st January, 2023.

Number of meetings of the Board

Four meetings of the Board of Directors were held during the financial year. For further details, please refer to the Report on Corporate Governance which forms a part of this Annual Report.

Declaration by Independent Directors

The Company has received declarations from all the Independent Directors of the Company confirming that they fulfill the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and the Listing Regulations.

Directors' Responsibility Statement

As required under Section 134(3)(c) and pursuant to Section 134(5) of the Companies Act, 2013, your Directors state that:

(a) in the preparation of the annual accounts for financial year ended 31st March, 2023, the applicable accounting standards have been followed and there are no departures in adoption of these standards;

(b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31st March, 2023 and of the profit and loss of the Company for the year ended on that date;

(c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the Directors have prepared the annual accounts for financial year ended 31st March, 2023 on a 'going concern' basis.

(e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating efficiently; and

(f) the Directors have devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of the Directors individually. Feedback was sought by way of a structured questionnaire through online survey covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance, and the evaluation was carried out based on responses received from the Directors.

A separate exercise was carried out by the Nomination and Remuneration Committee of the Board to evaluate the performance of individual Directors. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Company was also carried out by the Independent Directors, taking into account the views of the Executive Director and Non-Executive Directors. The Directors expressed their satisfaction with the evaluation process.

Audit Committee

In accordance with Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013, the Company had constituted an Audit Committee, which consists of three independent non-executive directors namely; (1) Mr P.R. Barpande (Chairman), (2) Mr Tarun Kataria (member), Ms Amisha Hemchand Jain (member) and one other director, Mr Amit Jatia (member). The Audit Committee functions in terms of the role and powers delegated by the Board of Directors of the Company keeping in view the provisions of Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013 and the corresponding Rules made thereunder, being the Companies (Meetings of Board and its Powers) Rules, 2014.

Vigil Mechanism and Whistleblower Policy

The Vigil Mechanism as envisaged in the Companies Act, 2013, the Rules prescribed thereunder and under Regulation 22 of the Listing Regulations is implemented through the Company's Vigil & Whistleblower Policy to enable the Directors and employees of the Company to report genuine concerns, to provide for adequate safeguards against victimisation of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee.

The Vigil & Whistleblower Policy of the Company is available on the Company's website at the web-link: http://www.westlife.co.in/investors-compliance-and-policies.php

Auditors

- **Statutory Auditors and Auditors' Report**

  S R B C & CO LLP (Registration No.: 324982E/E300003), Chartered Accountants had been appointed as Statutory Auditors of the Company for a term of 5 (five) years at the 39th Annual General Meeting (AGM) held on 15th September, 2022 to hold office from the conclusion of the 39th AGM till the conclusion of the 44th AGM of the Company. They have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company.

  The Notes on financial statements referred to in the Auditors' Report are self-explanatory, hence no clarification is required. The Auditors' Report does not contain any qualification, observation, adverse remark or disclaimer.

- **Secretarial Audit and Report of company secretary in practice**

  Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s MSDS & Associates, Practicing Company Secretary (Certificate of Practice Number: 23194) to carry out the Secretarial Audit of the Company for the financial year 2023-24.

  In terms of the provisions of sub-section (1) of Section 204 of the Companies Act, 2013 read with Regulation 24A of the SEBI (LODR) Regulations, 2015, the Company has annexed to this Board Report as 'Annexure I', a Secretarial Audit Report given by a company secretary in practice.

  The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

- **Secretarial Audit Report of the Company's subsidiary (i.e. Hardcastle Restaurants Private Limited) issued by a company secretary in practice**

  In terms of the provisions of Regulation 24A of the SEBI (LODR) Regulations, 2015, the Company has annexed to this Board Report as 'Annexure I-A', a Secretarial Audit Report of the Company's subsidiary (i.e. Hardcastle Restaurants Private Limited) issued by a company secretary in practice.

  The Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer.

Key Managerial Personnel (KMP)

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company are Mr Amit Jatia, Chief Executive Officer (CEO), Mr Saurabh Bhudolia, Chief Financial Officer (CFO) (w.e.f. 18th January, 2023) and Dr. Shatadru Sengupta, Company Secretary (CS).

During the year Mr Dattaprasad Tambe had resigned from the position of Pro-tem head of finance of the Company w.e.f. 10th April, 2023.

Contracts or Arrangements with Related Parties

Related Party Transactions that were entered into during the year by your Company have been disclosed in Form AOC-2 pursuant to Section 134(3) (h) of the Companies Act, 2013, which has been appended as 'Annexure II'.

In compliance with clause 2A, Part-A, Schedule V of the SEBI (LODR) Regulations, 2015, during the period under review, the Company has not entered into any transaction with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the company.

Disclosures on Employee Stock Option Scheme

In compliance with Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (now the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021) ('the Regulations') read with SEBI Circular no. CIR/CFD/POLICY CELL/2/2015 dated 16th June, 2015, your Board of Directors report that during the year under review, the transition of the Westlife Development Limited Employees Stock Option Scheme 2013 (the 'Scheme') had been approved by the Board of Directors of the Company at its meeting held on 18th May, 2022 from the Scheme to the Westlife Development Limited Employee Stock Option (Trust) Scheme 2021 ('ESOS Trust Scheme 2021'). Further, the details mentioned in the Regulations have been disclosed on the Company's website at web link: http://www.westlife.co.in/web/compliance.aspx.

Disclosure on Employee Stock Option Scheme through Trust Route

In compliance with Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (now the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021) ('the Regulations') read with SEBI Circular no. CIR/CFD/POLICY CELL/2/2015 dated 16th June, 2015, your Board of Directors report that during the year under review, no material changes in the Westlife Development Limited Employee Stock Option (Trust) Scheme 2021 ('ESOS Trust Scheme 2021') had taken place and that the ESOS Trust Scheme 2021 is in compliance with the Regulations. Further, the details mentioned in the Regulations have been disclosed on the Company's website at web link: http://www.westlife.co.in/web/compliance.aspx.

Policy for Qualifications, positive attributes and independence criteria for Directors and Remuneration for Directors, Key Managerial Personnel and other employees

In accordance with the provisions of Section 134(3) (e); sub section (3) and (4) of Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the Listing Regulations, the Company has formulated this policy. The said policy has been appended as 'Annexure III' which forms a part of this Report.

Corporate Social Responsibility

The provisions of Section 135 of the Companies Act, 2013 as to Corporate Social Responsibility are not applicable to your Company.

Disclosure pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

In accordance with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following disclosures are made:

- The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year: N.A.*
- the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: N.A.*
- the percentage increase in the median remuneration of employees in the financial year: N.A.*
- the number of permanent employees on the rolls of Company: Four
- average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: N.A.*
- the terms of remuneration are in line with the Remuneration Policy of the Company.

* Directors did not receive any remuneration from the Company during the year, except sitting fee for attending meetings of the Board and its Committees, and no remuneration is being paid to the employees or Key Managerial Personnel of the Company.

Internal Financial Control Systems

Internal Financial Controls are an integrated part of the risk management process, addressing financial and financial reporting risk. The internal financial controls have been documented and embedded in the business system.

The Company has a proper and adequate internal audit and control system commensurate with its size and the nature of its business. No instance of any fraud or misdemeanor has been noticed during the year.

Significant and material orders

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concerns status and Company's operations in future.

Public Deposits

The Company did not accept any deposits during the year.

Corporate Governance

Report on Corporate Governance of the Company for the year under review, as per the requirements of Regulation 34 (3) read with Para C of Schedule V of the Listing Regulations, has been given under a separate section and forms part of this Annual Report.

Management Discussion and Analysis

A detailed review of operations, performance and future outlook of the Company and its business, as stipulated under Regulation 34(2)(e) read with Para B of Schedule V of the Listing Regulations, is presented in a separate section forming part of the Annual Report under the heading 'Management Discussion and Analysis'.

Investor Education and Protection Fund (IEPF)

No unpaid and unclaimed dividend is lying with the Company.

Annual Return

Pursuant to the provisions of Section 134(3) (a) and Section 92(3) of the Companies Act, 2013, the Annual Return as on 31st March, 2023 is placed on the Company's Website http://www.westlife.co.in/investors-compliance-and-policies.php

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

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-section (3) (m) of Section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are given as under:

A. Conservation of Energy

i) The steps taken or impact on conservation of energy: The operations of your Company are not energy intensive.

ii) The steps taken by the Company for utilizing alternate sources of energy: NIL

iii) The capital investment on energy conservation equipments: NIL

However, the Company's subsidiary, Hardcastle Restaurants Pvt. Ltd, has taken significant measures for conservation of energy and saving the environment, as set out more particularly in the Business Responsibility and Sustainability Report forming part of this Annual Report.

B. Technology Absorption

i) The efforts made towards technology absorption : NIL

ii) The benefits derived like product improvement, cost reduction, product development or import substitution : NIL

iii) in case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): NIL

(a) Details of Technology Imported;

(b) Year of Import;

(c) Whether the Technology has been fully absorbed;

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof.

iv) Your Company has not incurred any expenditure on Research and Development during the year under review.

C. Foreign Exchange Earnings and Outgo

During the year under review, there were no foreign exchange inflow, outflow or earnings.

Risk Management

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the Company. The Company has a robust organisational structure for managing and reporting on risks.

Your Company has constituted a Risk Management Committee of the Board which is authorised to monitor and review a Risk Management Plan including Cyber Security. The Risk Management Plan provides a detailed programme for risk prevention, risk mitigation and risk management and the operation/working thereof, along with reporting of any new risks. The Risk Management Plan has been established across the organisation and is designed to prevent, mitigate and manage risks that affect the Company.

IV DIVIDEND DISTRIBUTION POLICY

The above policy is enclosed as 'Annexure-IV' to the Board's Report and also available on the Company's website at http://www.westlife.co.in/download-pdf/Investor/Policies/Dividend-Distribution-Policy.pdf

V BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

The Listing Regulations mandate the inclusion of the BRSR as part of the Annual Report for the top 1,000 listed entities based on market capitalization. In compliance with the Listing Regulations, we have integrated BRSR disclosures annexed as 'Annexure-V' to the Board's Report.

VI ACKNOWLEDGEMENT

The Board of Directors wishes to express its gratitude and record sincere appreciation for the dedicated efforts of all employees of the Company. The Board is thankful to the esteemed shareholders for their continued support and confidence reposed in the Company. The Board takes this opportunity to express its gratitude for the valuable assistance and co-operation extended by all stakeholders including government authorities, customers, banks, vendors, advisors, and other business partners.

For and on behalf of the Board of Directors

	Sd/- **Amit Jatia** *Director*	**Sd/-** **Akshay Jatia** *Whole Time Director*
Place: Mumbai Date: 27th July, 2023	DIN:00016871	(Executive Director) DIN:07004280

Annexure-I

Form MR-3

Secretarial Audit Report

For the Financial Year ended March 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
WESTLIFE FOODWORLD LIMITED
(formerly known as WESTLIFE DEVELOPMENT LIMITED)
1001, Tower-3, 10th Floor, One International Center,
Senapati Bapat Marg, Prabhadevi,
Mumbai - 400013.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Westlife Foodworld Limited (formerly known as Westlife Development Limited), CIN: L65990MH1982PLC028593** (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct of statutory compliance 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 the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms, and returns filed and other records maintained by the Company for the financial year that ended on March 31, 2023, according to the provisions of:

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

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

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

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, there being no Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines are 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: The Company has complied with the Regulations during the period under review wherever applicable.

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('the Regulations'): The Company has complied with the Regulations during the period under review wherever applicable.

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; Not applicable for the period under review.

   d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client: The Company has complied with the Regulations during the period under review wherever applicable.

   e) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: The Company has complied with the Regulations during the period under review wherever applicable.

   f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not applicable for the review period: Not applicable for the period under review.

g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: The Company has complied with the Regulations during the period under review wherever applicable.

h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: Not applicable for the period under review.

i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not applicable for the period under review.

j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; Not applicable for the period under review.

k) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: Not applicable for the period under review.

l) Other Acts, Rules, and Regulations applicable to the Company: wherever applicable.

(vi) Other Acts, Rules, and Regulations as applicable 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

c) The Core Investment Companies (Reserve Bank) Directions, 2016.

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

We further report that:

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

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

The majority decision is carried unanimously while the dissenting members' views if any, are captured and recorded as part of the Minutes.

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

We further report that during the audit period, the company changed its name to be in line with the business to 'Westlife Foodworld Limited' and has complied with regulators and got final BSE approvals as of 31st October 2022. The Company has applied to list its shares at the National Stock Exchange (NSE) platform, and received approvals from the exchange as of 5th June, 2023, other than that there are no specific events/actions having a major bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

For **MSDS & Associates,**
Company Secretaries
(ICSI Unique Code P2020MH084300)

Dipali Shah
Partner
ACS No: 25422
COP No: 23194
UDIN: A025422E000712702

Place: Mumbai
Date: 27th July 2023.

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

Annexure A

To,
The Members,
WESTLIFE FOODWORLD LIMITED
(formerly known as WESTLIFE DEVELOPMENT LIMITED)
1001, Tower-3, 10th Floor, One International Center,
Senapati Bapat Marg, Prabhadevi,
Mumbai - 400013.

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

1. The maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure those correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company have also complied with Tax Laws.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and the happening of events, etc.
5. Compliance with the provisions of corporate laws, rules, regulations, and standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. As regards the books, papers, forms, reports, and returns filed by the Company under the provisions referred to in our Secretarial Audit Report in Form No. MR-3, the adherence, and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns, and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns, and documents.
7. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **MSDS & Associates,**
Company Secretaries
(ICSI Unique Code P2020MH084300)

Dipali Shah
Partner
ACS No: 25422
COP No: 23194
UDIN: A025422E000712702

Place: Mumbai
Date: 27th July 2023.

Annexure-I-A

Form MR-3

Secretarial Audit Report

For the Financial Year ended March 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
HARDCASTLE RESTAURANTS PRIVATE LIMITED,
1001, Tower-3, 10^{th} Floor, One International Center,
Senapati Bapat Marg, Prabhadevi,
Mumbai - 400013.

We have conducted the secretarial audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by Hardcastle Restaurants Private Limited (CIN: U55101MH1995PTC091422) (hereinafter called "the Company"). The Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct of the 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 the secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanisms 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 that ended on March 31, 2023, according to the provisions of:

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

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

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

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, if and wherever applicable;

(v) The following Regulations and Guidelines as 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: The Company has complied with the Regulations during the period under review wherever applicable.

  b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015: The Company has complied with the Regulations during the period under review wherever applicable.

  c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: Not applicable for the period under review.

  d. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: The Company has complied with the Regulations during the period under review wherever applicable.

  e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: Not applicable for the period under review.

  f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients: The Company has complied with the Regulations during the period under review wherever applicable.

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: Not applicable for the period under review.

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: Not applicable for the period under review.

i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: The Company has complied with the Regulations during the period under review wherever applicable.

j. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013: Not applicable for the period under review.

k. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; Not applicable during the period under review

l. Food Safety and Standards Act 2006, read with these rules 2011 and all applicable regulations: The Company has complied with the Regulations during the period under review wherever applicable.

(vi) Other Acts, Rules, and Regulations applicable to the Company – wherever applicable.

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 Agreements entered into by the Company with the Stock Exchange(s), if and wherever applicable;

During the period under review, and as per the information provided by the Company, the Company has complied with the provisions of the above Act and relevant provisions, as applicable to the Company.

We further report that:

The Board of Directors of the Company is duly constituted with the proper balance of the Executive Directors, Non-Executive Directors and Independent Directors as per the Companies Act and SEBI LODR Regulations. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws and regulations.

Adequate notice is given to all the Directors for the scheduling of the Board & Committee Meetings and the Agenda for the Board & Committee Meetings along with detailed notes on the same were sent to all the Directors of the Company as per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws and regulations and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meetings by the Directors for meaningful participation at the meetings.

The majority of the decisions are carried unanimously during the meetings, while the dissenting members' views if any, are captured and recorded as part of the Minutes.

We further report that there are adequate systems and processes 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 there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

For **MSDS & Associates,**
Company Secretaries
(ICSI Unique Code P2020MH084300)

Dipali Shah
Partner
ACS No: 25422
COP No: 23194
UDIN:A025422E000487686

Place: Mumbai
Date: 09/05/2023

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

Annexure A

To,
The Members,
HARDCASTLE RESTAURANTS PRIVATE LIMITED,
1001, Tower-3, 10th Floor, One International Center,
Senapati Bapat Marg, Prabhadevi,
Mumbai - 400013.

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

1. The maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on a test basis to ensure those correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company have also compliance with Tax Laws.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and the happening of events, etc.
5. Compliance with the provisions of corporate laws, rules, regulations, and standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. As regards the books, papers, forms, reports, and returns filed by the Company under the provisions referred to in our Secretarial Audit Report in Form No. MR-3, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns, and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns, and documents.
7. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **MSDS & Associates,**
Company Secretaries
(ICSI Unique Code P2020MH084300)

Dipali Shah
Partner
ACS No: 25422
COP No: 23194
UDIN:A025422E000487686

Place: Mumbai
Date: 09/05/2023

Annexure-II

Form No. Aoc -2

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis: N.A.

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	-
b)	Nature of contracts/arrangements/transaction	-
c)	Duration of the contracts/ arrangements/ transaction	-
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Justification for entering into such contracts or arrangements or transactions'	-
f)	Date of approval by the Board	-
g)	Amount paid as advances, if any	-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	-

2. Details of contracts or arrangements or transactions at Arm's length basis:

Transaction 1:

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Hardcastle Restaurants Private Limited – wholly owned subsidiary company
b)	Nature of contracts/arrangements/transaction	Recovery of Employee Stock Option Plan Compensation Expense
c)	Duration of the contracts/ arrangements/ transaction	5 years from the date of vesting of stock options
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Date(s) of approval by the Board, if any	-
f)	Amount paid as advance, if any	-

Transaction 2:

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Hardcastle Restaurants Private Limited – wholly owned subsidiary company
b)	Nature of contracts/arrangements/transaction	Loan availed - for existing ESOS scheme - for routine expenses
c)	Duration of the contracts/ arrangements/ transaction	Repayable on demand
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Date(s) of approval by the Board, if any	-
f)	Amount taken as loan, if any	₹18,600,000/-

Transaction-3

Sl. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Westlife ESOS Trust (the 'Trust') – Controlled Trust
b)	Nature of contracts/ arrangements/ transactions	Westlife Development Limited Employee Stock Option Scheme 2021' ("ESOS 2021"/ "Scheme"/ "ESOS Trust Scheme 2021") Acquisition of equity shares from the secondary market
c)	Duration of the contracts/ arrangements/ transaction	The contractual life (comprising the vesting period and the exercise period) of options will be as per the Scheme and as communicated in the Grant Letter.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	-
e)	Date(s) of approval by the Board, if any	-
f)	Amount paid as advance / loan, if any	₹55,050,000/-

For and on behalf of the Board of Directors

Amit Jatia
Director
DIN:00016871

Akshay Jatia
Whole Time Director
Executive Director)
DIN: 07004280

Date : 27th July, 2023
Place : Mumbai

Annexure-III

Policy for Qualifications, positive attributes and independence criteria for Directors and Remuneration of Directors, Key Managerial Personnel and other employees

(As framed by the Nomination and Remuneration Committee)

A. Appointment Criteria for Directors:

The policy describes the criteria for determining qualifications, positive attributes and independence of a director of the Company.

The attributes are:

1.	Qualifications	:	Graduate in any discipline
2.	Positive attributes	:	a. Professional approach b. Good team work c. Good communication skills d. Good knowledge of specific domains related to the business activities of the Company.
3.	Independence	:	Meets the criteria laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

B. Remuneration Policy for Directors, Key Managerial Personnel (KMP) and other Employees:

The policy describes the criteria for deciding the remuneration to directors, key managerial personnel and other employees of the Company.

The criteria are:

1. The remuneration payable to directors of the Company shall consist of sitting fees. The quantum of such sitting fees shall be as decided by the Board of Directors from time to time.
2. Such remuneration shall be paid to a director only when the director attends a meeting of the Board or of a Committee.
3. Key Managerial Personnel and other senior management employees, not being members of the Board of Directors, and any other employees shall not be entitled to be paid any remuneration until the Board of Directors decides otherwise.

Annexure-IV

Dividend Distribution Policy of Westlife Foodworld Limited

1. Scope, Purpose and Objective

Made in accordance with Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the intent, scope and purpose of the Policy is to broadly specify the external and internal factors including financial parameters that shall be considered while declaring dividend and the circumstances under which the shareholders of the Company may or may not expect dividend and how the retained earnings shall be utilized, etc.

The Policy is not an alternative to the decision of the Board for recommending dividend, which is made every year after taking into consideration all the relevant circumstances enumerated hereunder or other factors as may be decided as relevant by the Board.

2. Effective Date

The Policy shall become effective from the date of its adoption by the Board i.e. 9th May, 2023.

3. Parameters and Factors for declaration of Dividend, and Pay-out Ratio

The parameters and factors under this Dividend Distribution Policy for declaration of dividend are as follows : shareholders may expect dividend if the Board of Directors recommends payment of the same based on the financial, internal and external parameters mentioned below, and may not expect it otherwise.

3.1.1 Financial parameters and Internal Factors:

i. Operating cash flow of the Company

ii. Net operating profit after tax

iii. Profit available for distribution

iv. Earnings Per Share (EPS)

v. Working capital requirements

vi. Capital expenditure requirement

vii. Business expansion and growth

viii. Upgradation of technology and physical infrastructure

ix. Creation of contingency fund

x. Acquisition of brands and business

xi. Cost of Borrowing

xii. Past dividend payout ratio / trends

3.1.2 External parameters:

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

i. Economic environment

ii. Capital markets

iii. Global conditions

iv. Statutory provisions and guidelines

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

3.1.3 **The Dividend Payout Ratio:**

The Board of Directors shall endeavour to maintain the Dividend Payout Ratio (Dividend/ Net Profit after Tax for the year) as near as possible to 25% of Westlife Foodworld Limited's consolidated profit after tax, subject to :

- The Company's need for capital for its growth plan
- Positive Cash Flow and other parameters stated in the policy.

4. Circumstances under which the Shareholders of the Company may or may not expect dividend

The decision regarding dividend pay-out is a crucial decision as it determines the amount of profit to be distributed among shareholders of the Company and the amount of profit to be retained in business. The decision seeks to balance the dual objectives of appropriately rewarding shareholders through dividends and retaining profits in order to maintain a healthy capital adequacy ratio to support future growth. The shareholders of the Company may not expect dividend in the following circumstances, subject to discretion of the Board of Directors:

i. Proposed expansion plans requiring higher capital allocation

ii. Decision to undertake any acquisitions, amalgamation, merger, joint ventures, new product launches etc. which requires significant capital outflow

iii. Requirement of higher working capital for the purpose of business of the Company

iv. Proposal for buy-back of securities

v. In the event of loss or inadequacy of profit.

5. Utilization of retained earnings

The Board may retain the Company' earnings in order to make better use of the available funds and increase the value of the stakeholders in the long run. The decision of utilization of the retained earnings of the Company shall be based on the following factors:

- Market expansion plan
- Product expansion plan
- Increase in capacity
- Modernization plan.
- Diversification of business
- Long term Strategic plans
- Replacement of Capital assets
- Where the cost of debt is expensive
- Dividend Payment.

Such other criteria as the Board may deem fit from time to time.

6. Manner of dividend payout

6.1 In case of final dividend:

i. Recommendation, if any, shall be done by the Board, usually in the Board meeting that considers and approves the annual financial statements, subject to approval of the shareholders of the Company.

ii. The dividend as recommended by the Board shall be approved/declared at the Annual General Meeting of the Company.

iii. The payment of dividends shall be made within the statutorily prescribed period from the date of declaration, to those shareholders who are entitled to receive the dividend on the record date/book closure period, as per the applicable law.

6.2 **In case of interim dividend:**

i. Interim dividend, if any, shall be declared by the Board.

ii. Before declaring interim dividend, the Board shall consider the financial position of the Company that allows the payment of such dividend.

iii. The payment of dividends shall be made within the statutorily prescribed period from the date of declaration to the shareholders entitled to receive the dividend on the record date, as per the applicable laws.

iv. In case no final dividend is declared, interim dividend paid during the year, if any, will be regarded as final dividend in the Annual General Meeting.

7. Parameters to be adopted with regard to various classes of shares

Since the Company has issued only one class of equity shares with equal voting rights, all the members of the Company are entitled to receive the same amount of dividend per share. The Policy shall be suitably revisited at the time of issue of any new class of shares, depending upon the nature and terms thereof.

8. Disclosures

The Dividend Distribution Policy shall be disclosed in the Annual Report and on the website of the Company i.e. at http://www.westlife.co.in/investors-compliance-and-policies.php

9. Policy Review and Amendments

9.1 This Policy would be subject to revision/amendment from time to time in accordance with the guidelines as may be issued by the Ministry of Corporate Affairs, Government of India, the Securities Exchange Board of India and/or such other competent regulatory authority.

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

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

Annexure-V

Business Responsibility & Sustainability Report

SECTION A: GENERAL DISCLOSURES

I. **Details of the listed entity :**

1. **Corporate Identity Number (CIN) of the Listed Entity -** L65990MH1982PLC028593
2. **Name of the Listed Entity –** Westlife Foodworld Ltd. (Formerly Westlife Development Ltd.)
3. **Year of incorporation -** 1982
4. **Registered office address - 1001, Tower -** 3, 10th Floor, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai 400013
5. **Corporate address - 1001, Tower -** 3, 10th Floor, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai 400013
6. **E-mail -** shatadru@mcdonaldsindia.com
7. **Telephone -** +91-22-49135000
8. **Website -** www.westlife.co.in
9. **Financial year for which reporting is being done –** 2022-23
10. **Name of the Stock Exchange(s) where shares are listed :**

Name of the Exchange	Stock Code
BSE Ltd.	505533
National Stock Exchange of India Ltd.	WESTLIFE

11. **Paid-up Capital –** ₹31,18,72,330 (15,59,36,165 Equity Shares of ₹2/- each)
12. **Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report –**

    Mr. Chintan Jajal

    Lead Investor Relations

    Email ID: investor.relations@mcdonaldsindia.com

    Telephone No: +91-22-49135000

13. **Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together). –** The disclosure under this report are made on a consolidated basis, unless otherwise specified.

II. **Products/services**

14. **Details of business activities (accounting for 90% of the turnover):**

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Activities of Holding Company - Operating Quick Service Restaurants (QSR) through its subsidiary Hardcastle Restaurants Private Limited	Other Financial Activities	100%

15. **Products/Services sold by the entity (accounting for 90% of the entity's Turnover):**

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Activities of Holding Company - Operating Quick Service Restaurants (QSR) through its subsidiary Hardcastle Restaurants Private Limited	64200	100%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	0	1 Head office and 357 Restaurants	358
International	0	0	0

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States & UTs)	11
International (No. of Countries)	0

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Nil. Considering the nature & scope of operations of Westlife Foodworld Ltd., there are no exports.

c. A brief on types of customers:

Our entire customer base consists of general public.

IV. Employees

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	EMPLOYEES					
1.	Permanent (D)	11,596	7,648	65.94	3,948	34.06
2.	Other than Permanent (E)	Nil	Nil	Nil	Nil	Nil
3.	**Total employees (D + E)**	**11,596**	**7,648**	**65.94**	**3,948**	**34.06**
	WORKERS					
4.	Permanent (F)	Nil	Nil	Nil	Nil	Nil
5.	Other than Permanent (G)	Nil	Nil	Nil	Nil	Nil
6.	**Total workers (F + G)**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**

b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
	DIFFERENTLY ABLED EMPLOYEES					
1.	Permanent (D)	22	22	100.00	0	0.00
2.	Other than Permanent (E)	Nil	Nil	Nil	Nil	Nil
3.	**Total differently abled employees (D + E)**	**22**	**22**	**100.00**	**0**	**0.00**
	DIFFERENTLY ABLED WORKERS					
4.	Permanent (F)	Nil	Nil	Nil	Nil	Nil
5.	Other than permanent (G)	Nil	Nil	Nil	Nil	Nil
6.	**Total differently abled workers (F + G)**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	2	28.57
Key Management Personnel*	3	0	0.00

* Key Management Personnel includes CEO, CS & CFO

20. Turnover rate for permanent employees and workers (in percent)

	FY 2022-23			FY 2021-22			FY 2020-21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	70.40	53.40	61.90	72.50	51.90	66.10	49.70	46.50	48.70
Permanent Workers	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

The Company has permanent employees who work on part time basis (For eg. college students) and hence the rate is relatively higher.

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Hardcastle Restaurants Pvt. Ltd.	Subsidiary	100%	Yes

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013:

CSR is not applicable by virtue of provisions of Section 135 of Companies Act, 2013 to Westlife, however Westlife conducts CSR activities through its wholly owned subsidiary Hardcastle Restaurants Pvt. Ltd. (to which the aforementioned provisions apply) which in turn conducts the said activities through Ronald McDonald House Charities Foundation India (RMHC India)

(ii) **Turnover (in ₹) –** 22,78,17,87,386 (Consolidated)

(iii) **Net worth (in ₹) –** 5,65,90,46,469 (Consolidated)

VII. Transparency and Disclosures Compliances

23. Complaints/Grievance on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes. Members of the community can write to our Twitter (X) handle @mcdonaldsindia or register their grievances at our email id: myfeedback@mcdonaldsindia.com. They can also contact us through https://westlife.co.in/contact.php	Nil	Nil	NA	Nil	Nil	NA
Investors (other than shareholders)	Yes, Investors and Shareholders can register their complaints/ grievances at our email id: investor.relations@mcdonaldsindia.com.	Nil	Nil	NA	Nil	Nil	NA
Shareholders	The Company has a vigil and whistleblower policy: http://www.westlife.co.in/download-pdf/Investor/Compliance/Policy%20on%20Vigil_Whistleblower_2014.pdf	Nil	Nil	NA	Nil	Nil	NA
Employees and workers	Yes, employees can write to pal@mcdonaldsindia.com or myfeedback@mcdonaldsindia.com. Regular one on one sessions are conducted by store managers with every store crew member.	15	Nil	The Complaints were majorly about: • Concerns relating to payment or benefits. • Queries or complaints regarding the status of / difficulty in withdrawing PF after having left the company. • General query resolution	6	Nil	The Complaints were majorly about: • Concerns relating to payment or benefits. • Queries or complaints regarding the status of / difficulty in withdrawing PF after having left the company. • General query resolution
Customers	Yes. Customers are provided with feedback links. Customers can also share their feedback on https://www.mcdelivery.co.in/feedback or share their grievances with store managers.	4,25,034	0	Most of the complaints were related to inaccuracy of orders and food product experience, which were resolved	4,65,920	0	Most of the complaints were related to inaccuracy of orders and food product experience, which were resolved
Value Chain Partners	Yes. We have a dedicated supply chain team which works with all value chain partners on day-to-day basis. Periodic review sessions are conducted.	Nil	Nil	NA	Nil	Nil	NA

24. Overview of the entity's material responsible business conduct issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications

Material topics have been identified from extensive sector knowledge and engagement with various stakeholders like Vendors, Farmers, Customers, Investors etc. over the years. These topics and material issues have also been assessed from a global context through peer benchmarking and reporting frameworks like SASB.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Brand reputation	Risk	The dissemination of inaccurate information could harm our business, reputation, prospects, financial condition and operating results. The damage may be immediate without affording us adequate opportunity for redress or correction.	The Company takes utmost care to train its employees and staff in order to negate any quality or behavioral impact on reputation.	Negative
		Opportunity	The Company sees Brand reputation as an opportunity to drive business by focusing on core elements of Quality, Service, Cleanliness and Value. It is also crucial to build long-term connect with customers.	NA	Positive
2	Climate Action and Energy	Risk	Our business is relatively energy intensive due to usage of commercial kitchen appliances and high volumes. Dining areas are typically temperature-controlled for customers. High energy production and consumption contribute to environmental impacts, including climate change and air pollution (mainly causing increase in GHG emissions), which have the potential to indirectly, yet materially, impact the results of restaurant operations.	The Company looks forward to adopt to energy efficiency upgrades and limit GHG emissions regulations through the use of renewable energy resources like Solar.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
		Opportunity	The Company has implemented an Energy Management System in its restaurants which utilizes Internet of Things technology to track and reduce the consumption of various forms of energy such as electricity, gas, and temperature. The EMS has been successful in reducing the company's carbon footprint through use of data analysis & statistical modelling.	NA	Positive
3	Water management	Risk	Water is used throughout restaurant operations, from cooking and dishwashing to cleaning. The restaurant format, size, and equipment all affect water use. High freshwater cost and low availability in high population density areas is one of the risk that may impact restaurant operations.	The Company has taken several initiatives to reduce water consumption eg. Usage of waterless urinals in new stores; re-use of RO rejected water for rest room; Installation of high water recovery RO system in all restaurants; Usage of spray faucets thereby reducing 50-80% of water consumption etc.	Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Waste management	Risk	Restaurants produce waste in two main forms: food and packaging. Food waste is generated during the preparation process as well as by unconsumed food. Food waste results in loss of resources, such as water, energy, land, labor, and capital, and produces GHG emissions as a result of decomposition. Packaging waste includes packaging received from suppliers and packaging disposed by consumers in the restaurant areas. In addition, limited-service restaurants make heavy use of disposable tableware to serve customers.	The Company endeavors to reduce waste through various methods, including packaging optimization, safe disposal information, food recovery, operations training and packaging reclamation programs in order to reduce waste handling costs and improve operational efficiency. We also are in strict compliance with ERP requirements.	Negative
5	Responsible Sourcing	Risk	We are conscious of the fact that our business impacts the livelihoods of people, the health of our shared planet and the well-being of animals. Our Supply chain management is crucial to ensure food safety and progress on addressing critical issues.	The Company implements sustainable and ethical sourcing practices to ensure continued future supply and to minimize lifecycle impacts of company operations. Sourcing from suppliers that have high quality standards, employ environmentally sustainable farming methods, and honor labor rights in order to protect long-term shareholder value, helps Westlife mitigate these issues.	Negative
		Opportunity	On the other hand, considering the nature of Company's operations and complexity of operations with hundreds of SKUs to be supplied across 357 store offers an opportunity to stay ahead of its industry competition by collaborating with suppliers and logistics partners. Sourcing of Quality ingredients in sustainable ways helps build consumer trust.	NA	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6	People and culture	Risk	Being a people intensive business, having the right talent and culture can have a significant impact on Company's ability to fulfill demand and grow its revenues. Inability to attract experienced professionals with niche industry skills from the market, can also impact Company's ability to grow.	All of the Company's People policies and procedures are focused on offering equal employment opportunities and are non-discriminatory in nature. The Company strives to provide best-in-class learning and development opportunity and linking it to career growth. Our preference for internal talent for new leadership positions incentivize the planning of longer-term careers in Westlife. Our strong goal-setting and review process ensures high level of accountability and ownership for results.	Negative
7	Food Safety	Risk	As one of the most frequented restaurants, maintaining highest levels of food safety is critical to health and wellbeing of our customers.	Stringent food safety standards and procedures which are science based and risk based are incorporated into every aspect of the business, including menu innovation, packaging, distribution, and the operation within restaurants. Food safety and quality are being improved by use of technology to integrate food safety requirements into equipment designs and automation	Negative
		Opportunity	Offering Safe and hygienic food consistently becomes an important driver of business growth as consumer preferences evolve towards these aspects.	NA	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
8	Nutrition and Responsible marketing	Risk	Consumers today have not only become conscious of what their food contains but also about what it doesn't contain. They should have easy access to nutritional information to help them make informed food choices. The Company is conscious of our duty to responsibly market to children.	The Company has eliminated artificial colours, artificial preservatives and artificial flavouring from select food items. McDonald's is also displaying Allergen & Nutritional information in-store and on its McDelivery app. The company has also taken initiatives like increasing nutritious content while reducing fat and sodium from many key products while adding juice and boiled corn in Happy Meals for Children.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	All the policies as specified below (except marked as 'Internal' which are only accessible to employees) are available on Company's website: www.westlife.co.in.								

Sr. No.	Name of policy	Link to Policy	Which Principles each policies goes into
1	Familiarization program for Independent Directors	http://www.westlife.co.in/download-pdf/Investor/Compliance/Familiarization/Familiarisation%20Programme-IDs-2022.pdf	P1
2	Policy for determining material subsidiaries of the Company	http://www.westlife.co.in/download-pdf/Investor/Policies/Policy%20on%20Material%20Subsidiaries.pdf	P1
3	Code of Conduct for members of the Board and Senior Management Personnel	http://www.westlife.co.in/download-pdf/Investor/Policies/Code-of-Conduct-for-WDL-&-Subsidiaries.pdf	P1
4	Vigil Mechanism/ Whistle blower policy	http://www.westlife.co.in/download-pdf/Investor/Compliance/Policy%20on%20Vigil_Whistleblower_2014.pdf	P1

Sr. No.	Name of policy	Link to Policy	Which Principles each policies goes into
5	Policy for Preservation of Documents (Archival Policy) pursuant to Regulation 9 and Regulation 30(8) of SEBI LODR	http://www.westlife.co.in/download-pdf/Investor/Policies/Policy%20for%20Preservation%20of%20Documents%20(Archival%20Policy)%20pursuant%20to%20Regulation%209%20and%20Regulation%2030(8)%20of%20the%20Listing%20Regulations.pdf	P1
6	Code of Fair Disclosure & Code of Conduct for Prevention of Insider Trading	http://www.westlife.co.in/download-pdf/Investor/Compliance/Codes%20of%20Fair%20Disclosure-Insider%20Trading.pdf	P1, P4, P7
7	Policy for determining materiality of related party transactions of the Company and for dealing with Related Party Transactions	http://www.westlife.co.in/download-pdf/Investor/Policies/Policy%20on%20Dealing%20With%20Related%20Party%20Transactions.pdf	P1, P4, P7
8	Policy for Determining Materiality of Events or Information pursuant to Regulation 30(4)(ii) of the SEBI LODR	http://www.westlife.co.in/download-pdf/Investor/Policies/Policy%20for%20Determining%20Materiality%20of%20Events%20or%20Information%20pursuant%20to%20Regulation%2030(4)(ii)%20of%20the%20Listing%20Regulations.pdf	P1, P4, P7
9	Sustainability Policy	Internal	P2
10	Supply Chain Policy	Internal	P2, P3, P9
11	Policy for Qualifications, positive attributes and independence criteria for Directors and Remuneration of Directors, Key Managerial Personnel and other employees	http://www.westlife.co.in/download-pdf/Investor/Policies/Appointment-and-Remuneration-Policy.pdf	P3, P4
12	Criteria for making payments to non-executive directors of the Company	http://www.westlife.co.in/download-pdf/Investor/Compliance/Criteria%20for%20payment%20to%20Non-Executive%20Directors.pdf	P3, P4
13	Dividend distribution policy	http://www.westlife.co.in/download-pdf/Investor/Policies/Dividend-Distribution-Policy.pdf	P3, P4
14	Human Resource policies covering Working hours, leaves, remuneration, compensation etc.	Internal	P3, P4
15	Anti-Sexual Harassment Policy (internal)	Internal	P5
16	Standard of Business Conduct – Environmental Responsibility	Internal	P6
17	Details of agreements entered into with media companies and/or their associates, etc. & Employees Social Media Policy (internal)	http://www.westlife.co.in/download-pdf/Investor/Compliance/Details%20of%20agreements%20entered%20into%20with%20the%20media%20companies.pdf	P7, P8
18	Cyber security and Privacy Policy	Internal	P9

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Certain policies mentioned in table below the section covering P2, P3 & P9 are applicable to Supply Chain partners of the Company								
4. Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	• Roundtable on Sustainable Palm Oil • Rainforest Alliance • Forest Stewardship Council • Marine Stewardship Program • Food Safety and Standards Authority of India • Bureau of Indian Standards (IS14543, IS10500)								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company has taken the pledge to reach global net-zero greenhouse gas (GHG) emissions by 2050 or earlier through its commitment to the Climate Neutral Now (CNN) initiative.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Westlife is committed to: 1) Energy and Water usage optimisation - a. Implemented Energy management System in 309 restaurants and target is to have 100% implementation by FY25 b. Saved 10.5 mn units of electricity through various initiatives like Solar Panels, HVAC, economizer, LED lights, Evaporative coolers etc. c. Saved around 21.3 mn litres of water through Waterless urinals, low flow Aerators, RO rejected water re-use, High water recovery RO system 2) Waste reduction a. Over 99% of discarded cooking oil is recycled by converting it to biodiesel b. Eliminated all single use customer facing plastic c. 109,000+ kgs of plastic recycled 3) Sustainable and local sourcing a. Over 95% of inputs locally sourced b. Over 95% of inputs sustainably sourced c. 100% Palm Oil, Paper, Coffee and Fish sustainably sourced 4) Inclusive and Equal Opportunity workplace a. Consistently ranked amongst Great Place To Work® (Certified) b. Over 34% women work force c. 100% of employees are trained 5) Community service a. RMHC India chapter supported 4,359 kids and families in FY23 and overall 35,000 in past few years b. Launched innovative packaging for Specially abled customers under EatQual initiative								

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements

   During the year, the Company achieved many milestones in our sustainability journey while committing to long term targets. Our initiatives on energy conservation and adopting renewable energy sources have helped us reduce our carbon footprint. Our waste reduction initiatives optimizing paper packaging and eliminating consumer facing single use plastic are aimed at protecting our planet and keeping our communities clean. On the social side we are focusing on fostering a diverse and inclusive workplace. Our policies ensure equal opportunities, embraced employee well-being, and support community engagement through volunteering and philanthropy. Our RMHC Foundation is helping thousands of children and their families during their difficult times. Given our vast network of restaurants directly serving millions of customers, presents many challenges to creating a positive impact on people and the planet. However, we have charted out a multiyear journey which aims at achieving various ESG goals progressively through innovation, while transparently sharing the progress, and creating a positive societal impact in the long term.

8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Board of Directors
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Board along with internal ESG team comprising of Directors, CFO and Executives take decisions on sustainability related issues in guidance of implemented policies & procedures

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was under taken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Yes									Annually								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	No major non-compliance of material nature has been reported. Operational issues are being addressed on an 'ongoing basis' as and when identified. Each functional head monitors and ensures compliance applicable to their respective functions									Quarterly								

		P1	P2	P3	P4	P5	P6	P7	P8	P9
11.	Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	Operationalization and effectiveness of policies have been evaluated by Dhir & Dhir Associates, an eminent Law Firm. Evaluation was conducted on effectiveness of the working of policies. Policies are also periodically evaluated and updated by various department heads, business heads and approved by the management or board. The processes and compliances, however, may be subject to scrutiny by internal auditors and regulatory compliances, as applicable.								

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA
It is planned to be done in the next financial year (Yes/No)	NA	NA	NA	NA	NA	NA	NA	NA	NA

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. **Percentage coverage by training and awareness programmes on any of the Principles during the financial year:**

Segment	Total Number of training and awareness programmes held	Topics/ principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	4	• Business Strategy • Marketing, Finance, Supply chain • Brand Building • Real Estate development • Succession • Governance & Risk Monitoring	100%
Key Managerial Personnel	20	• Corporate Laws • Governance & Compliance • Finance & Accounts	100%
Employees other than BoD and KMPs	70	• All safety & security related trainings* • Business Partnering • People Development • Health and Mental Wellbeing • Cyber security • Upskilling trainings (IT etc.) • Tax Advisory & Wealth Management • Labour Compliances and Regulations	100%
Workers	NA	NA	NA

*Westlife has customised training e-modules that all employees, at time of joining, have to mandatorily complete and it covers all aspects of health and safety. Store employees are also given hands on training on health and safety at the stores.

2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year (basis the materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website)**

	Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (in INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	NA	NA	NA	NA	NA
Settlement	NA	NA	NA	NA	NA
Compounding Fee	NA	NA	NA	NA	NA
	Non-Monetary				
Imprisonment	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/enforcement agencies/judicial institutions
NA	NA

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

The existing policies/ codes like Code of Conduct (including Whistle Blower Policy), rules and regulations adopted by the Company are in conformity with the legal and statutory framework on anti-bribery and anti-corruption legislation prevalent in India.

The Policy reflects the commitment of the Company and its management for maintaining highest ethical standards while undertaking open and fair business practices and culture, and implementing and enforcing effective systems to detect, counter and prevent bribery and other corrupt business practices.

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

	FY 2022-23	FY 2021-22
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Nil	Nil

6. **Details of complaints with regard to conflict of interest:**

	FY 2022-23		FY 2021-22	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the Directors	Nil	Nil	Nil	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	Nil	Nil	Nil

7. **Provide details of any corrective action taken or underway on issues related to fines / penalties/ action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

Not Applicable

Leadership Indicators

1. **Awareness programmes conducted for value chain partners on any of the Principles during the financial year:**

Total number of awareness programmes held	Topic/principles covered under the training	% age of value chain partners covered (by value of business done with such partners) that were assessed
Multiple training & awareness programmes conducted including for outsourced employees	• Health & Safety • Quality Assurance • Sustainable farming practices • Business Ethics	100%

2. **Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No). If Yes, provide details of the same.**

   Yes, the Company has a Code of Conduct for Board of Directors and senior management personnel which provides clear guidelines for avoiding and disclosing actual or potential conflict of interest with the Company. The Company receives an annual declaration from its Board of Directors and senior management personnel on the entities they are interested in, and ensures requisite approvals as required under the applicable laws are taken prior to entering into transactions with each entities. Additionally, the directors do not participate in the business at the board meetings, in the matters in which they are interested.

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

   The Company does not incur any material R&D costs; the activity is carried out by a value chain partner with whom Westlife actively works for innovation in the manufacturing of food products. Capex incurred by the Company includes investments in initiatives like Solar, Water recycling etc. These costs are difficult to segregate from overall restaurant costs and hence not identified.

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

   Yes. We source Roundtable on Sustainable Palm Oil (RSPO) certified palm oil, Rainforest Alliance (UTZ) certified coffee, Fish from certified sustainable sources and Forest Stewardship Council® (FSC®) certified paper for packaging as a part of our responsible business conduct practices. Even our Agri produce is sourced indigenously from farms adopting sustainable agriculture practices.

   b. **If yes, what percentage of inputs were sourced sustainably?**

   Overall over 95% of our inputs are sustainably sourced.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

   We are registered under EPR (Extended Producers' Responsibility) program, as per guidelines of Central Pollution Control Board, and we are ensuring the disposal of equivalent amount of plastic as per the guidelines. We engage with certified e-waste handlers for disposal of e-waste. Other municipal waste is segregated into wet & dry and is given to Municipal Corporation. Hazardous chemicals are used only for cleaning purposes, post thorough training on handling and safety procedures.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

   We are registered under EPR (Extended Producers' Responsibility) program, as per guidelines of Central Pollution Control Board, and we are ensuring the disposal of plastic as per the targets assigned.

Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

NIC Code	Name of Product/ Service	% of total Turnover Contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.
Even though Westlife does not have a formal life cycle assessment, it does have well documented procedures and practices that each function follows, which helps it to keep track of the Start-of-life to End-of-life cycle of its product & servicing part of operations.					

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Name of Product/ Service	Description of the risk/ concern	Action Taken
Even though there is no formal life cycle assessment being done, through its robust operational SOPs & systems in place, we continuously monitor the social/ environmental concerns/ risks/ issues arising from production or disposal of food and packaging and strive to resolve them immediately.		

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate input material	Recycled or re-used input material to total material	
	FY 2022-23	FY 2021-22
We do not use any recycled food or packaging material for our operations		

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

	FY 2022-23			FY 2021-22		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	NA	NA	32	NA	NA	20
E-waste	NA	NA	-	NA	NA	NA
Hazardous Waste	NA	NA	-	NA	NA	NA
Other waste	NA	NA	3625	NA	NA	2452

In addition to the Plastic packaging material safely disposed as disclosed, over 109 metric tonnes of plastic was recycled as mandated by CPCB under EPR.

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category**

Indicate product category	Reclaimed products and their packaging materials (as percentage of products sold) for each product category
Not Applicable	Not Applicable

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	7,648	7,648	100.00	7,648	100.00	0	0.00	7,648	100.00	0	0.00
Female	3,948	3,948	100.00	3,948	100.00	3,948	100.00	0	0.00	0	0.00
Total	**11,596**	**11,596**	**100.00**	**11,596**	**100.00**	**3,948**	**34.05**	**7,648**	**65.95**	**0**	**0.00**
Other than Permanent Employees											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**

b. Details of measures for the well-being of workers:

	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**
Other than Permanent Employees											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100.00	NA	Yes	100.00	NA	Yes
Gratuity	100.00	NA	Yes	100.00	NA	Yes
ESI	100.00	NA	Yes	100.00	NA	Yes

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard

Yes, our office and many of our stores are accessible to differently abled employees using wheelchairs.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Yes. Westlife has an Equal Opportunity Policy in place. The policy is available in company intranet.

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent Employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100.00	100.00	NA	NA
Female	100.00	100.00	NA	NA
Total	**100.00**	**100.00**	**NA**	**NA**

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	There is a mechanism for permanent employees. Employees can write a letter anonymously and post it to Company. Such prepaid letters are made available at all stores. Employees can email their grievances to a dedicated email id. Westlife also conducts RAP (personal feedback) sessions across all stores to identify grievances among store employees.
Other than Permanent Workers	
Permanent Employees	
Other than Permanent Employees	

7. **Membership of employees and worker in association(s) or Unions recognized by the listed entity:**

Category	FY 2022-23			FY 2021-22		
	Total employees / workers in respective category (A)	No. of employees/ workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	NA	NA	NA	NA	NA	NA
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA
Total Permanent Worker	NA	NA	NA	NA	NA	NA
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA

Since there are no workers employed by Westlife, there is no union as defined by law.

8. **Details of training given to employees and workers:**

	FY 2022-23					FY 2021-22				
	Total (A)	On Health and Safety measures		On Skill upgradation		Total (D)	On Health and Safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	7,648	7,648	100.00	7,648	100.00	6,142	6,142	100.00	6,142	100.00
Female	3,948	3,948	100.00	3,948	100.00	2,900	2,900	100.00	2,900	100.00
Total	**11,596**	**11,596**	**100.00**	**11,596**	**100.00**	**9,042**	**9,042**	**100.00**	**9,042**	**100.00**

	FY 2022-23					FY 2021-22				
	Total (A)	On Health and Safety measures		On Skill upgradation		Total (D)	On Health and Safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Workers										
Male	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Female	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**

9. Details of performance and career development reviews of employees and worker:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	7,648	7,648	100.00	6,142	6,142	100.00
Female	3,948	3,948	100.00	2,900	2,900	100.00
Total	**11,596**	**11,596**	**100.00**	**9,042**	**9,042**	**100.00**
Workers						
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA
Total	**NA**	**NA**	**NA**	**NA**	**NA**	**NA**

10. Health and safety management system:

a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

Yes. All restaurant employees are required to undergo Health and Safety training and clear the test as a part of the onboarding process. All restaurants are audited every quarter on various health and safety parameters. We also conduct workshops and trainings on fire safety, work place safety, food safety though FSSAI authorized trainers as well as road safety.

b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Identifying work-related hazards is a continuous process. All restaurants undergo rigorous audits and inspections every quarter on various health and safety parameters.

c. **Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)**

Yes. Employees can report any potential work-related hazards to the restaurant manager. We also have an escalation process where employees can write to management through prepaid anonymous PAL letters.

d. **Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes. Our employees have access to first aid and medical kits in offices as well as restaurants. Employees, including their family, are covered under Employees' State Insurance Corporation (ESIC). Non covered employees are covered under group insurance and accident insurance policies. The Company also organizes free doctor consultations at regular intervals.

11. **Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	Nil	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	Nil	Nil

12. **Describe the measures taken by the entity to ensure a safe and healthy work place.**

Relevant processes & SOPs & trainings are in place and are being adhered to for ensuring health & safety of our workforce. On a safety front, installation of effective fire management systems, appointment of security personnel, upkeep of non-slippery floors – which is a possible major accident hazard are a few initiatives taken by Westlife. On healthcare front, we have provided gloves & caps to all our workforce in stores. During the reporting period, we had arranged free health check-ups, Yoga –meditation programmes and mental health sessions in order to improve physical as well as mental well-being of our employees.

13. **Number of Complaints on the following made by employees and workers:**

Category	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

14. **Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100% of our workplaces (corporate office & stores are covered). These assessments are continuous processes. Not only the FSSAI officials and third party agencies, but also company officials conduct periodic assessment on Health and safety practices as well as working conditions.
Working Conditions	

15. **Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.**

Westlife has a well-defined SOP based on global best practices which monitors and ensures all health and safety norms are being followed. Any incident, if occurred, is investigated and corrective actions are deployed through amendment in SOP. Health and safety training programs are conducted every month which are mandatory for employees to attend. Fire safety mock drills are conducted on quarterly basis. We have installed all fire safety equipments like smoke detectors, fire suppressants etc. to mitigate any fire incidents related risks. No major fire incidents occurred in FY23. We ensure staff wellbeing by proving a separate recreational room in every restaurant and regular breaks in every shift. The company also conducts various session for physical and mental wellbeing like doctor consultation, yoga, ergonomics etc.

Leadership Indicators

1. **Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).**

   Yes. The employees are covered under Insurance schemes of the Company.

2. **Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.**

   Westlife has a continuous reconciliation mechanism whereby, it checks the compliance of statutory due payments by value chain partners before initiating the payments of its purchase orders.

3. **Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Employees	NA	NA	NA	NA
Workers	NA	NA	NA	NA

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)**

   Not Applicable

5. **Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	Over 95% of value chain partners (by value of business done with such partners) were assessed for these points. Social Workplace Accountability audit is conducted every year for our value chain partners. Business agreements and contracts with any party includes relevant clauses on the affirmation of applicable regulatory requirements which include most of these aspects.
Working Conditions	

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

   Not Applicable

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

   We recognise the importance of fostering and maintaining strong relationships with key stakeholders through transparent, sincere and effective engagements. Our stakeholder identification is a continuous process based on fundamentals of Materiality, Responsibility, Sustainability and Inclusivity. Stakeholders' views and suggestions are incorporated into the business strategies and they directly or indirectly play an integral part in long term value creation.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community, Meetings, Notice Board, Website, Other)	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	• Email, SMS, Newspaper, Pamphlets, Advertisement, Meetings, Website, Mobile Apps. • We engage with our customers in person when they visit our outlets and provide them the maximum convenience	Daily basis	• Food Quality and Safety • Customer experience • New products and offers • Critical incident reporting
Government/ Competent Authorities	No	• Emails, Regulatory filings, Meetings. • We engage in the audits of our stores by regulatory authorities to ensure good manufacturing practice (GMP) and regulatory compliances. • We participate in industry bodies through responsible opinion articulation. • Reports and interactions aimed at confirming legislative and regulatory compliance policies and processes	Regularly	• Compliances and regulatory filings • Audits • Industry needs and trends
Employees	No	• Direct engagement, Email, SMS, Meetings, Notice Board, Website and intranet portal. • Training, learning and development Employee wellness initiatives	Daily basis	• Business operations • Career prospects • Learning and development • Trainings and policies

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community, Meetings, Notice Board, Website, Other)	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Suppliers	No	• Email, SMS and regular meetings • Conducting training programs and audits	Regularly	• Product and process innovation • Supply chain efficiencies • Food safety and quality standards • Business continuity • Audits
Investors & funders	No	• Investor presentations of quarterly results • Stock exchange announcements, media releases and quarterly results • Annual General Meetings Investor relations section of the company's website	Regularly	• Business performance • Business strategy and prospects • Governance • Risks • Industry trends
Communities	Yes in terms of CSR activities	• Meetings with community members • Media and Advertising across various formats • Mobile Apps and messages • Leveraged Ronald McDonald House Charities to support terminally ill kids and families.	Regularly	• CSR activities • Local community concerns • Employment • Health, safety and quality

Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   Stakeholder engagement on economic, environmental and social topics is done by various departments in the organization on an ongoing basis. All the material topics are identified and discussed with the board during the board meetings.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes. We have undertaken several initiatives like reducing waste, eliminating single use plastics, recycling discarded waste, providing equal work opportunity, sponsoring higher education for employees etc. As a part of making Happy Meal more nutritious for children, we added boiled corn and sugar free juice.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

On the International Day of Persons with Disabilities (December 3, 2022), our employees visited The Association of People with Disability (APD, India) in Bengaluru and National Society for Equal Opportunities for the Handicapped (NASEOH), India in Mumbai to spread some moments of happiness with the lovely kids there. We distributed our burgers to over 400 children in our specially designed EatQual packaging.

McDonald's India started the journey of EatQual in 2020 to provide an effortless, seamless, and most importantly equal burger-eating experience for all customers with upper limb mobility. The EatQual packaging has been designed in consultation with experts from NGOs that have been working actively for the specially-abled community for over 50 years. Extensive research was conducted among individuals with limited upper arm mobility to understand their plight in eating food and that led to the birth of EatQual packaging. Over the last three years, McDonald's has been fostering an inclusive eating experience through the EatQual initiative.

PRINCIPLE 5: Businesses should respect and promote human rights

Essentials Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	11,596	11,596	100.00	9,042	9,042	100.00
Other than permanent	0	0	0.00	0	0	0.00
Total Employees	**11,596**	**11,596**	**100.00**	**9,042**	**9,042**	**100.00**
Workers						
Permanent	Not applicable					
Other than permanent						
Total Workers						

2. **Details of minimum wages paid to employees and workers, in the following format:**

	FY 2022-23					FY 2021-22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	11,596	0	0%	11,596	100%	9,042	0	0%	9,042	100%
Male	7,648	0	0%	7,648	100%	6,142	0	0%	6,142	100%
Female	3,948	0	0%	3,948	100%	2,900	0	0%	2,900	100%

	FY 2022-23					FY 2021-22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Other than Permanent	Not Applicable									
Not Applicable										
Male										
Female										
Workers										
Permanent	Not Applicable									
Not Applicable										
Male										
Female										
Other than Permanent										
Male										
Female										

3. **Details of remuneration/salary/wages, in the following format:**

	Male		Female	
	Number	Median remuneration/ Salary/ Wages of respective category	Number	Median remuneration/ Salary/ Wages of respective category
Board of Directors (BoD)*	5	9,44,000	2	7,08,000
Key Managerial Personnel ^	3	1,69,73,307	0	Nil
Employees other than BoD and KMP$	7,648	1,71,168	3,948	1,71,168
Workers	NA	NA	NA	NA

*BoD Remuneration consists only of the sitting fees payable to members of the board for attending the board and committee meetings. Sitting fees are uniform for all the directors. Mr Banwari Lal Jatia ceased to be a member of the board with effect from 31st January, 2023.

^ KMP remuneration consists of sitting fees paid by WFL and salary by HRPL (wholly owned subsidiary)

$ Median includes Gross Salary excluding Retirals. The number of employees include Part Time Store Employees however the remuneration has been normalised for comparability.

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

   Westlife is a responsible corporate house. It ensures that all the issues/ grievances of its stakeholders are promptly addressed. The HR Function of the organisation is entrusted with the responsibility of handling the human rights issues. If not resolved, the issues are escalated to the leadership team and then to the board.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues**

   The human rights grievance can be raised with the HR team and will be resolved with the necessary actions. If unresolved it can be further escalated to Leadership team and then to the board. We also have a whistle blower policy which enables employees to communicate their concerns about unethical practices.

6. Number of Complaints on the following made by employees and workers:

Category	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual harassment	Nil			Nil		
Discrimination at workplace						
Child Labour						
Forced Labour/ Involuntary Labour						
Wages						
Other Human Rights related issues						

7. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases**

   In any case of complaint of discrimination or harassment, complete anonymity is kept about the details of complaint and complainant and complete protection is provided to the complainant.

8. **Do human rights requirements form part of your business agreements and contracts?**

   All the business agreement and contracts which are entered into by the Company with any party include relevant clauses on the affirmation of applicable regulatory requirements which include human rights.

9. **Assessments for the year:**

	Yes/No (If Yes, then give details of the mechanism in brief)
Child Labour	Westlife periodically assesses the topics mentioned herein, however there is no formal assessment which is being done.
Forced/involuntary labour	
Sexual Harassment	
Discrimination at workplace	
Wages	

10. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.**

    There were no observations hence Not Applicable.

Leadership Indicators

1. **Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints**

   During the reporting period, no business processes have been modified or introduced for addressing human rights grievances/complaints.

2. **Details of the scope and coverage of any Human rights due-diligence conducted.**

   The company ensures promotion and protection of human rights through various policies, trainings and audits at various levels on regular basis. It covers all employees across locations.

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

   Yes our office and many stores premises are accessible to differently abled visitors.

4. **Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	Over 95% of value chain partners (by value of business done with such partners) were assessed for the given parameters. Social Workplace Accountability audit is conducted every year for our value chain partners. Business agreements and contracts with any party include relevant clauses on the affirmation of applicable regulatory requirements which include most of these aspects.
Discrimination at workplace	
Child Labour	
Forced Labour / Involuntary Labour	
Wages	

5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.**

   Not Applicable.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2022-23 (In Gigajoules)	FY 2021-22 (In Gigajoules)
Total electricity consumption (A)	2,66,067	2,41,024
Total fuel consumption (B)	1,45,744	1,21,124
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C)	4,11,811	3,62,148
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	18.08 GJ/mn	22.98 GJ/mn
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

   Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

   There is no Independent Assessment done. All the required statutory and internal inspections/ audits are carried out on a periodic basis.

2. **Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any**

   Not Applicable. Westlife is not covered under the ambit of PAT Scheme.

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in kilolitres)		
(i) Surface water	1,18,111	1,07,440
(ii) Groundwater	1,02,589	93,320
(iii) Third party water	0	0
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	2,20,701	2,00,760
Total volume of water consumption (in kilolitres)	2,20,701	2,00,760
Water intensity per rupee of turnover (Water consumed / turnover)	9.69 kl/mn	12.74 kl/mn
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

There is no Independent Assessment done. All the required statutory and internal inspections/ audits are carried out on a periodic basis.

4. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

   Not Applicable since operations of Westlife does not attract the Zero Liquid Discharge measures. Few of our products are manufactured in Zero Liquid Discharge facilities of vendors.

5. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY 2022-23	FY 2021-22
NOx	Not Applicable		
SOx			
Particulate matter (PM)			
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

There is no Independent Assessment done. All the required statutory and internal inspections/ audits are carried out on a periodic basis.

6. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format**

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	17,284	12,620
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	59,786	54,183
Total Scope 1 and Scope 2 emissions per rupee of turnover		3.38 ton CO2e/mn	4.24 ton CO2e/mn
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

There is no Independent Assessment done. All the required statutory and internal inspections/ audits are carried out on a periodic basis.

7. **Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.**

   Westlife is committed to sustainability and environmental protection as it takes several measures to reduce its negative impact on the environment. The Company shifted from a polluting fuel to an environment friendly Natural Gas (PNG) reducing the emissions of greenhouse gases. Further, in order to decrease the reliance on non-renewable sources of energy, the Company has set up solar panels for capturing solar energy. In another endeavour, the Company recycles used cooking oil from restaurants into a Biofuel / Clean fuel, further reducing the GHG emissions.

8. **Provide details related to waste management by the entity, in the following format:**

Parameter	FY 2022-23	FY 2021-22
Total Waste generated (in metric tonnes)		
Plastic waste (A) ^	32	20
E-waste (B)	0.16	-
Bio-medical waste (C)		
Construction and demolition waste (D)		
Battery waste (E)		
Radioactive waste (F)		
Other Hazardous waste. Please Specify, if any. (G)		
Other Non-hazardous waste generated (H). ^ Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)		
- Food and Beverage (Wet) Waste	2199	1515
- Paper Waste	1503	944
- Oil Waste	947	795
Total (A+B + C + D + E + F + G + H)	**4681**	**3274**
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled (Oil and Plastic)*	1056	822
(ii) Re-used	NA	NA
(iii) Other recovery operations	NA	NA
Total	**1056**	**822**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	NA	NA
(ii) Landfilling	NA	NA
(iii) Other disposal operations^	3625	2452
Total	**3625**	**2452**

Note: Food, Beverage, Paper and Plastic waste is generated at restaurant level and estimated using procurement and consumption data.

* Used Cooking Oil is sold to Biodiesel converter. Plastic has been recycled as mandated by CPCB under EPR.

^ Food, Beverage, Paper and Plastic waste generated at restaurants is disposed-off to a municipal waste collector. E waste is disposed through a certified recycler.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

There is no Independent Assessment done. All the required statutory and internal inspections/ audits are carried out on a periodic basis.

9. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes**

In alignment with the Company's commitment to reduce the impact on the environment, different wastes are disposed as per the guidelines of the Central Pollution Control Board. Plastic waste is disposed and recycled as per the EPR guidelines and obligations. The used cooking oil is handed over to a vendor for conversion into Biofuel. Municipal waste is disposed according to relevant Solid Waste Management Rules. The Company does not produce any toxic and hazardous waste/ chemical, and the chemicals used for cleaning are disposed as per relevant disposal requirements.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/ offices	Types of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not Applicable. Westlife does not operate in any ecologically sensitive areas			

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
We have not undertaken any new projects in the FY 2022-23 which requires Environmental Impact Assessment.					

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, and Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Serial Number	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective taken, if any action
The Company is compliant with all applicable environmental laws/ regulations/ guidelines and there were no non-compliances.				

Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 2022-23	FY 2021-22
From renewable sources		
Total electricity consumption (A)	352	212
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Total energy consumed from renewable sources (A+B+C)	**352**	**212**
From non-renewable sources		
Total electricity consumption (D)	2,65,716	2,40,812
Total fuel consumption (E)	1,45,744	1,21,124
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	**4,11,266**	**3,61,667**

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

There is no Independent Assessment done. All the required statutory and internal inspections/ audits are carried out on a periodic basis.

2. **Provide the following details related to water discharged:**

Parameter	FY 2022-23	FY 2021-22
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	Nil	Nil
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Groundwater	Nil	Nil
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater	Nil	Nil
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties	Nil	Nil
- No treatment		
- With treatment – please specify level of treatment		
(v) Others	2,20,701	2,00,760
- No treatment		
- With treatment – please specify level of treatment	2,20,701	2,00,760

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

There is no Independent Assessment done. All the required statutory and internal inspections/ audits are carried out on a periodic basis.

3. **Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):**

For each facility / plant located in areas of water stress, provide the following information:

(i) Name of the area

(ii) Nature of operations

(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2022-23	FY 2021-22
Water withdrawal by source (in kilolitres)		
(i) Surface water	Not Applicable	Not Applicable
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater / desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (Water consumed / turnover)		
Water intensity (optional) – the relevant metric may be selected by the entity		

Parameter	FY 2022-23	FY 2021-22
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	Not Applicable	Not Applicable
- No treatment		
- With treatment – please specify level of treatment		
(ii) Into Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) Into Seawater		
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

There is no Independent Assessment done. All the required statutory and internal inspections/ audits are carried out on a periodic basis.

4. **Please provide details of total Scope 3 emissions & its intensity, in the following format:**

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	Not Assessed	
Total Scope 3 emissions per rupee of turnover			
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

There is no Independent Assessment done. All the required statutory and internal inspections/ audits are carried out on a periodic basis.

5. **With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Not Applicable. Westlife does not operate in an ecologically sensitive area.

6. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
In order to conserve the water resource, Westlife has taken several initiatives. The Company installs water-less urinals in new stores; the RO rejected water is re-used in the restrooms and also, high water recovery RO system are installed in all restaurants to minimise the wastage of this invaluable resource. In FY23 and FY22 we saved around 2.1 million litres and 1.7 million litres of water respectively through these initiatives.			

7. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

   Business Continuity is a part of Enterprise Risk Management (ERM) of Westlife. We have identified various risks which can disrupt the business. Ownership and mitigation plans are well documented along with probabilities assigned to risks. ERM is assessed and updated on yearly basis or earlier. We also have a business continuity planning policy. Business Continuity Plan (BCP) framework is required to enable us to achieve its objective of ensuring the continuity of our critical services in the event of a disaster and showcasing the resiliency of business operations by being able to resume all services quickly in the event of destruction.

8. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

   Value Chain Partners constitute a critical part of our operations. Impact to the environment is assessed as a part of our Supplier Workplace Accountability audits. If any significant risk is highlighted, the supplier needs to immediately redress it or may lead to discontinuation of business relationship.

9. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

   Over 95% - by value of business done with such partners.

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a) **Number of affiliations with trade and industry chambers/ associations.**

   Westlife is affiliated with 5 National Trade and Industry Chambers.

   b) **List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S. No	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National)
1	National Restaurant Association of India (NRAI)	National
2	Confederation of Indian Food Trade & Industry (CIFTI, the food arm of FICCI)	National
3	The Protein Foods and Nutrition Development Association of India (PFNDAI)	National
4	All India Food Processors Association (AIFPA)	National
5	The Retailers Association of India (RAI)	National

2. **Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities**

Name of authority	Brief of the case	Corrective active taken
Not Applicable. There were no instances of any anti-competitive conduct by Westlife.		

Leadership Indicators

1. **Details of public policy positions advocated by the entity:**

Sr. No	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, If available
The Company through various Industry associations, participates in advocating matters for the advancement of the Industry and Public Good on a need basis. The Company has a Code of Conduct Policy to ensure that the highest standards of business conduct are followed while engaging with aforesaid Trade associations/Industry bodies.					

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and Brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web Link
Social Impact Assessment is not applicable for Westlife considering its operations and activities					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No	Name of Project for which R&R is ongoing	State	District	No. pf Project Affected Families (PAFs)	5 of PAFs covered by R&R	Amounts paid to PAFs in the FY (in INR)
Not applicable for Westlife						

3. Describe the mechanisms to receive and redress grievances of the community.

Communities have several options to register their grievances like 1) Dedicated email addresses (myfeedback@mcdonaldsindia.com, info@westlife.co.in) 2) Contact Restaurant manager across McDonald's 3) Write to us on Social media handle like Twitter (X), Instagram, LinkedIn etc. The company has well defined process which includes escalations and resolution at various levels.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Parameter	FY 2022-23	FY 2021-22
Directly sourced from MSMEs/ small producers	Nil or not material Considering the nature of business requiring stringent food quality and hygiene standards, we work with large supply chain partners with state-of-the-art facilities.	
Sourced directly from within the district and neighbouring districts		

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not applicable	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No	State	Aspirational District	Amount spent (In INR)
Not applicable			

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

   (b) From which marginalized /vulnerable groups do you procure?

   (c) What percentage of total procurement (by value) does it constitute?

   Please refer to Table 4 of Essential Indicators.

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:**

S.No	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Not Applicable				

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

Name of authority	Brief of the case	Corrective Action taken
Not Applicable		

6. **Details of beneficiaries of CSR Projects:**

S. No	CSR Project	No. of persons benefitted from CSR projects	% of beneficiaries from vulnerable and marginalized groups
1	RMHC India	The company has an in-house foundation- Ronald McDonald House Charities Foundation India (RMHC India) that works extensively to support the well-being of terminally ill children. In the financial year, 2022-23 RMHC India chapter supported 4,359 kids and families. In the last five years, RMHC impacted almost 35,000 children and families.	All our beneficiaries of the CSR initiatives are from marginalised or vulnerable group

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   There is a dedicated mechanism available to our Consumers to register their complaints and grievances. They can raise their complaints and feedback by emailing on myfeedback@mcdonaldsindia.com and on McDelivery Feedback page. Customers can also write to us on social media handle like Twitter (X), Instagram, LinkedIn etc.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not Applicable
Safe and responsible usage	
Recycling and/or safe disposal	100%

Our paper packaging has a tidy man symbol which guides for responsible and safe disposal. Our reusable plastic bottles have a recycle symbol.

3. **Number of consumer complaints in respect of the following:**

	FY 2022-23		Remarks	FY 2021-22		Remarks
	Received during the Year	Pending resolution at end of year		Received during the Year	Pending resolution at end of year	
Data Privacy	1861	Nil	Largely reflects personal information amendment/ deletion related customers requests which were resolved	32	Nil	Largely reflects personal information amendment/ deletion related customers requests which were resolved
Advertising	Nil	Nil	NA	Nil	Nil	NA
Cyber-security	Nil	Nil	NA	Nil	Nil	NA
Delivery of essential services	Nil	Nil	NA	Nil	Nil	NA
Restrictive Trade Practices	Nil	Nil	NA	Nil	Nil	NA
Unfair Trade Practices	Nil	Nil	NA	Nil	Nil	NA
Other	4,25,034	Nil	Pertained to inaccuracy of orders or food product experience which were resolved	4,65,920	Nil	Pertained to inaccuracy of orders or food product experience which were resolved
Total	**4,26,895**	**Nil**		**4,65,952***	**Nil**	

* Note: extrapolated for two months (Apr'21 and May'21)

4. **Details of instances of product recalls on account of safety issues:**

	Number	Reasons for recall
Voluntary recalls	NA	NA
Forced recalls	NA	NA

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy**

   Yes, the Cyber security and Privacy Policy formulated by Westlife is an internal policy and it is accessible to our employees on intranet.

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.**

   Nil. There have not been any such instances.

Leadership Indicators

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   Information related to our Products and Services is available on McDonald's Android & iOS Applications. All the information is also available on the website www.mcdonaldsblog.in, www.mcdonaldsindia.com and www.mcdelivery.co.in

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   Customers can visit www.mcdonaldsblog.in, www.mcdonaldsindia.com and www.mcdelivery.co.in to understand about the products and services offered.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   McDonald's does not fall into the category of essential service provided, however, our Android & iOS Application users receive a pop-up notification and in-store display boards are updated, in case our services are perceived to be disrupted/ discontinued due to any natural/ artificial circumstances.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

   Yes. Since Westlife is governed by regulations and requirements prescribed by Food Safety and Standards Authority of India (FSSAI), we adhere to the display requirements prescribed by it.

   McDonald's carries out Customer Satisfaction Survey predominantly through customer feedback links / digital means.

5. **Provide the following information relating to data breaches:**

   a) **Number of instances of data breaches along-with impact**

      There was one instance of data breach with no discernible impact. We prioritize the security of our organization and customers by adhering to rigorous information security best practices. Our team diligently follows industry standards for data encryption, secure network infrastructure, access controls, and regular security audits.

   b) **Percentage of data breaches involving personally identifiable information of customers**

      100%

ANNEXURE I – Global Best Practices & ESG Journey of the Organization

i. Alignment of BRSR Sections A & B[1]

Section A of BRSR : General Disclosures Alignment with GRI	
1.	No direct linkage
2.	GRI 2: General Disclosures 2021 GRI 2-1: Organizational details
3.	No direct linkage
4.	No direct linkage
5.	GRI 2: General Disclosures 2021 GRI 2-1: Organizational details
6.	GRI 2: General Disclosures 2021 GRI 2-3: Reporting period, frequency and contact point
7.	GRI 2: General Disclosures 2021 GRI 2-3: Reporting period, frequency and contact point
8.	No direct linkage
9.	GRI 2: General Disclosures 2021 GRI 2-3: Reporting period, frequency and contact point
10.	No direct linkage
11.	No direct linkage
12.	GRI 2: General Disclosures 2021 GRI 2-3: Reporting period, frequency and contact point
13.	GRI 2: General Disclosures 2021 GRI 2-2: Entities included in the organization's sustainability reporting
14.	GRI 2: General Disclosures 2021 GRI 2-6: Activities, value chain and other business relationships
15.	GRI 2: General Disclosures 2021 GRI 2-6: Activities, value chain and other business relationships
16.	GRI 2: General Disclosures 2021 GRI 2-6: Activities, value chain and other business relationships
17.	GRI 2: General Disclosures 2021 GRI 2-6: Activities, value chain and other business relationships
18.	GRI 2: General Disclosures 2021 GRI 2-7: Employees GRI 2-8 Workers who are not employees
19.	GRI 405: Diversity and Equal Opportunity 2016 GRI 405-1 Diversity of governance bodies and employees
20.	GRI 401: Employment 2016 GRI 401-1: New employee hires and employee turnover
21.	GRI 2: General Disclosures 2021 GRI 2-2: Entities included in the organization's sustainability reporting
22.	GRI 201: Economic Performance 2016 GRI 201-1: Direct economic value generated and distributed
23.	GRI 2: General Disclosures 2021 GRI 2-25: Processes to remediate negative impacts
24.	GRI 3: Material Topics 2021 GRI 3-1: Process to determine material topics GRI 3-2: List of material topics GRI 3-3: Management of material topics a. describe

[1] https://www.globalreporting.org/media/ioqnxtmx/sebi_brsb_gri_linkage_doc.pdf

Section B: Management and Process disclosures	
1.	GRI 2: General Disclosures 2021 GRI 2-23: Policy commitments
2.	GRI 2: General Disclosures 2021 (e) 2-24: Embedding policy commitments
3.	GRI 2: General Disclosures 2021 (e) 2-24: Embedding policy commitments
4.	No direct linkage
5.	GRI 3: Material Topics 2021 GRI 3-3 Management of material topics
6.	GRI 3: Material Topics 2021 GRI 3-3 Management of material topics
7.	GRI 2: General Disclosures 2021 GRI 2-22: Statement on sustainable development strategy
8.	GRI 2: General Disclosures 2021 GRI 2-13: Delegation of responsibility for managing impacts
9.	GRI 2: General Disclosures GRI 2-9: Governance structure and composition
10.	No direct linkage
11.	GRI 2: General Disclosures 2021 GRI 2-5: External assurance
12.	No direct linkage

1. **Alignment Of BRSR Section C**[2]

BRSR	GRI	SDG
PRINCIPLE 1 - Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent and accountable – ESSENTIAL INDICATORS	GRI 2: General Disclosures 2021 - GRI 2-17: Collective knowledge of the highest governance body GRI 2-23: Policy commitments GRI 2-25: Processes to remediate negative impacts GRI 2-27: Compliance with laws and regulations GRI 3: Disclosures on material topics GRI 3-3 - Management of material topics GRI 205 - Anti-corruption GRI 205-3: Confirmed incidents of corruption and actions taken	Goal 16 : Peace & Justice Strong Institutions Goal 17 : Partnerships to achieve the Goal
PRINCIPLE 1 - Businesses should conduct and govern themselves with integrity, and in a manner that is ethical, transparent and accountable – LEADERSHIP INDICATORS	GRI 2-10: Nomination and selection of the highest governance body GRI 2-15: Conflicts of interest GRI 2-24: Embedding policy commitments	

[2] https://www.mca.gov.in/Ministry/pdf/NationalGuildeline_15032019.pdf

BRSR	GRI	SDG
Principle 2 - Businesses should provide goods and services in a manner that is sustainable and safe – ESSENTIAL INDICATORS	GRI 301: Materials 2016 GRI 301-2: Recycled input materials used GRI 3: Management of Material Topics GRI 3-3: Management of material topics GRI 306-2 Management of significant waste-related impacts	Goal 12 : Responsible Consumption & Production
Principle 2 - Businesses should provide goods and services in a manner that is sustainable and safe – LEADERSHIP INDICATORS	GRI 3: Disclosures on material topics GRI 3-3: Management of material topics GRI 301: Materials 2016 GRI 301-2: Recycled input materials used GRI 301-3: Reclaimed products and their packaging materials GRI 306-2: Management of significant waste-related impacts	
Principle 3 - Businesses should respect and promote the well-being of all employees, including those in their value chains – ESSENTIAL INDICATORS	GRI 201: Economic Performance 2016 GRI 201-1: Defined benefit plan obligations and other retirement plans GRI 2-25: Processes to remediate negative impacts GRI 2: General Disclosure 2021 GRI 2-30: Collective bargaining agreements GRI 3: Disclosures on material topics GRI 3-3: Management of material topics GRI 401: Employment 2016 GRI 401-2: Benefits provided to full-time employees that are not provided to temporary or part-time employees GRI 401-3: Parental leave GRI 403: Occupational Health and Safety 2018 GRI 403-1: Occupational health and safety management system GRI 403-2: Hazard identification, risk assessment, and incident investigation GRI 403-5: Worker training on occupational health and safety GRI 403-6: Promotion of worker health GRI 403-9: Work-related injuries GRI 403-10: Work-related ill health GRI 404: Training and Education 2016 GRI 404-1: Average hours of training per year per employee GRI 404-2: Programs for upgrading employee skills and transition assistance programs GRI 404-3: Percentage of employees receiving regular performance and career development reviews	Goal 1 : No Poverty Goal 3 : Good Health & Well Being Goal 4 : Quality Education Goal 8 : Decent Work & Economic Growth

BRSR	GRI	SDG
Principle 3 - Businesses should respect and promote the well-being of all employees, including those in their value chains – LEADERSHIP INDICATORS	GRI 404: Training and Education 2016 GRI 404-2: Programs for upgrading employee skills and transition assistance programs GRI 3: Disclosures on material topics GRI 3-3: Management of material topics GRI 414: Supplier Social Assessment 2016 GRI 414-2: Negative social impacts in the supply chain and actions taken	
Principle 4 - Businesses should respect the interests of and be responsive to all its stakeholders – ESSENTIAL INDICATORS	GRI 2: General Disclosures 2021 GRI 2-29: Approach to stakeholder engagement GRI 3: Disclosures on material topics GRI 3-1: Process to determine material topics	Goal 1 : No Poverty
Principle 4 - Businesses should respect the interests of and be responsive to all its stakeholders – LEADERSHIP INDICATORS	GRI 2: General Disclosures 2021 GRI 2-12: Role of the highest governance body in overseeing the management of impacts GRI 2-13: Delegation of responsibility for managing impacts GRI 3: Disclosures on material topics GRI 3-1: Process to determine material topics GRI 2: General Disclosures 2021 GRI 2-29: Approach to stakeholder engagement	

BRSR	GRI	SDG
Principle 5 - Businesses should respect and promote human rights – ESSENTIAL INDICATORS	GRI 2: General Disclosures 2021 GRI 2-13: Delegation of responsibility for managing impacts GRI 2-19 Remuneration policies a. describe the remuneration policies for members of the highest governance body and senior executives GRI 2-21 Annual total compensation ratio GRI 2-23 Policy commitments GRI 2-24: Embedding policy commitments GRI 2-25: Processes to remediate negative impacts GRI 3: Disclosures on material topics GRI 3-3 Management of material topics GRI 202: Market Presence 2016 GRI 202-1 Ratios of standard entry level wage by gender compared to local minimum wage GRI 205: Anti-Corruption 2016 GRI 205-2 Communication and training about anti-corruption policies and procedures GRI 403: Occupational Health and Safety 2018 GRI 403-5 Worker training on occupational health and safety GRI 404: Training and Education 2016 GRI 404-1 Average hours of training per year per employee GRI 405: Diversity and Equal Opportunity 2016 GRI 405-2 Ratio of basic salary and remuneration of women to men GRI 406: Non-discrimination 2016 GRI 406-1 Incidents of discrimination and corrective actions taken GRI 410: Security Practices 2016 GRI 410-1 Security personnel trained in human rights policies or procedures	Goal 5 : Gender Equality
Principle 5 - Businesses should respect and promote human rights – LEADERSHIP INDICATORS	GRI 2: General Disclosures 2021 GRI 2-25 Processes to remediate negative impacts GRI 3: Material Topics 2021 GRI 3-1: Process to determine material topics GRI 3-3: Management of material topics GRI 414: Supplier Social Assessment 2016 GRI 414-1 New suppliers that were screened using social criteria 414-2 Negative social impacts in the supply chain and actions taken	

BRSR	GRI	SDG
Principle 6 - Businesses should respect and make efforts to protect and restore the environment – ESSENTIAL INDICATORS	GRI 302: Energy 2016 GRI 302-1 Energy consumption within the organization GRI 302-3: Energy intensity GRI 303: Water and Effluents 2018 GRI 303-1: Interactions with water as a shared resource GRI 303-3: Water withdrawal GRI 303-5: Water consumption GRI 304: Biodiversity 2016 GRI 304-1: Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas GRI 305: Emissions 2016 GRI 305-1 Direct (Scope 1) GHG emissions GRI 305-2: Energy indirect (Scope 2) GHG emissions. GRI 305-4: GHG emissions intensity GRI 305-5: Reduction of GHG emissions GRI 305-7: Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions GRI 306: Waste 2020 GRI 306-2 Management of significant waste related impacts GRI 306-3 Waste generated GRI 306-5 Waste directed to disposal GRI 2: General Disclosures 2021 GRI 2-27 Compliance with laws and regulations GRI 3: Material Topics 2021 GRI 3-3 Management of material topics GRI 413: Local Communities GRI 413-1 Operations with local community engagement, impact assessments, and development programs	Goal 6 : Clean Water & Sanitation Goal 7 : Affordable & Clean Energy Goal 12 : Responsible Consumption & Production Goal 13 : Climate Action Goal 15 : Life on land

BRSR	GRI	SDG
Principle 6 - Businesses should respect and make efforts to protect and restore the environment – LEADERSHIP INDICATORS	GRI 302: Energy 2016 GRI 302-1: Energy consumption within the organization GRI 303: Water and Effluents 2018 GRI 303-3 Water withdrawal GRI 303-4 Water discharge GRI 304: Biodiversity 2016 GRI 304-2 Significant impacts of activities, products and services on biodiversity GRI 304-3 Habitats protected or restored GRI 305: Emissions 2016 GRI 305-3 Other indirect (Scope 3) GHG emissions GRI 305-4 GHG emissions intensity GRI 308: Supplier Environmental Assessment 2016 GRI 308-1 New suppliers that were screened using environmental criteria	
Principle 7 - Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent – ESSENTIAL INDICATORS	GRI 308: Supplier Environmental Assessment 2016 GRI 308-1 New suppliers that were screened using environmental criteria GRI 308-2 Negative environmental impacts in the supply chain and actions taken GRI 3: Material Topics 2021, GRI 3-3 Management of material topics The organization shall report how it manages anti-competitive behavior	Goal 11 : Sustainable Cities & Communities
Principle 7 - Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent – LEADERSHIP INDICATORS	GRI 2: General Disclosures 2021 GRI 2-28 Membership associations GRI 3: Material Topics 2021 GRI 3-3 Management of material topics The organization shall report how it manages anti-competitive behavior GRI 415: Public Policy 2016	

BRSR	GRI	SDG
Principle 8 - Businesses should promote inclusive growth and equitable development – ESSENTIAL INDICATORS	GRI 2: General Disclosures 2021 GRI 2-25 Processes to remediate negative impacts GRI 3: Material Topics 2021 GRI 3-3 Management of material topics The organization shall report how it manages local communities GRI 204: Procurement Practices 2016 GRI 204-1 Proportion of spending on local suppliers GRI 413: Local Communities 2016 GRI 413-1 Operations with local community engagement, impact assessments, and development programs	Goal 1 : No Poverty Goal 2 : Zero Hunger Goal 8 : Decent Work & Economic Growth Goal 9 : Industry, Innovation and Infrastructure Goal 13 : Climate Action
Principle 8 - Businesses should promote inclusive growth and equitable development – LEADERSHIP INDICATORS	GRI 3: Material Topics 2021 GRI 3-3 Management of material topics GRI 413: Local Communities 2016 GRI 413-1 Operations with local community engagement, impact assessments, and development programs	
Principle 9 - Businesses should engage with and provide value to their consumers in a responsible manner – ESSENTIAL INDICATORS	GRI 417: Marketing and Labeling 2016 GRI 417-1 Requirements for product and service information and labelling GRI 418: Customer Privacy 2016 GRI 418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data GRI 3: Material Topics 2021 GRI 3-3 Management of material topics	Goal 12 : Responsible Consumption & Production
Principle 9 - Businesses should engage with and provide value to their consumers in a responsible manner – LEADERSHIP INDICATORS	GRI 417: Marketing and Labeling 2016 GRI 417-1 Requirements for product and service information and labelling GRI 418: Customer Privacy 2016 GRI 418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data GRI 3: Material Topics 2021 GRI 3-3 Management of material topics	

Corporate Governance Report

[Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Para C of Schedule V thereof].

Company's Philosophy on Code of Governance

The Company's corporate governance philosophy rests on the pillars of integrity, accountability, equity, transparency and environmental responsibilities that conform fully with laws, regulations and guidelines and is intended:

- To ensure adequate control systems to enable the Board to efficiently conduct business and discharge its responsibilities to shareholders.
- To ensure that the decision-making process is fair, transparent and equitable.
- To ensure fullest involvement and commitment of the management for maximization of stakeholders' value.
- To imbibe the Company's values in the employees and encourage them in their conduct.
- To ensure that the Company follows globally recognized corporate governance practices.

Board of Directors

The Board comprises of seven Directors as on 31st March, 2023. The names and categories of the Directors and the number of Directorships and Committee positions held by them in other companies are given below. None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies and 3 Listed Companies in case he/she serves as a Whole Time Director in any Listed Company. Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Regulation 26 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations")), across all the Companies in which he/she is a Director.

The Company's Board has four Independent Non-Executive Directors as on 31st March, 2023, unrelated to each other and not holding any shares in the Company. The Board met four times during the year, on 18th May, 2022, 28th July, 2022, 9th November, 2022 and 31st January, 2023.

Attendance and other details of Directors

Name of the Director	Category	Relationship between the Directors	No. of Board Meetings Attended	If present at the last AGM (i.e. 15th September, 2021)	Total number of outside Directorships held#		No. of other Committees in which the Director is a Member/ Chairman#	
					Listed/ Public	Private	Member	Chairman
Mr Banwari Lal Jatia* (DIN:00016823)	Promoter Non-Executive	Related to Mr. Amit Jatia, Mrs. Smita Jatia & Mr. Akshay Jatia	2	Yes	Mr Banwari Lal Jatia ceased to be a Director of the Company w.e.f. 31st January, 2023			
Mr Amit Jatia (DIN:00016871)	Promoter Executive	Related to Mr. B. L. Jatia, Mrs. Smita Jatia & Mr. Akshay Jatia	4	Yes	2	5	2	1
Ms Smita Jatia (DIN:03165703)	Promoter Non-Executive	Related to Mr. B. L. Jatia, Mr. Amit Jatia & Mr. Akshay Jatia	4	Yes	2	3	1	-
Mr. Akshay Jatia** (DIN: 07004280)	Whole – Time Director (Executive) (Promoter)	Related to Mr. B. L. Jatia, Mr. Amit Jatia & Mrs. Smita Jatia	3	Yes	-	3	-	-
Mr Padmanabh Ramchandra Barpande (DIN:00016214)	Independent Non-Executive	Not related to any Director	4	Yes	1	3	1	1

Name of the Director	Category	Relationship between the Directors	No. of Board Meetings Attended	If present at the last AGM (i.e. 15th September, 2021)	Total number of outside Directorships held#		No. of other Committees in which the Director is a Member/ Chairman#	
					Listed/ Public	Private	Member	Chairman
Mr Manish Chokhani (DIN:00204011)	Independent Non-Executive	Not related to any Director	4	Yes	4	3	-	1
Mr Tarun Kataria (DIN:00710096)	Independent Non-Executive	Not related to any Director	4	Yes	2	-	1	1
Ms. Amisha Jain (DIN:05114264)	Independent Non-Executive	Not related to any Director	3	Not Present	-	1	-	-

* Mr Banwari Lal Jatia ceased to be a Director of the Company w.e.f. 31st January, 2023.

** Mr. Akshay Jatia was re-designated as Whole – Time Director (Executive) (Promoter) w.e.f. 16th May, 2022.

*** Mr. Jyotin Kantilal Mehta had been appointed as an Additional Director (Non - Executive Independent Director) of the Company w.e.f. 7th August, 2023. He is to be regularized as Director (Non - Executive Independent Director) of the Company, for a first term of 5 consecutive years, w.e.f. 7th August, 2023 till the close of business hours on 6th August, 2028, subject to the approval of the shareholders of the Company at their forthcoming Annual General Meeting scheduled to be held on 6th September, 2023.

#Notes:

i. Committee Membership(s) and Chairmanship(s) are counted separately.

ii. The details provided are of the Audit Committee and Stakeholders Relationship Committee, in accordance with Regulation 26 (1)(b) of the Listing Regulations.

iii. The Committee membership and chairmanship above exclude Committee membership and chairmanship in private companies, foreign companies, Section 8 companies and those held in Westlife Foodworld Limited.

iv. Directorships do not include partnerships held in LLPs and Directorship held in Westlife Foodworld Limited

v. All data is as on 31st March, 2023.

Details of Directorship and category of Directorship in listed entities as on 31st March, 2023:
(Other than Westlife Foodworld Limited)

Name of the Director	Name of the Listed Entity	Category of Directorship
Mr Banwari Lal Jatia (DIN:00016823)	Mr Banwari Lal Jatia ceased to be a Director of the Company w.e.f. 31st January, 2023	
Mr Amit Jatia (DIN:00016871)	Inox Leisure Limited	Independent Director
	V.I.P. Industries Ltd	Independent Director
Ms Smita Jatia (DIN:03165703)	Syrma SGS Technology Limited	Independent Director
	Shoppers Stop Limited.	Independent Director
Mr. Akshay Jatia (DIN: 07004280) *	Nil	Nil
Mr Padmanabh Ramchandra Barpande (DIN:00016214)	Privi Speciality Chemicals Ltd	Independent Director
Mr Manish Chokhani (DIN:00204011)	Laxmi Organic Industries Ltd	Independent Director
	Shoppers Stop Limited	Independent Director
Mr Tarun Kataria (DIN:00710096)	IndiGrid Investment Managers Ltd (as Manager for India Grid Trust which is Listed)	Independent Director
Ms. Amisha Jain (DIN:05114264)	-	-

* Mr. Akshay Jatia was re-designated as Whole – Time Director (Executive) (Promoter) w.e.f. 16th May, 2022

Number of Equity Shares held by Non-Executive Directors of the Company as on 31st March, 2023

Name of the Non-Executive Director	Number of Equity Shares held
Mr. B L Jatia	1,187
Mrs. Smita Jatia	1
Mr Padmanabh Ramchandra Barpande	-
Mr Manish Chokhani	-
Mr Tarun Kataria	-
Ms. Amisha Jain	-

Code of Conduct

The Company has framed a Code of Conduct for the members of the Board of Directors and its senior managerial personnel. The Code has been posted on the website of the Company i.e http://www.westlife.co.in/investors-compliance-and-policies.php. All the Board Members and Senior Management Personnel have affirmed compliance with these Codes. A declaration has been signed by the Chief Executive Officer (CEO) to this effect, and is enclosed at the end of this Report as 'Annexure-I'.

The Code of Conduct for the Independent Directors of the Company pursuant to the provisions of Section 149(8) and Schedule IV of the Companies Act, 2013, which is a guide to professional conduct for Independent Directors, has been adopted by the Company.

Audit Committee

As of 31st March, 2023, this Committee consists of the following Directors viz. Mr. P R Barpande (Chairman of the Committee), Mr. Tarun Kataria, Ms. Amisha Jain and Mr. Amit Jatia. All the Members of the Committee possess strong accounting and financial management knowledge. The Company Secretary is the Secretary to the Committee.

The terms of reference of this Committee are very wide and are in line with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 18(3) read with Part C of

Schedule II of the Listing Regulations. Besides having access to all the required information within the Company, the Committee acts as a link between the Statutory Auditors and the Board of Directors of the Company.

Details of date of meeting and attendance during the year of the Audit Committee:

Name of the Committee Members & Chairperson	Date of meeting and attendance during the year			
	18th May, 2022	28th July, 2022	9th November, 2022	31st January, 2023
Mr P R Barpande (Chairman)	Yes	Yes	Yes	Yes
Mr Tarun Kataria	Yes	Yes	Yes	Yes
Ms Amisha Jain	Yes	Yes	Leave of Absence	Yes
Mr Amit Jatia	Yes	Yes	Yes	Yes

Note: Mr. Amit Jatia ceased to be a member of the Audit Committee w.e.f. 9th May, 2023.

Ms. Smita Jatia was appointed as a member of the Audit Committee w.e.f. 9th May, 2023

Nomination and Remuneration Committee

The Company's Nomination and Remuneration Committee of the Board of Directors (erstwhile Compensation Committee), as of 31st March, 2023, consists of Mr P R Barpande (Chairman), Mr Manish Chokhani and Ms Smita Jatia. Dr Shatadru Sengupta, the Company Secretary of the Company is the Secretary to the Committee. The Committee also administers the Westlife Development Limited Employees Stock Option Scheme 2013 and the Westlife Development Limited Employee Stock Option (Trust) Scheme 2021.

The terms of reference of this Committee are in accordance with the provisions of the Companies Act, 2013, Regulation 19 (4) read with Part D of Schedule II of the Listing Regulations and 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 as well as the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The Committee met four times during the year on 2nd June, 2022, 10th October, 2022, 18th January, 2022 and 31st January, 2023.

Details of date of meeting and attendance during the year of the Nomination and remuneration Committee:

Name of the Committee Members & Chairperson	Date of meeting and attendance during the year			
	2nd June, 2022	10th October, 2022	18th January, 2023	31st January, 2023
Mr P R Barpande (Chairman)	Yes	Yes	Yes	Yes
Mr Manish Chokhani	Yes	Yes	Leave of Absence	Yes
Ms Smita Jatia	Leave of Absence	Leave of Absence	Yes	Yes

The remuneration policy formed by this Committee is annexed as 'Annexure III' to the Board's Report. Also, the details of remuneration paid to all the directors has been mentioned in 'Annexure IV' to the Board's Report.

Stakeholders Relationship Committee

The Company's Stakeholders Relationship Committee functions under the Chairmanship of Mr. Manish Chokhani, Independent Director. Mr. Amit Jatia and Ms. Smita Jatia are also members of the Committee, as of 31st March, 2023. Dr Shatadru Sengupta, the Company Secretary of the Company is the Secretary to the Committee

The terms of reference of this Committee are in accordance with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 20 (4) read with Part D of Schedule II of the Listing Regulations.

Details of date of meeting and attendance during the year of the Stakeholders Relationship Committee:

Name of the Committee Members & Chairperson	Date of meeting and attendance during the year
	31st January, 2023
Mr. Manish Chokhani (Chairman)	Yes
Mr. Amit Jatia	Yes
Ms. Smita Jatia	Yes

No investor complaints were received during the year. No complaints are pending. The dedicated e-mail ID for investors' grievances is complianceofficer@westlife.co.in.

Risk Management

Your Company has a well-defined risk management framework in place. The risk management framework works at various levels across the Company. The Company has a robust organisational structure for managing and reporting of risks.

The Board has constituted a Risk Management Committee (RMC). The Committee is chaired by Mr Tarun Kataria, Independent Director. The other members are Mr Manish Chokhani, Independent Director and Ms Smita Jatia. Dr Shatadru Sengupta, the Company Secretary of the Company, being a senior executives, is a part of the Committee.

The Committee is required to lay down the procedures to inform the Board about the risk assessment and minimisation procedures, and the RMC shall be responsible for framing, implementing and monitoring the Risk Management Plan of the Company.

Details of date of meeting and attendance during the year of the Risk Management Committee:

Name of the Committee Members & Chairperson	Date of meeting and attendance during the year	
	28th July, 2022	31st January, 2023
Mr Tarun Kataria (Chairman)	Yes	Yes
Mr Manish Chokhani	Yes	Yes
Ms Smita Jatia	Yes	Yes
Dr Shatadru Sengupta	Yes	Yes

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out an annual evaluation of its own performance and that of its Committees as well as of performance of the Directors individually. Feedback was sought by means of an online survey covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The evaluation was carried out based on responses received from the Directors.

Via an online survey, a separate exercise was carried out by the Board to evaluate the performance of individual Directors. The performance evaluation of the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The performance evaluation of the Chairman of the Company was also carried out by the Independent Directors, taking into account the views of the Executive Director and Non-Executive Directors. The Directors expressed their satisfaction with the evaluation process.

Familiarisation Programme for Independent Directors

The Board members are provided with the necessary documents/brochures, newsletters, reports and internal policies to enable Independent Directors to familiarize themselves with the Company's procedure and practices.

Towards familiarization of the Independent Directors with the Company, periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company, global business environment, business strategy and risk involved including their roles, rights, responsibility in the Company, nature of the industry in which the Company operates, business model of the Company and related matters.

The details of such programs for familiarisation of the Independent Directors with the Company are available on the website of the Company at the Web link: http://www.westlife.co.in/investorscompliance-and-policies.php

Meeting of Independent Directors

The Independent Directors of the Company meet in a separate meeting, at least once a year, without the presence of non-independent directors and members of management. For the year under reporting, the Independent Directors' separate meeting was held on 31st January, 2023.

The said meeting was conducted in a manner to enable the Independent Directors to inter alia discuss matters pertaining to review of performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company (taking into account the views of the Executive and Non-Executive Directors), assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Board confirmed that in its opinion, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the management.

During the period under review, no Independent Director has resigned before the expiry of his or her tenure.

Board's key skills/expertise /competence

The Company's Board comprises qualified members with required skills/expertise and competence that allow them to make effective contributions to the Board and its Committees.

The Board members are committed to ensuring that the Company's Board is in compliance with the highest standards of corporate governance.

Tabulated below is the list of core skills/expertise/competencies that had been identified by the Board of Directors as required in the context of its business(es) and sectors for it to function effectively and those actually available with the board. The names of the directors who have skills/expertise/competencies are specified in the table:

Sr. No.	Skills/ competence/ expertise	Mr Amit Jatia	Ms Smita Jatia	Mr. Akshay Jatia *	MR P.R. Barpande	Mr Manish Chokhani	Mr Tarun Kataria	Ms. Amisha Jain
1.	Financial Literacy	✓	✓	✓	✓	✓	✓	✓
2.	Business Acumen	✓	✓	✓	✓	✓	✓	✓
3.	Leadership Skills	✓	✓	✓	✓	✓	✓	✓
4.	Technology and knowledge of best business practices including digital	✓	✓	✓	-	-	-	✓

* Mr. Akshay Jatia was re-designated as Whole – Time Director (Executive) (Promoter) w.e.f. 16th May, 2022.

In the opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of the management

Remuneration and relationship of Directors

Mr. Amit Jatia – Director is related to Ms Smita Jatia - Director, being his wife and to Mr. Akshay Jatia – Director being his son. Similarly, the other above mentioned directors are related inter se to each other. None of the Independent Directors of the Company are inter-se related to each other.

The Company has published its criteria for paying remuneration to Directors in the Board's Report.

Directors did not receive an remuneration from the Company during the year, except sitting fees for attending meetings of the Board and its Committees and no remuneration is being paid to the employees or Key Managerial Personnel of the Company.

The Company has disclosed the number of shares held by non-executive directors earlier in this report.

None of the Directors of the Company, hold any Stock Options.

Particulars of change in senior management

During the Financial Year under review i.e. 1st April, 2022 to 31st March, 2023, following are the particulars of senior management, including the changes therein:

Sr. No.	Name of the Senior Management Personnel	Designation	Changes during the Financial Year 2022-23
1.	Mr. Amit Jatia	Chief Executive Officer	No changes during the Financial Year
2.	Mr. Akshay Jatia	Executive Director	Re-designated as Whole – Time Director (Executive) (Promoter) w.e.f. 16th May, 2022
3.	Mr. Saurabh Bhudolia	Chief Financial Officer	Appointed as the Chief Financial Officer of the Company w.e.f. 18th January, 2023
4.	Dr. Shatadru Sengupta	Company Secretary & Compliance Officer	No changes during the Financial Year

Policy for determining 'material' subsidiaries

The Company has formulated a Policy for determining 'material' subsidiaries as defined in Regulation 16(1) (c) of the Listing Regulations. This Policy has been posted on the website of the Company at the Web link: http://www.westlife.co.in/investors-compliance-and-policies.php.

Policy for determining materiality of related party transactions

The Company has formulated a Policy for determining materiality of related party transactions as defined in Regulation 23 of the Listing Regulations. This Policy has been posted on the website of the Company at the Web link: http://www.westlife.co.in/investors-compliance-and-policies.php.

CEO and CFO Certification

As required by Regulation 17 (8) read with Part B of Schedule II of the Listing Regulations, Mr Amit Jatia, Chief Executive Officer (CEO) and Mr. Saurabh Bhudolia – Chief Financial Officer of the Company have certified to the Board regarding the Financial Statements for the year ended 31st March, 2023. The Certificate is annexed as 'Annexure II' to this Report.

Compliance Certificate

Certificates from M/s. MSDS & Associates – Practicing Company Secretaries, regarding compliance with the conditions of Corporate Governance as stipulated in Regulation 34(3) read Schedule V of the Listing Regulations are annexed to this Report as 'Annexure III' and 'Annexure-IV'.

Role of the Company Secretary in overall governance process

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to Directors and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters.

Management Discussion and Analysis Report

A detailed review of operations, performance and future outlook of the Company and its business, as stipulated under Regulation 34(2) (e) read with Para B of Schedule V of the Listing Regulations, is presented in a separate section forming part of the Board's Report under the heading 'Management Discussion and Analysis'.

Annual General Meeting (AGM)

Location, Date and Time of the last 3 AGMs:

Sr. No.	Location	Date	Time	No. of Special Resolutions
1.	Through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')	23rd September, 2020	2.00 p.m.	Nil
2.	Through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')	16th September, 2021	2:30 p.m.	4
3.	Through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')	15th September, 2022	3:00 p.m.	2

During the year under review, 1(one) Special Resolution is proposed to be passed at the forthcoming Annual General Meeting scheduled to be held on 6th September, 2023 with regard to the re-appointment of Ms. Amisha Jain as a Woman Independent Director, of the Company, w.e.f. 1st April, 2024, not liable to retire by rotation, and to hold office for a second term of 5 (five) consecutive years, i.e. upto 31st March, 2029

During the year under review, no special resolutions were conducted through postal ballot.

Further as on the date of this report, no special resolutions are proposed to be conducted through postal ballot.

Disclosures

a. All related party transactions have been entered into in the ordinary course of business and were placed periodically before the audit committee in summary form wherever required. No materially significant related party transactions that might have potential conflict with the interests of the Company at large took place during the year.

b. All applicable Accounting Standards mandatorily required have been followed in preparation of the financial statements.

c. The Company has made disclosures in compliance with the Accounting Standard on "Related Party Disclosures" in Note. No 20 of the Standalone Financial Statement and Note No: 32 of Consolidated Financial Statements which forms a part of this Board's Report.

d. There was no money raised through public issue or rights issue, preferential allotment etc.

e. The Directors did not receive any remuneration from the Company during the year, except sitting fee for attending meetings of the Board and its Committees.

f. All pecuniary relationships or transactions of the Directors vis-à-vis the Company have been disclosed in the Notes to the Accounts for the year which are being circulated to members along with this Report.

g. There were no financial/commercial transactions by the Senior Management Personnel where they have personal interest that may have a potential conflict with the interests of the Company at large requiring disclosures to be made by them to the Board of Directors of the Company.

h. Compliance Reports of applicable laws are periodically reviewed by the Board of Directors. The Company is in compliance with all applicable laws. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the last three years.

i. The Company has established a whistle blower policy and no personnel have been denied access to the Audit Committee.

j. Relevant details of Directors proposed to be appointed are furnished in the Notice of the 39th Annual General Meeting being sent along with the Board's Report.

k. During the period under review, the Board has accepted all the recommendations made by various Committees to the Board.

l. During the period under review, the Company and its subsidiary have paid ₹69.80 lakhs to the Statutory Auditors on consolidated basis.

m. Loans and advances, if any, made by the listed entity and its subsidiary in the nature of loans to firms/companies in which Directors are interested are disclosed in the Financial Statements that form a part of this Annaul Report.

Sexual Harassment disclosure

During the period under review, below are the disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

i. Number of complaints filed: Nil

ii. Number of complaint disposed of: Nil

iii. Number of complaints pending: Nil

Communication

The Company's quarterly financial results are submitted to the BSE Ltd within the prescribed time period in a form so as to enable the Exchange to put the same on its own website. In addition, the Company displays such quarterly results on its website www.westlife.co.in. The quarterly results are also published in Free Press Journal (English) and Navshakti (Marathi) newspapers.

The Company timely disseminates the presentations made to institutional investors or to analysts on the website of the Company i.e. www.westlife.co.in

The Company issues press releases as and when the occasion arises. The presentations made to institutional investors/analysts are available on the Company's website.

General Shareholder Information

i. **Annual General Meeting to be held:**
Date: 6th September, 2023
Time: 12:30 p.m.
Venue: Through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM')

ii. **Financial Year:** 1st April, 2022 to 31st March, 2023.

iii. **Dividend Payment Date:** On or before 26th August, 2023 (for the Interim Dividend for the Financial Year 2023-24 declared by the Board at its meeting held on 27th July, 2023; Record Date: 8th August, 2023)

iv. **The Company's shares are listed on:**

BSE Ltd.
Address: Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra 400001
(Stock/Scrip Code: 505533).
The annual listing fee has been paid to BSE Ltd for the financial year.

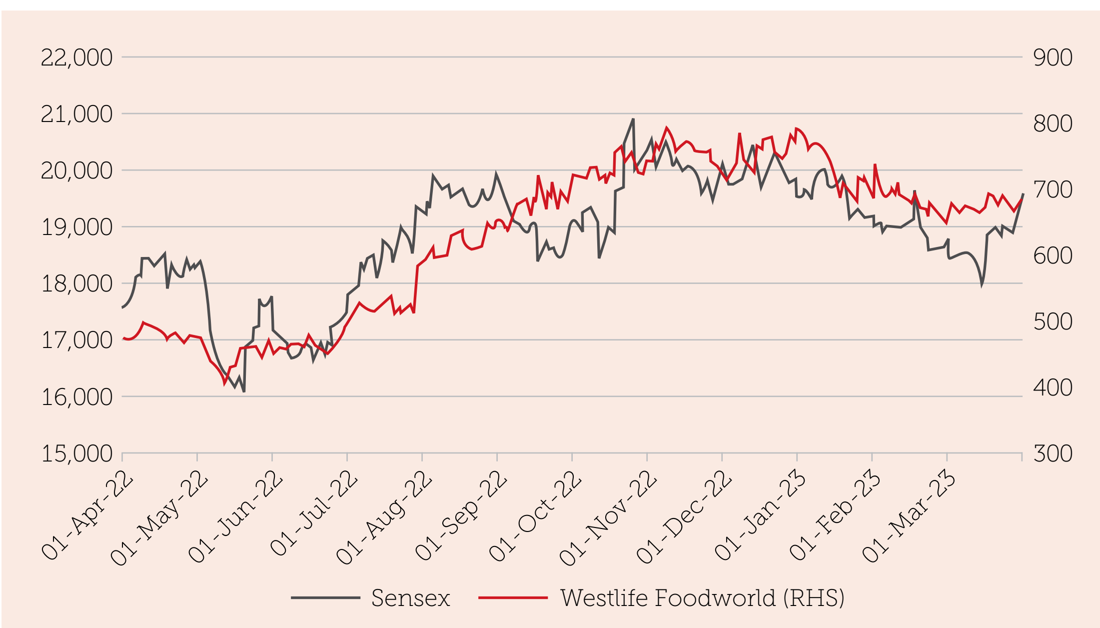
National Stock Exchange Limited
Address: Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
(Stock/Scrip Code: WESTLIFE).
The annual listing fee has been paid to National Stock Exchange Limited for the financial year.

Note: The Company was listed on the National Stock Exchange Limited on 5th June, 2023.

v. The Company has not obtained any credit rating/or revision thereof during the Financial Year under review.

vi. **Stock Performance**

The performance of the Company's shares relative to the BSE Sensitive Index is given in the chart below:



vii. Monthly Market Price Data

Monthly highest and lowest closing quotations of the Company's equity share on the Bombay Stock Exchange during the financial year 2022-23 were as under. Comparative figures of the month-end closing prices of the Company's share and the BSE Sensex are also tabulated alongside.

Month	Westlife Foodworld			BSE Sensex		
	High	Low	Close	High	Low	Close
Apr-22	502.7	465.0	476.0	18,718.0	17,250.0	18,309.0
May-22	487.5	402.1	454.5	18,486.4	16,000.0	17,770.0
Jun-22	501.3	435.8	497.8	17,832.5	16,433.5	17,493.2
Jul-22	598.4	487.0	585.0	19,417.0	17,349.2	19,352.4
Aug-22	656.0	585.0	648.4	20,109.0	19,120.4	19,930.8
Sep-22	755.0	635.0	720.4	20,032.7	18,260.0	19,124.6
Oct-22	785.6	700.4	745.8	21,053.0	18,412.0	20,367.9
Nov-22	811.2	720.8	726.1	20,850.0	19,352.4	20,105.9
Dec-22	815.3	714.3	789.8	20,628.9	18,641.3	19,598.8
Jan-23	800.5	677.8	735.6	20,185.0	18,930.2	19,015.6
Feb-23	735.6	639.6	647.9	19,800.0	18,458.7	18,658.0
Mar-23	720.0	644.2	683.8	19,750.0	17,888.0	19,691.9

viii. Registrars & Transfer Agent

Link Intime India Pvt Ltd
C 101, 247 Park,
L B S Marg, Vikhroli West,
Mumbai 400 083
Tel: 91-022-4918 6000 Fax: 91-022-4918 6060
Email: rnt.helpdesk@linkintime.co.in

ix. Share Transfer System

As on 31st March, 2023, 100% paid-up capital of the Company is in dematerialized form.

For dematerialized shares the Company's Registrar and Share Transfer Agent (RTA) i.e. Link Intime India Pvt. Ltd. handles the transfer, transmission and issue of duplicate share certificate and other related matters from the lodgement of the documents.

x. Shareholding Pattern as on 31st March, 2023:

Particulars	No. of Holders	No. of shares held	Percentage of holding
Promoter Group Shareholding:			
Indian:			
Individuals/ HUF	8	30,25,365	1.94%
Bodies Corporate	20	8,06,13,810	51.70%
Foreign:			
Individuals/ HUF	2	6,17,725	0.4%
Bodies Corporate	1	34,15,482	2.18%
Total Promoter Group Shareholding	**31**	**8,76,72,382**	**56.22%**
Public Shareholding:			
Mutual Funds	19	3,09,76,919	
19.87%			
Alternate Investment Fund	8	9,69,305	0.62%
Foreign Portfolio Investors	129	1,49,88,806	9.94%
Insurance Companies	6	57,02,669	3.66%
Key Managerial Personnel	1	10,100	0.01%
Resident Individuals holding nominal share capital up to ₹2 Lakhs	31,857	41,26,747	2.65%

Particulars	No. of Holders	No. of shares held	Percentage of holding
Resident Individuals holding nominal share capital in excess of ₹2 Lakhs	3	97,74,520	6.27%
Non – Resident Indians	1,353	5,42,648	0.35%
Foreign Companies	1	98,105	0.06%
Bodies Corporate	214	4,34,781	0.28%
Others	506	1,56,113	0.10%
Total Public Shareholding	**3,4097**	**6,77,80,713**	**43.47%**
Employee Benefit Trust (Non-Promoter Non Public)	**1**	**4,83,070**	**0.31%**
Total Shareholding (Promoter + Public + Non – Promoter Non - Public)	**34,124**	**15,59,36,165**	**100%**

*Percentage totalling is rounded off to the nearest & therefore slight variation in the percentages may occur

Distribution of shareholding as at March 31, 2023

Particulars	No. of Holders	No. of Shares Held	Percentage of Holding
1-500	33,044	17,57,502	1.1271
501 to 1000	747	5,55,923	0.3565
1001 to 2000	362	5,35,722	0.3436
2001 to 3000	111	2,83,082	0.1815
3001 to 4000	70	2,45,279	0.1573
4001 to 5000	51	2,35,912	0.1513
5001 to 10000	99	7,39,076	0.4740
10001 and above	223	15,15,83,669	97.2088
Total	**34,707**	**15,59,36,165**	**100%**

xi. Dematerialisation of shares

As on 31st March, 2023, shares comprising 100% of the Company's paid-up capital are held in dematerialized form under the ISIN INE274F01020.

xii. The Company has not issued or does not have any outstanding GDRs/ ADRs/ Warrants or any convertible instruments.

xiii. Plant Location

The Company does not have any plant.

xiv. Addresses for correspondence

Shareholders' correspondence may be addressed to any of the following addresses:

1. Link Intime India Pvt Ltd
   C 101, 247 Park,
   L B S Marg, Vikhroli West,
   Mumbai 400 083
   Tel: 91-022-4918 6000 Fax: 91-022-4918 6060
   Email: rnt.helpdesk@linkintime.co.in

2. Westlife Foodworld Limited
   1001, Tower-3,10th Floor,
   One International Center,
   Senapati Bapat Marg, Prabhadevi,
   Mumbai 400013

xv. Details of material subsidiary of the Company

Name of the wholly owned subsidiary: Hardcastle Restaurants Private Limited

Date of Incorporation: 07/08/1995

Place of Incorporation: Mumbai

Name of the Statutory Auditor: S R B C & Co. LLP

Date of Appointment of Statutory Auditor: 15th September, 2022

xvi. Total Fees for all services paid by the Listed entity and its subsidiaries, on a consolidated basis, to the Statutory Auditors of the Company.

Westlife Foodworld Limited paid the following fees to the Statutory Auditors of the Company during the financial year under review:

S R B C & CO LLP, Chartered Accountants, (ICAI Firm Registration No. 324982E/E300003): ₹13,87,063.00 for the financial year 2022-23, inclusive of taxes and out-of-pocket expenses.

B S R & Associates LLP, Chartered Accountants, (ICAI Firm Registration No. 324982E/E300003): ₹1,10,800 for the financial year 2022-23, inclusive of taxes and out-of-pocket expenses.

Hardcastle Restaurants Private Limited (wholly owned subsidiary) paid the following fees to the Statutory Auditors of the Company during the financial year under review:

S R B C & CO LLP, Chartered Accountants, (ICAI Firm Registration No. 324982E/E300003): ₹57,55,739.00 for the financial year 2022-23, inclusive of taxes and out-of-pocket expenses.

B S R & Associates LLP Chartered Accountants, (ICAI Firm Registration No. 324982E/E300003): ₹8,73,516.00 for the financial year 2022-23, inclusive of taxes and out-of-pocket expenses.

xvii. Compliance with discretionary requirements

Your Company has complied with point E of the requirements as specified in Part E of Schedule II of the Listing Regulations.

xviii. Your Company has complied with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

Annexure I

CEO Declaration

[Regulation 34 read with point D of Schedule V, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Board of Directors
Westlife Foodworld Limited
(Formerly known as Westlife Development Limited) ("the Company")
1001, Tower-3,10th Floor,
One International Center,
Senapati Bapat Marg, Prabhadevi,
Mumbai 400013

I, Amit Jatia, Chief Executive Officer of the Company, in compliance with Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereby declare that the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Board of Directors and Senior Management Personnel during the Financial Year ended 31st March, 2023.

For Westlife Foodworld Limited
(Formerly known as Westlife Development Limited)

SD/-
Amit Jatia
Chief Executive Officer

Date: 27th July, 2023
Place: Mumbai

Annexure II

CEO and CFO Certificate

To
The Board of Directors
Westlife Foodworld Limited
(Formerly known as Westlife Development Limited) (the 'Company')
1001, Tower-3,10th Floor,
One International Center,
Senapati Bapat Marg, Prabhadevi,
Mumbai 400013

A. We have reviewed the financial statements and the cash flow statement of the Company for the year ended 31st March, 2023 and that to the best of our knowledge and belief:

   1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   2. these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. 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.

C. 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, that there are no deficiencies in the design or operation of such internal controls, if any, of which we are aware.

D. We have indicated to the auditors and the Audit Committee that:

   1. there are no significant changes in internal control over financial reporting during the year;

   2. there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   3. there are no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting

For Westlife Foodworld Limited
(Formerly known as Westlife Development Limited)

	SD/-	**SD/-**
Date: 27th July, 2023	**Amit Jatia**	**Mr. Saurabh Bhudolia**
Place: Mumbai	*Chief Executive Officer*	*Chief Financial Officer*

Annexure III

Corporate Governance Compliance Certificate issued under SEBI LODR

I have reviewed the records concerning the Company's compliance with conditions of Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the Financial Year ended March 31, 2023.

The compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedures adopted by the Company for ensuring the compliance of conditions of Corporate Governance and implementation thereof. It is neither an audit nor an expression of opinion on the financial statements of the Company.

I have conducted my review on the basis of the relevant records and documents maintained by the Company and furnished to me for the review, and the information and explanations given to me by the Company.

Based on such a review, and to the best of my information and according to the explanations given to me, in my opinion, the Company has complied with the conditions of Corporate Governance, as stipulated in Regulation 34 (3) read with Para E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

For MSDS & Associates,
Company Secretaries
(ICSI Unique Code P2020MH084300)

Dipali Shah
Partner
UDIN: A025422E000712746
ACS No: 25422
COP No: 23194

Place: Mumbai
Date: 27th July, 2023

Annexure IV

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
Westlife Foodworld Limited
(Formally known as Westlife Development Limited)
1001, Tower-3,10th Floor, One International Center,
Senapati Bapat Marg, Prabhadevi,
Mumbai 400013.

I have examined the relevant registers, records, forms, returns, and disclosures received from the Directors of Westlife Foodworld Limited (formally known as Westlife Development Limited) having CIN L65990MH1982PLC028593 and having registered office at 1001, Tower-3,10th Floor, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai 400013 (hereinafter referred to as 'the Company), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal (www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended on 31st March 2023 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	Mr Amit Jatia	00016871	24/11/2012
2	Ms Smita Jatia	03165703	18/09/2013
3	Mr. Akshay Jatia	07004280	13/08/2021
4	Mr. Padmanabh Ramchandra Barpande	00016214	24/11/2012
5	Mr Manish Chokhani	00204011	18/09/2013
6	Mr Tarun Kataria	00710096	01/08/2014
7	Ms Amisha Hemchand Jain	05114264	01/04/2019

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 the management has conducted the affairs of the Company.

For MSDS & Associates,
Company Secretaries
(ICSI Unique Code P2020MH084300)

Dipali Shah
Partner
UDIN: A025422E000712779
ACS No: 25422
COP No: 23194

Place: Mumbai
Date: 27th July, 2023

Standalone Financial Statements

Independent Auditor's Report

To
the Members of
Westlife Foodworld Limited
(formerly known as "Westlife Development Limited")

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of **Westlife Foodworld Limited** (formerly known as "Westlife Development Limited") ("the Company"), which comprise the Balance sheet as at March 31 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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 of the Company as at March 31, 2023, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Impairment Assessment in wholly owned subsidiary (as described in note 1.1(D)(iv) of the standalone Ind AS financial statements)	
The Company on a standalone basis does not have any significant business operations. However, the Company's wholly owned subsidiary, Hardcastle Restaurants Private Limited ("HRPL") operates the Mc Donald's chain of quick service restaurants (QSR) stores in Western and Southern India. The carrying amount of the Company's Investment represents 96% of total assets of the Company. Due to its significance in the context of the Company's financial statements, this is the area which had most significance in our audit of the standalone Ind AS financial statements of the Company and accordingly, has been considered as a key audit matter. As a result, an impairment assessment was performed by the Company by comparing the carrying value of these investments to the market capitalization of the Company to determine whether an impairment was required to be recognised.	Our audit procedures included, among others the following: 1. Assessed the appropriateness of accounting policy for impairment of investment in subsidiary as per the relevant Indian Accounting Standards. 2. Evaluated the design and tested operating effectiveness of internal financial controls in respect of impairment assessment process. 3. Evaluated the Company's assessment for indicators of impairment of investment. In case where such indicator exists tested the estimates, assumptions and valuation methodology applied in determining the impairment of investments. 4. The Company is a listed entity with insignificant business operations on a standalone basis. The Company has single wholly owned subsidiary, HRPL. Accordingly, the Company's market capitalization was considered on the basis of fair value of HRPL. The Company's market capitalisation as on date exceeds the carrying value of investment in HRPL. 5. Assessed the appropriateness of disclosures in accordance with Ind AS and Schedule III to Companies Act, 2013.

We have determined that there are no other key audit matters to communicate in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone Ind AS financial statements and our auditor's report thereon.

Our opinion on the standalone Ind AS 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 Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS 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 Standalone Ind AS Financial Statements

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

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

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2023 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.

Other Matter

The financial statements of the Company for the year ended March 31, 2022, included in these standalone Ind AS financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 18, 2022.

Report on Other Legal and Regulatory Requirements

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

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except that we were unable to verify the backup of books of accounts maintained in electronic mode for the period from August 05, 2022 to March 31, 2023, as necessary logs in respect of such period are not available with the Company as described in note 26 to the standalone Ind AS financial statements

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

   (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   (h) The qualification relating to the maintenance of accounts and other matters connected therewith is as stated in the paragraph 1(b) above;

   (i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 21 to the standalone Ind AS financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. a) The management has represented that, to the best of its knowledge and belief, as disclosed in Note 24 to the standalone Ind AS financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, as disclosed in Note 24 to the standalone Ind AS financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Ravi Bansal
Partner
Membership Number: 049365
UDIN: 23049365BGWUBD6196

Place of Signature: Mumbai
Date: May 09, 2023

Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Westlife Foodworld Limited (formerly known as "Westlife Development Limited") ("the Company")

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

(i) (a) (A) The Company has not capitalized any Property, Plant and Equipment in the books of the Company and accordingly, the requirement to report on clause 3(i)(a)(A) of the Order is not applicable to the Company.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has not capitalized any Property, Plant and Equipment in the books of the Company and accordingly, the requirement to report on clause 3(i)(b) of the Order is not applicable to the Company.

(c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.

(d) The Company has not revalued its intangible assets during the year ended March 31, 2023. The Company has not capitalized any Property, Plant and Equipment in the books of the Company.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The Company's business does not require maintenance of inventories and, accordingly, the requirement to report on clause 3(ii)(a) of the Order is not applicable to the Company.

(b) The Company has not been sanctioned working capital limits in excess of ₹ five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) (a) During the year the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.

(b) During the year the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.

(c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.

(d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.

(e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) There are no loans, guarantees and security in respect of which provisions of section 185 of Companies Act 2013 are applicable and hence not commented upon. Investments in respect of which provisions of sections 186 of the Companies Act, 2013 are applicable have been complied with by the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) The Company is not in the business of sale of any goods or provision of such services as prescribed. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.

(vii) (a) Undisputed statutory dues including goods and service tax, income-tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in few cases. The provisions relating to provident fund, employees' state insurance and duty of customs are not applicable to the Company. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) The dues of goods and services tax, income-tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ in MN)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income taxes and interest	0.63	AY 2013-14	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income taxes and interest	0.05	AY 2014-15	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income taxes and interest	0.15	AY 2017-18	Commissioner of Income Tax (Appeals)

The provisions relating to provident fund, employees' state insurance and duty of customs are not applicable to the Company.

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) Loans and interest payable amounting to ₹20.08 MN are repayable on demand. Such loans and interest thereon have not been demanded for repayment during the relevant financial year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.

(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary. The Company does not have any associate or joint venture.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary.

The Company does not have any associate or joint venture. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) (a) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) of the Order is not applicable to the Company.

(b) The Company is not a nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(b) of the Order is not applicable to the Company.

(c) The Company is not a nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(c) The Company is a Core Investment Company (CIC) as defined in the regulations made by Reserve Bank of India (RBI). The Company is exempted from registration requirement with RBI and continues to meet such criteria for non-registration.

(d) The Group does not have more than one CIC as part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has incurred cash losses amounting to ₹13.69 million in the current year and amounting to ₹8.72 million in the immediately preceding financial year respectively.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in Note 25(d) to the standalone Ind AS financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(a) of the Order is not applicable to the Company.

(b) The provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(b) of the Order is not applicable to the Company.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Ravi Bansal
Partner
Membership Number: 049365
UDIN: 23049365BGWUBD6196

Place of Signature: Mumbai
Date: May 09, 2023

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE IND AS FINANCIAL STATEMENTS OF WESTLIFE FOODWORLD LIMITED (FORMERLY KNOWN AS "WESTLIFE DEVELOPMENT LIMITED")

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

We have audited the internal financial controls with reference to standalone Ind AS financial statements of Westlife Foodworld Limited (formerly known as "Westlife Development Limited") ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone Ind AS 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 control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone Ind AS financial statements 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, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls With Reference to these standalone Ind AS Financial Statements

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

Inherent Limitations of Internal Financial Controls With Reference to standalone Ind AS Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to Ind AS financial statements and such internal financial controls with reference to standalone Ind AS financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Ravi Bansal
Partner
Membership Number: 049365
UDIN: 23049365BGWUBD6196

Place of Signature: Mumbai
Date: May 09, 2023

Standalone Balance Sheet

as at March 31, 2023

(₹ in millions)

	Notes	March 31, 2023	March 31, 2022
I. ASSETS			
(1) Financial assets			
(a) Cash and cash equivalents	2	1.54	10.72
(b) Receivables			
- Other Receivables	3	-	5.39
(c) Loans	4	55.05	55.05
(d) Investments	5	4,820.55	4,814.26
Total financial assets		**4,877.14**	**4,885.42**
(2) Non-financial assets			
(a) Other intangible assets	6	-	-
(b) Other non-financial assets	7	0.04	0.60
Total non financial assets		**0.04**	**0.60**
Total assets		**4,877.18**	**4,886.02**
II. LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial liabilities			
(a) Payables			
(i) Trade payables	8		
- total outstanding dues of micro enterprises and small enterprises		1.00	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		0.03	0.78
(b) Borrowings (other than debt securities)	9	20.08	-
Total financial liabilities		**21.11**	**0.78**
(2) Non-financial liabilities			
(a) Other non-financial liabilities	10	0.17	0.69
Total non-financial liabilities		**0.17**	**0.69**
(3) EQUITY			
(a) Equity Share Capital	11	311.88	311.86
(b) Other Equity	12	4,544.02	4,572.69
Total equity		**4,855.90**	**4,884.55**
Total liabilities and equity		**4,877.18**	**4,886.02**
Summary of significant accounting policies	1.2		

The accompanying notes 1 - 27 are an integral part of the standalone financial statements

As per our report of even date attached

For **S R B C & Co LLP**
Chartered Accountants
ICAI Firm's Registration
No: 324982E/E300003

per Ravi Bansal
Partner
Membership No: 049365

Place: Mumbai
Date: May 09, 2023

For and on behalf of the Board of Directors of Westlife Foodworld Limited
(Formerly Known As Westlife Development Limited)

Amit Jatia
Chairperson and
Chief Executive Officer
DIN: 00016871

Smita Jatia
Vice-Chairperson
DIN: 03165703

Saurabh Bhudolia
CFO

Dr. Shatadru Sengupta
Company Secretary
Membership No: F4583

Place: Mumbai
Date: May 09, 2023

Standalone Statement of Profit and Loss

for the year ended March 31, 2023

(₹ in millions)

	Notes	March 31, 2023	March 31, 2022
Revenue from operations			
Net gain on fair value changes	13	6.30	4.49
Total revenue from operations		**6.30**	**4.49**
Expenses			
Depreciation and amortisation	6	-	0.01
Finance costs	14	1.65	-
Other expenses	15	12.04	8.72
Total expenses		**13.69**	**8.73**
(Loss) before taxes		**(7.39)**	**(4.24)**
Tax expense			
Current tax		-	-
Total tax expense		**-**	**-**
(Loss) for the year		**(7.39)**	**(4.24)**
Other comprehensive income		-	-
Total comprehensive (Loss) for the year		**(7.39)**	**(4.24)**
Earnings per share (in ₹) Basic and Diluted	18	(0.05)	(0.03)
(Face value ₹2 per share)			
Summary of significant accounting policies	1.2		

The accompanying notes 1 - 27 are an integral part of the standalone financial statements

As per our report of even date attached

For **S R B C & Co LLP**
Chartered Accountants
ICAI Firm's Registration No: 324982E/E300003

per Ravi Bansal
Partner
Membership No: 049365

Place: Mumbai
Date: May 09, 2023

For and on behalf of the Board of Directors of Westlife Foodworld Limited
(Formerly Known As Westlife Development Limited)

Amit Jatia
Chairperson and Chief Executive Officer
DIN: 00016871

Smita Jatia
Vice-Chairperson
DIN: 03165703

Saurabh Bhudolia
CFO

Dr. Shatadru Sengupta
Company Secretary
Membership No: F4583

Place: Mumbai
Date: May 09, 2023

Statement of Changes in Equity

for the year ended March 31, 2023

Equity share capital

(₹ in millions)

	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Opening balance	15,59,26,665	311.86	15,58,02,865	311.61
Changes in equity share capital during the year	9,500	0.02	1,23,800	0.25
Closing balance	**15,59,36,165**	**311.88**	**15,59,26,665**	**311.86**

Other equity

Particulars	Share application pending allotment	Reserves and Surplus			Other reserves		Total equity
		Capital reserve	Securities premium	Retained earnings	Employee stock option outstanding	General reserve	
Balance as at March 31, 2021	**-**	**(2,519.61)**	**7,080.40**	**(58.50)**	**44.15**	**2.54**	**4,548.98**
Loss for the year	-	-	-	(4.24)	-	-	(4.24)
Additions on ESOP's exercised	-	-	24.40	-	-	-	24.40
Employee stock options recognised at fair value	-	-	-	-	3.45	-	3.45
Transferred from employee stock option outstanding	-	-	22.80	-	-	-	22.80
Transferred to securities premium on account on exercise of stock options	-	-	-	-	(22.80)	-	(22.80)
Shares application pending allottment received during the year	0.10	-	-	-	-	-	0.10
Balance as at March 31, 2022	**0.10**	**(2,519.61)**	**7,127.60**	**(62.74)**	**24.80**	**2.54**	**4,572.69**
Loss for the year	-	-	-	(7.39)	-	-	(7.39)
Additions on ESOP's exercised	-	-	1.71	-	-	-	1.71
Transferred from employee stock option outstanding	-	-	1.91	-	-	-	1.91
Transferred to securities premium on account on exercise of stock options	-	-	-	-	(1.91)	-	(1.91)
Transferred to loan availed from subsidiary due to cancellation of existing ESOS scheme (refer note no 20 & 22)	-	-	-	-	(22.89)	-	(22.89)
Shares application money utilised during the year	(0.10)	-	-	-	-	-	(0.10)
Balance as at March 31, 2023	**-**	**(2,519.61)**	**7,131.22**	**(70.13)**	**-**	**2.54**	**4,544.02**

As per our report of even date attached

For **S R B C & Co LLP**
Chartered Accountants
ICAI Firm's Registration
No: 324982E/E300003

per Ravi Bansal
Partner
Membership No: 049365

Place: Mumbai
Date: May 09, 2023

For and on behalf of the Board of Directors of Westlife Foodworld Limited
(Formerly Known As Westlife Development Limited)

Amit Jatia
Chairperson and
Chief Executive Officer
DIN: 00016871

Smita Jatia
Vice-Chairperson
DIN: 03165703

Saurabh Bhudolia
CFO

Dr. Shatadru Sengupta
Company Secretary
Membership No: F4583

Place: Mumbai
Date: May 09, 2023

Cash Flow Statement

for the year ended March 31, 2023

(₹ in millions)

			March 31, 2023	March 31, 2022
A.	Cash flow from operating activities:			
	(Loss) before taxes		(7.39)	(4.24)
	Adjustments for:			
	Net gain on fair value changes		(6.30)	(4.49)
	Finance cost		1.65	-
	Depreciation and amortisation expense		-	0.01
	Operating loss before working capital changes		**(12.04)**	**(8.72)**
	Adjustments for:			
	Other receivables		5.39	51.37
	Loans		-	(55.05)
	Non-financial assets		0.56	-
	Financial liabilities		0.25	0.28
	Other non financial liabilities		(0.52)	(0.55)
	Cash (used in) operations	**A**	**(6.36)**	**(12.67)**
B.	Cash flows from investing activities:			
	Purchase of investments in mutual funds		-	(14.96)
	Net cash (used in) investing activities	**B**	**-**	**(14.96)**
C.	Cash flows from financing activities:			
	Proceeds from issue of equity shares, including securities premium		(21.29)	24.64
	Share application money received		-	0.10
	Loan from related party		18.47	-
	Net cash (used in) / generated from financing activities	**C**	**(2.82)**	**24.74**
	Net decrease in cash and cash equivalents	**A+B+C**	**(9.18)**	**(2.89)**
	Cash and cash equivalents at the beginning of the year		10.72	13.61
	Cash and cash equivalents at the end of the year		1.54	10.72
	Net decrease in cash and cash equivalents		**(9.18)**	**(2.89)**
	Components of cash and cash equivalents :			
	Cash on hand (refer note 2)		0.04	0.04
	With banks - in current account (refer note 2)		1.50	10.68
	Total cash and cash equivalents		**1.54**	**10.72**

Notes to cash flow statement

1. Since the Company is an investment Company, purchase and sale of investments have been considered as part of 'Cash flows from investing activities'.
2. The above cash flow statement has been prepared under the "indirect method" as set out in 'Indian Accounting Standard (Ind AS) 7 – Statement of Cash Flows'.

As per our report of even date attached

For **S R B C & Co LLP**
Chartered Accountants
ICAI Firm's Registration
No: 324982E/E300003

per Ravi Bansal
Partner
Membership No: 049365

Place: Mumbai
Date: May 09, 2023

For and on behalf of the Board of Directors of Westlife Foodworld Limited
(Formerly Known As Westlife Development Limited)

Amit Jatia
Chairperson and
Chief Executive Officer
DIN: 00016871

Smita Jatia
Vice-Chairperson
DIN: 03165703

Saurabh Bhudolia
CFO

Dr. Shatadru Sengupta
Company Secretary
Membership No: F4583

Place: Mumbai
Date: May 09, 2023

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

1 Company Information

The Standalone financial statement comprises financial statement of Westlife Foodworld Limited (Formerly known as Westlife Developments Limited ('WFL' or 'the Company')) is a company incorporated on October 30, 1982 under Companies Act, 1956. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. It's shares are listed on recognised stock exchange in India (""BSE""). The registered office of the Company is located at 1001, Tower-3, 10th Floor, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai - 400 013, Maharashtra, India.

The Company is principally engaged in putting up and operating Quick Service Restaurants (QSR) in India through its wholly owned subsidiary Hardcastle Restaurants Private Limited ('HRPL').

The Standalone financial statements were approved for issue in accordance with a resolution of the directors on 9 May 2023.

1.1 Basis of preparation

A Statement of compliance

The Company has been classified as a Core Investment Company ('CIC'), pursuant to the resolutions passed by the Board of Directors on November 06, 2017 and February 05, 2018.

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act 2013, (the 'Act') and other relevant provisions of the Act, to the extent notified and applicable as well as applicable guidance notes and pronouncements of the Institute of Chartered Accountants of India (ICAI) and the guidelines issued by SEBI. The standalone financial statements have been presented in accordance with the format of standalone financial statements as provided in Division III of Schedule III of the Act in terms of Notification G.S.R 1022(E) dated October 11, 2018, issued by the Ministry of Corporate Affairs, Government of India, and as applicable to a Non-Banking Financial Company (NBFC) preparing standalone financial statements in compliance with the Rules.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B Functional and presentation currency

These financial statements are presented in Indian Rupees (₹), which is the Company's functional currency. All financial information presented in Indian rupee has been rounded to the nearest million unless otherwise indicated.

C Basis of measurement

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

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Liabilities for share-based arrangements	Fair value
Net defined benefit (asset)/ liability less defined value of present obligation	Fair value of plan assets less present value of defined benefit obligations
Mutual Funds and Bonds	Fair value

D Use of estimates and judgements

The preparation of the financial statements in conformity with Ind ASs, requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosure of contingent liabilities on the date of balance sheet and reported amounts of revenue and expenses for the period.

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

Although these estimates are based on the management's best knowledge of current events and actions, actual results could differ from the estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The Company uses following critical accounting estimates in preparation of its financial statements:

i) Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in future periods.

ii) Provision for income tax and deferred tax assets

The Company uses estimates and judgements based on the relevant rulings in the areas of allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

iii) Provisions and contingent liabilities

The reliable measure of the estimates and judgments pertaining to litigations and the regulatory proceedings in the ordinary course of the Company's business are disclosed as contingent liabilities.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

iv) Impairment of investment in subsidiary

The Company reviews its carrying value of investments carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss.

v) Share based payment

The Company measures share-based payments and transactions at fair value and recognises over the vesting period using Black Scholes valuation model. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. This requires a reassessment of the estimates used at the end of each reporting period. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 22.

1.2 Significant accounting policies

a Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and net of taxes or duties collected on behalf of the government.

Interest and Dividend Income

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

b Property, plant and equipment and depreciation

1 *Tangible assets*

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Depreciation on Property, plant and equipment is provided on straight line basis based on useful lives of the assets prescribed in Schedule II of the Companies Act, 2013.

2 *Subsequent Expenditure*

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

3 *Intangible assets*

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

The Company only has software as an intangible asset having a useful life of 5 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

c Impairment of property, plant and equipment and intangible assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

d Foreign currency transactions

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the dates of the transactions or an average rate if the average rate approximates the actual rate on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

measured based on historical cost in a foreign currency are translated at the exchange rate on the date of the transaction. Exchange differences are recognised in the statement of profit or loss.

e Income taxes

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

Current tax

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

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction.

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

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

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

f Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to owner's of the Company for the year by the weighted average number of equity shares outstanding during reporting period.

Diluted earnings per share amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and which either reduce earnings per share or increase loss per share are included.

g Employee stock option cost

Stock Options are granted to eligible employees of the Company and its subsidiary under the Employee Stock Option Schemes, as may be decided by the Nomination & Remuneration Committee. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. The cost is recognised, together with a corresponding increase in stock option outstanding reserve in equity, over the period in which the performance and/ or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense. The Company has created an Employee Benefit Trust for providing share-based payment to its employees.

h Financial assets, financial liabilities and equity instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

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

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business as also in the event of default, insolvency or bankruptcy of the Company or the counterparty.

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

Investment in subsidiaries

Investment in subsidiaries are measured at cost less impairment loss, if any.

Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received net of direct issue cost.

i Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature 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. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdraft and book overdraft as they are considered an integral part of the Company's cash management.

j Operating segments

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker for assessing the Company's performance and allocating the resources based on an analysis of various performance indicators by business segments and geographic segments.

k Standards notified but not yet effective

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective from 01 April 2023.

i Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.

The amendments are not expected to have a material impact on the Company financial statements.

ii *Disclosure of Accounting Policies - Amendments to Ind AS 1*

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107.

The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

iii *Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12*

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023

The Company is currently assessing the impact of the amendments.

Notes to the Standalone Financial Statements

as at March 31, 2023

2 Cash and cash equivalents

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
(a) Cash on hand	0.04	0.04
(b) Balances with banks in current accounts	1.50	10.68
Total	**1.54**	**10.72**

3 Other Receivables

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Unsecured, considered good		
Employee stock option cost recoverable from subsidiary (refer note 20 and 22)	-	5.39
Total	**-**	**5.39**

4 Loans

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Unsecured, considered good		
Loan to related party (refer note 20)*	55.05	55.05
Total	**55.05**	**55.05**

** Loans are within India and it includes ₹50,000/- towards corpus fund of the Trust*

5 Investments

(₹ in millions)

Particulars	March 31, 2023			March 31, 2022		
	At fair value through profit or loss	At cost	Total	At fair value through profit or loss	At cost	Total
Mutual funds	119.71	-	119.71	113.42	-	113.42
Equity shares						
Subsidiary	-	4,700.84	4,700.84	-	4,700.84	4,700.84
Others*	-	-	-	-	-	-
Total (A)	**119.71**	**4,700.84**	**4,820.55**	**113.42**	**4,700.84**	**4,814.26**

** Denotes amount less than ₹5,000/-*

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Aggregate amount of quoted instruments	119.71	113.42
Aggregate amount of unquoted instruments	4,700.84	4,700.84
Aggregate market value of quoted instruments	119.71	113.42

(i) Investments in Equity Shares

(₹ in millions)

Particulars	Face value per share ₹	March 31, 2023		March 31, 2022	
		Holding No. of shares	Amount	Holding No. of shares	Amount
Unquoted					
Investment in equity instruments (fully paid-up)					
Investment in subsidiary					
Equity shares of Hardcastle Restaurants Private Limited	1000	8,73,814	4,700.84	8,73,814	4,700.84
Total equity instruments			**4,700.84**		**4,700.84**
Aggregate amount of unquoted instruments			**4,700.84**		**4,700.84**

(ii) Investments in mutual funds

(₹ in millions)

Particulars	March 31, 2023		March 31, 2022	
	No. of units	Amount	No. of units	Amount
Quoted				
HDFC Money Market Fund - Direct Plan - Growth Option	17,101.71	84.17	17,101.71	79.61
SBI Magnum Medium Duration Fund - Direct Growth	5,39,056.03	24.74	5,39,056.00	23.59
HDFC Liquid Fund Regular Plan Growth	2,464.14	10.80	2,464.14	10.22
Total		**119.71**		**113.42**

6 Other Intangible Assets

(₹ in millions)

Description	Gross block			Depreciation and amortisation			Net block
	As at April 01, 2022	Additions	As at March 31, 2023	As at April 01, 2022	For the year	As at March 31, 2023	As at March 31, 2023
(a) Other intangible assets							
Computer software	0.08	-	0.08	0.08	-	0.08	-
Total	**0.08**	**-**	**0.08**	**0.08**	**-**	**0.08**	**-**

(₹ in millions)

Description	Gross block			Depreciation and amortisation			Net block
	As at April 01, 2021	Additions	As at March 31, 2022	As at April 01, 2021	For the year	As at March 31, 2022	As at March 31, 2022
(a) Other intangible assets							
Computer software	0.08	-	0.08	0.07	0.01	0.08	-
Total	**0.08**	**-**	**0.08**	**0.07**	**0.01**	**0.08**	**-**

The Gross block was ₹0.08 million and Accumulated depreciation ₹0.08 million on the date of transition.

Notes to the Standalone Financial Statements

as at March 31, 2023

7 Other non-financial assets

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
(a) Balances with government authorities	-	0.58
(b) Prepaid expenses	0.04	0.02
(c) Depositor Education and Awareness Fund	*	*
	0.04	**0.60**

** Denotes amount less than ₹5,000/-*

8 Trade payables

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Trade payables		
- Total outstanding dues to micro enterprises and small enterprises	1.00	-
- Total outstanding dues to creditors other than micro enterprises and small enterprises	0.03	0.78
	1.03	**0.78**

Details of dues to Micro and Small Enterprises as defined under MSMED Act, 2006:

(a)	Principal amount and interest due thereon remaining unpaid to any supplier as at the end of accounting year.		
	- Principal	1.00	-
	- Interest	-	-
(b)	Amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprises Development Act, 2006 along with amounts of payment made to supplier beyond the appointed day during accounting year.	-	-
(c)	Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
(d)	The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
(e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	-	-

Trade Payables ageing schedule: outstanding for following period from due date of payment as at 31st March

(₹ in millions)

Particulars	Unbilled	Not due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2023							
MSME	1.00	-	-	-	-	-	1.00
Others	0.03	-	-	-	-	-	0.03

8 Trade payables *(Contd.)*

(₹ in millions)

Particulars	Unbilled	Not due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2022							
MSME	-	-	-	-	-	-	-
Others	-	-	0.78	-	-	-	0.78

9 Borrowings (other than debt securities)

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
At amortised cost		
Unsecured		
Loan from related party (refer note 20)*	20.08	-
	20.08	**-**

** Loans are within India and repayable on demand*

10 Other non-financial liabilities

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Statutory payables	0.17	0.69
	0.17	**0.69**

11 Equity share capital

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Authorised		
160,925,000 (March 31, 2022: 160,925,000) equity shares of ₹2 each	321.85	321.85
460,000 (March 31, 2022: 460,000) 8% cumulative redeemable preference shares of ₹10 each	4.60	4.60
	326.45	**326.45**
Issued , subscribed and fully paid up		
155,936,165 (March 31, 2022: 155,926,665) equity shares of ₹2 each, fully paid up	311.88	311.86
	311.88	**311.86**

i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year

(₹ in millions)

Particulars	March 31, 2023		March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Shares outstanding at the beginning of the year	15,59,26,665	311.86	15,58,02,865	311.61
Shares issued on exercise of employee stock options	9,500	0.02	1,23,800	0.25
Shares outstanding at the end of the year	15,59,36,165	311.88	15,59,26,665	311.86

ii) Rights, preferences and restrictions

Equity shares

The Company has only one class of Equity Shares having par value of ₹2 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend, if any proposed by the Board of Directors is subject to the approval

Notes to the Standalone Financial Statements

as at March 31, 2023

11 Equity share capital *(Contd.)*

of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, 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.

Preference shares

The Company has only one class of Preference shares having par value of ₹10 per share. These shares carry a right to cumulative dividend of 8% p.a. The shares are redeemable at any time within 20 years from the date of issue at the option of the Company by giving a 48 hour prior written notice to the holders at the specified redemption price.

iii) Information regarding aggregate number of equity shares issued during the five years immediately preceding the date of Balance Sheet:

The Company has not issued shares for consideration other than cash and has not bought back any shares during the past five years.

9,500 equity shares have been issued under Employee Stock Option Plan (March, 31 2022: 123,800) for which exercise price has been received in cash (refer note 22)

No equity shares have been forfeited.

iv) Details of shares in the Company held by each shareholder holding more than 5% shares is as follows:

Equity Shares of ₹2 each fully paid up:

Name of the Shareholders	No. of ordinary shares held			
	March 31, 2023		March 31, 2022	
	No. of shares held	% of shares held	No. of shares held	% of shares held
Horizon Impex Private Limited	4,69,59,896	30.11%	4,69,59,896	30.12%
Subh Ashish Exim Private Limited	3,34,01,707	21.42%	3,34,01,707	21.42%
ICICI Prudential Life Insurance Company Limited	45,04,813	2.89%	91,75,962	5.88%
SBI Equity Hybrid Fund	1,17,20,216	7.52%	98,05,050	6.29%
Rajiv Himatsingka	91,66,979	5.88%	94,25,418	6.04%

As per records of the Company, including register of shareholders/members and declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of the shares.

v) Disclosure of shareholding by the Promoter's of the Company:

Name of the Promoter	March 31. 2023		March 31, 2022		% Change during the year
	No. of shares held	% of shares held	No. of shares held	% of shares held	
Achal Jatia	29,74,075	1.91%	36,73,755	2.36%	-19%
Anurag Jatia	6,17,724	0.40%	10,17,724	0.65%	-39%
Amit Jatia	50,000	0.03%	50,000	0.03%	-
Banwari Lal Jatia	1,187	0.00%	1,187	0.00%	-
Lalita Devi Jatia	50	0.00%	50	0.00%	-
Usha Devi Jatia	50	0.00%	50	0.00%	-
Akshay Amit Jatia	1	0.00%	1	0.00%	-
Amit Jatia (HUF)	1	0.00%	1	0.00%	-
Smita Jatia	1	0.00%	1	0.00%	-
Ayush Jatia	1	0.00%	1	0.00%	-

11 Equity share capital *(Contd.)*

Name of the Promoter	March 31, 2022		March 31, 2021		% Change during the year
	No. of shares held	% of shares held	No. of shares held	% of shares held	
Achal Jatia	36,73,755	2.36%	36,73,755	2.36%	-
Anurag Jatia	10,17,724	0.65%	50,000	0.03%	1935%
Amit Jatia	50,000	0.03%	50,000	0.03%	-
Banwari Lal Jatia	1,187	0.00%	1,187	0.00%	-
Lalita Devi Jatia	50	0.00%	50	0.00%	-
Usha Devi Jatia	50	0.00%	50	0.00%	-
Akshay Amit Jatia	1	0.00%	1	0.00%	-
Amit Jatia (HUF)	1	0.00%	1	0.00%	-
Smita Jatia	1	0.00%	1	0.00%	-
Ayush Jatia	1	0.00%	1	0.00%	-

vi) Shares reserved for issue under options

For details of shares reserved for issue under the Employee stock option plan of the Company, refer note 22.

12 Other equity

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Summary		
(a) Capital reserve	(2,519.61)	(2,519.61)
(b) Securities premium reserve	7,131.22	7,127.60
(c) General reserve	2.54	2.54
(d) Employee stock options outstanding	-	24.80
(e) Retained earnings	(70.13)	(62.74)
(f) Share application money pending allotment	-	0.10
Total	**4,544.02**	**4,572.69**

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
(a) Capital reserve		
Opening balance	(2,519.61)	(2,519.61)
Closing balance	**(2,519.61)**	**(2,519.61)**
(b) Securities premium reserve		
Opening balance	7,127.60	7,080.40
Additions on ESOP's exercised	1.71	24.40
Transferred from Employee stock option outstanding	1.91	22.80
Closing balance	**7,131.22**	**7,127.60**
(c) General reserve		
Opening balance	2.54	2.54
Closing balance	**2.54**	**2.54**
(d) Employee stock options outstanding		
Opening balance	24.80	44.15
Employee stock options recognised at fair value	-	3.45
Transferred to loan availed from subsidiary due to cancelation of existing ESOS scheme (refer note no 20 & 22)	(22.89)	-

Notes to the Standalone Financial Statements

as at March 31, 2023

12 Other equity *(Contd.)*

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Transferred to securities premium on account on exercise of stock options	(1.91)	(22.80)
Closing balance	**-**	**24.80**
(e) Retained earnings		
Opening balance	(62.74)	(58.50)
Loss for the year	(7.39)	(4.24)
Closing balance	**(70.13)**	**(62.74)**
(f) Share application money pending allotment		
Opening balance	0.10	-
Share application money received during the year	-	0.10
Share application money utilised during the year	(0.10)	-
Closing balance	**-**	**0.10**

Notes:

(a) Capital reserve

Capital reserve was created pursuant to the composite scheme of arrangement (amalgamation of WestPoint Leisureparks Private Limited, Triple A Foods Private Limited and demerger of Westlife Development Limited) under section 391 to 394 of the Companies Act, 1956 sanctioned by the Hon'ble High Court of Bombay.

The excess amount of the book value of investment under the composite scheme of arrangement over its cost of investment is treated as capital reserve.

(b) Securities premium reserve

Securities premium reserve is used to record the premium received on issue of shares by the Company. The reserve can be utilised in accordance with the provision of Section 52(2) of Companies Act, 2013.

(c) General reserve

The general reserve is a free reserve which is used from time to time to transfer profits from / to retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

(d) Employee stock options outstanding

The Company has established equity-settled share-based payment plans for certain categories of employees of subsidiary Company. Refer to Note 22 for further details on these plans.

(e) Retained earnings

Retained earnings represent the profits that the Company has earned till date, less any transfers to general reserve. Retained Earnings is a free reserve.

(f) Share application money pending allotment

Share application money pending allotment represents application money received on account of Employee Stock Option Scheme. As at March 31, 2022, the Company had received ₹100 each per share towards allotment of 1000 equity share at exercise price of ₹100 each and was shown under share application money pending allotment. The Company had made the allotment on April 12, 2022.

13 Net gain on fair value changes

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Net gain on financial instruments at fair value through profit or loss		
- Investments in mutual funds	6.30	4.49
Total	**6.30**	**4.49**
Unrealised	6.30	4.45
Realised	-	0.04
Total	**6.30**	**4.49**

14 Finance Cost

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Interest on		
- Loan from related party (refer note 20)	1.65	-
	1.65	**-**

15 Other expenses

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Payment to auditors (refer note below)	1.46	0.87
Legal and professional fees	2.21	2.28
Director's sitting fees	5.66	4.40
Listing and membership fees	0.80	0.65
Communication costs	0.21	0.14
Travelling expenses	0.50	-
Advertisement expenses	0.19	0.22
Insurance	0.08	0.09
Miscellaneous expenses	0.93	0.07
Total	**12.04**	**8.72**
Payment to auditors including goods and services tax		
As auditor :		
Statutory audit fees	1.28	0.80
In other capacity :		
other services (certification fees)	0.12	0.05
Reimbursement of expenses	0.06	0.02
Total	**1.46**	**0.87**

16 Fair value measurement

a Financial instruments by category

The carrying value and fair value of financial instruments by categories as of March 31, 2023 were as follows:

(₹ in millions)

Particulars	Amortised cost	Fair Value Through Profit or Loss	Total carrying value
Assets:			
Cash and cash equivalents	1.54	-	**1.54**
Investments *	-	119.71	**119.71**
Loans	55.05	-	**55.05**
Total	**56.59**	**119.71**	**176.30**

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

16 Fair value measurement *(Contd.)*

(₹ in millions)

Particulars	Amortised cost	Fair Value Through Profit or Loss	Total carrying value
Liabilities:			
Trade payables	1.03	-	1.03
Borrowings (Other than debt securities)	20.08	-	20.08
Total	**21.11**	**-**	**21.11**

The carrying value and fair value of financial instruments by categories as of March 31, 2022 were as follows:

(₹ in millions)

Particulars	Amortised cost	Fair Value Through Profit or Loss	Total carrying value
Assets:			
Cash and cash equivalents	10.72	-	10.72
Investments *	-	113.42	113.42
Loans	55.05	-	55.05
Other receivables	5.39	-	5.39
Total	**71.16**	**113.42**	**184.58**
Liabilities:			
Trade payables	0.78	-	0.78
Total	**0.78**	**-**	**0.78**

** Above investment is excluding investment in subsidiary*

Carrying amounts of cash and cash equivalents, investments, loans, other receivables, trade payables and borrowings (other than debt securities) as at March 31, 2023 and March 31, 2022 approximate the fair value.

b Fair value hierarchy

This section explains the judgement and estimates made in determining the fair values of the financial instruments that are

a) recognised and measured at fair value.

b) measured at amortised cost and for which fair values are disclosed in the standalone financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the Indian accounting standard. An explanation of each level is mentioned below :

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2 - The fair value of financial instruments that are not traded in an active market (for example, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific

16 Fair value measurement *(Contd.)*

estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis :

(₹ in millions)

Particulars	As at March 31, 2023	Fair value measurement at end of the reporting year		
		Level 1	Level 2	Level 3
Assets				
Investments in mutual funds	119.71	119.71	-	-

(₹ in millions)

Particulars	As at March 31, 2022	Fair value measurement at end of the reporting year		
		Level 1	Level 2	Level 3
Assets				
Investments in mutual funds	113.42	113.42	-	-

Measurement of fair values

The following tables show the valuation techniques used in measuring Level 1 fair values, for financial instruments measured at fair value in the statement of financial position.

Financial instruments measured at fair value

Type	Valuation technique
Investment in Mutual Funds	The fair values of investments in mutual fund units is based on the Net Asset Value [NAV] as stated by the issuer of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

There have been no transfers between Level 1, Level 2 and Level 3 for the years ended March 31, 2023 and March 31, 2022.

c. Financial risk management

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

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

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

16 Fair value measurement *(Contd.)*

Risk management framework

In the course of its business, the Company is exposed to a number of financial risks: credit risk, liquidity risk and market risk . This note presents the Company's objectives, policies and processes for managing its financial risk and capital. The key risks and mitigating actions are also placed before the Board of Directors of the Company. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company manages the risk through the finance department that ensures that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The activities are designed to:

- protect the Company's financial results and position from financial risks
- maintain market risks within acceptable parameters, while optimising returns; and
- protect the Company's financial investments, while maximising returns."

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

i. Credit risk

The Company limits its exposure to credit risk by generally investing in liquid securities and only with counterparties that have a good credit rating. The Company does not expect any losses from non-performance by these counter-parties, and does not have any significant concentration of exposures to specific industry sectors.

The gross carrying amount of financial assets, net of any impairment losses recognised represents the maximum credit exposure. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred such as a breach of contract."

In respect of its investments the Company aims to minimize its financial credit risk through the application of risk management policies. The Company has Loan of ₹55.05 million at March 31, 2023 (March 31, 2022 - ₹55.05 millions) and other receivables of Nil as at March 31, 2023 (March 31, 2022 - ₹5.39 millions) (Refer Note 20). There are no significant amounts due by more than 180 days and not provided for. Management believes that other receivables and loans being amounts receivable from its wholly owned subsidiary and controlled trust are fully collectible based on their ability to generate independent cash flows. These amounts can be called for by the Company at short notice.

Credit risk on cash and cash equivalent (including bank balances) is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

ii. Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Prudent liquidity risk management implies maintaining sufficient

16 Fair value measurement *(Contd.)*

cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions.

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturity analysis based on their contractual maturities for all derivative and non derivative financial liabilities.

As at March 31, 2023	Carrying amount	Contractual cash flows			
		1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities					
Trade payables	1.03	1.03	-	-	-
Borrowings (Other than debt securities)	20.08	20.08	-	-	-
Total	**21.11**	**21.11**	**-**	**-**	**-**

As at March 31, 2022	Carrying amount	Contractual cash flows			
		1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities					
Trade payables	0.78	0.78	-	-	-
Total	**0.78**	**0.78**	**-**	**-**	**-**

iii. Market Risk

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

i) Currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company does not have any currency exposure and all its assets and liabilities as also commitments are denominated in Indian rupees (functional currency). The currencies in which the transactions are denominated is Indian Rupees.

ii) Interest rate risk is the risk that the that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest risk arises from borrowings (Other than debt securities) with variable rates.

iii) Other price risk is the risk that that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company's investment in mutual funds is exposed to pricing risk. Other financial instruments held by the company does not possess any risk associated with trading. An increase of 5 percent in Net Assets Value (NAV) of mutual funds would decrease the loss before tax by approximately ₹5.99 million (March 31, 2022 - ₹5.67 million). A similar percentage decrease would have resulted equivalent opposite impact.

17 Capital Management

The Company's objective for capital management is to maximise shareholder value, safeguard business continuity and support the growth of the Company. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through loans and operating cash flows generated. The Company is not subject to any externally imposed capital requirements.

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

17 Capital Management *(Contd.)*

The Company monitors capital using a ratio of 'net debt' to 'equity'. For this purpose, net debt is defined as total interest bearing loans and borrowings less cash and cash equivalents. Equity comprises all components of equity. The Company debt to equity ratio as at March 31, 2023 and March 31, 2022 was as follows.

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Total borrowings	20.08	-
Less: Cash and cash equivalents	1.54	10.72
Net debt	**18.55**	**(10.72)**
Equity	4,855.90	4,884.55
Debt to equity ratio	0.004	-

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

18 Earnings per share

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Loss attributable to ordinary shareholders (basic)	(7.39)	(4.24)
Weighted average number of ordinary shares (basic - in nos.)		
Number of equity shares at the beginning of the year	15,59,26,665	15,58,02,865
Add: Weighted average effect of share options exercised	8,973	54,463
Weighted average number of equity shares outstanding at the end of the year	15,59,35,638	15,58,57,328
Basic earnings per share (in ₹)	(0.05)	(0.03)
Loss attributable to ordinary shareholders (diluted)	(7.39)	(4.24)
Weighted average number of ordinary shares (diluted - in nos.)		
Weighted average number of equity shares outstanding (basic)	15,59,35,638	15,58,57,328
Add: Effect of potential equity shares under stock options (refer note below)	-	-
Weighted average number of equity shares outstanding at the end of the year	15,59,35,638	15,58,57,328
Diluted earnings per share (in ₹)	(0.05)	(0.03)

Note:

At March 31, 2023, Nil options (March 31, 2022: 246,980 options) were excluded from the diluted weighted average number of equity shares calculation because their effect would have been anti-dilutive.

19 Maturity analysis of assets and liabilities

(₹ in millions)

Particulars	March 31, 2023			March 31, 2022		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Financial assets						
(a) Cash and cash equivalents	1.54	-	1.54	10.72	-	10.72
(b) Receivables						
(i) Other Receivables	-	-	-	-	5.39	5.39
(c) Loans	55.05	-	55.05	55.05	-	55.05
(c) Investments	-	4,820.55	4,820.55	-	4,814.26	4,814.26
Total financial assets	**56.59**	**4,820.55**	**4,877.14**	**65.77**	**4,819.65**	**4,885.42**
Financial liabilities						
(a) Trade payables						
(i) total outstanding dues of micro enterprises and small enterprises	1.00	-	1.00	-	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	0.03	-	0.03	0.78	-	0.78
(b) Borrowings (Other than debt securities)	20.08	-	20.08	-	-	-
Total financial liabilities	**21.11**	**-**	**21.11**	**0.78**	**-**	**0.78**

20 Related party disclosures

Category of related parties	Names of Parties
A Where control exists- Subsidiary Company Controlled Trust	 Hardcastle Restaurants Private Limited (HRPL) Westlife ESOS Trust (the 'Trust')
B Others with whom transactions have taken place during the year Key Management Personnel (KMP)	Mr. Amit Jatia, Chief Executive Officer Mr. Pankaj Roongta, (resigned with effect from December 08, 2021) Mr. Saurabh Bhudolia, Chief Financial Officer (with effect from January 18, 2023) Dr Shatadru Sengupta, Company Secretary and Compliance Officer
Relatives of KMP	Mr. Banwari Lal Jatia, (Non Exectutive Director resigned with effect from January 31, 2023) father of Mr. Amit Jatia, Mrs. Smita Jatia, (Director) wife of Mr. Amit Jatia, Mr. Ayush Jatia, son of Mr. Amit Jatia, Mrs. Diya Ayush Jatia, wife of Mr. Ayush Jatia, Mr. Akshay Jatia, (Executive Director) son of Mr. Amit Jatia, Mrs. Mehak Akshay Jatia, wife of Mr. Akshay Jatia, Mr. Achal Jatia (Director till July 29,2021)

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

Category of related parties	Names of Parties
Non Executive Directors	Mr P R Barpande Mr Tarun Kataria Mr Manish Chokhani Ms Amisha Jain

Transactions and balances with related parties during the year

(₹ in millions)

Particulars	2022-23	2021-22
(A) Transaction with subsidiary		
(i) Employee stock option cost recoverable from subsidiary	-	4.08
(ii) Loan availed from HRPL		
- For existing ESOS scheme	22.89	-
- For routine expenses	57.13	-
(iii) Interest on Loan payable to HRPL	1.65	-
(iv) Loan repaid to HRPL	56.03	-
(B) Transaction with controlled Trust		
(i) Loan given	-	55.05
(C) Transactions with KMP #		
Director's sitting fees		
Mr. Banwari Lal Jatia	0.15	0.23
Mr. Amit Jatia	0.68	0.55
Mrs. Smita Jatia	0.70	0.50
Mrs. Akshay Jatia	0.25	-
Mr. Achal Jatia	-	0.15
(D) Transactions with Non Executive Directors		
Director's sitting fees		
Mr P R Barpande	0.93	0.55
Mr Tarun Kataria	0.80	0.65
Mr Manish Chokhani	0.80	0.55
Ms Amisha Jain	0.50	0.50
	-	-
(E) Outstanding balances from:		
(i) Other Receivables from HRPL	-	5.39
(ii) Borrowings from HRPL	20.08	-
(iii) Loans Receivable from Trust	55.05	55.05

 # There is no managerial remuneration paid to the directors, Company Secretary and Chief Financial Officer, please refer consolidated financial statement for managerial remuneration.

All transactions with these related parties are on an arm's length basis.

21 Contingent liabilities not provided for in the accounts:

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Claims against the Company not acknowledged as debts		
Income tax related matters	0.83	-
	0.83	-

Pursuant to search and seizure conducted in 2018, the income-tax authorities issued an Order in May 2021 and July 2021 under Section 153A of the Income-Tax Act, 1961 directing the Company to file revised returns for 7 years under block assessment. Block assessment for the period A.Y 2013-14 to A.Y. 2019-20 was completed during the year and the tax authorities had raised a demand amounting to ₹11.61 Million. There were apparent errors in determining the tax demand of ₹11.61 Million for which the Company had filed rectification applications in May 2021 and July 2021. The rectification orders were passed in February 2022 and the revised tax demand amounting to ₹0.83 million has been raised on the Company. The Company had also filed an appeal in October 2021 before the Commissioner of Income Tax (Appeals) against the tax demand of ₹11.61 Million. The hearing is yet to be concluded and the Company believes the case is not tenable.

22 Employee Stock Option Scheme

a) The Company provides share based payment scheme (the 'Scheme') which covers certain eligible employees of the Company and its subsidiary company. According to the Scheme, the employees selected by the Nomination and Remuneration Committee from time to time would be entitled to options, subject to satisfaction of the prescribed vesting conditions. Westlife ESOS Trust (the 'Trust') has been established to facilitate the scheme.

ESOS Scheme 2013

On September 18, 2013, the board of directors approved the Equity Settled ESOP Scheme 2013 (Scheme 2013) for issue of stock options to the key employees and directors of the Company and its subsidiary company. The contractual life (comprising the vesting period and the exercise period) of options granted is 9 years. The other relevant terms of the grant are as below:

Vesting period	Graded vesting – 20% every year (granted upto 2013)
	Graded vesting – 25% every year (granted post 2013)
Exercise period	9 years

ESOS Scheme 2021

The shareholders of the Company at its meeting held on September 16, 2021 by way of special resolution, formulated the "The Westlife Development Limited Employees Stock Option Scheme 2021" (referred to as 'the Company's 2021 ESOS Scheme'). ESOP is the primary arrangement under which shared plan service incentive are provided to certain employees of it's subsidiary."

b) The details of the activity under the scheme are as below :

Particulars	March 31, 2023		March 31, 2023	
	The ESOS Trust Scheme 2021	Weighted average exercise price (₹)	No of Options (ESOS 2013)	Weighted average exercise price (₹)
Outstanding at the beginning of the year	-	-	2,46,980	235.72
Granted during the year	3,92,986	411.07	-	-
Forfeited / lapsed during the year	20,375	418.94	2,37,480	237.87
Exercised during the year	-	-	9,500	182.18
Expired during the year	-	-	-	-
Outstanding at the end of the year	3,72,611	410.64	-	-
Exercisable at the end of the year	-	-	-	-

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

22 Employee Stock Option Scheme *(Contd.)*

Particulars	March 31, 2022	
	No of Options (ESOS 2013)	Weighted average exercise price (₹)
Outstanding at the beginning of the year	4,06,530	230.43
Granted during the year	-	-
Forfeited / lapsed during the year	35,750	302.45
Exercised during the year	1,23,800	199.06
Expired during the year	-	-
Outstanding at the end of the year	2,46,980	235.72
Exercisable at the end of the year	2,28,230	222.65

For options exercised during the year, the weighted average share price at the exercise date was ₹466.44 per share (March 31, 2022: ₹510.63 per share).

The weighted average remaining contractual life for the stock options outstanding as at March 31, 2023 is 6.88 years (March 31, 2022: 3.54 years). The range of exercise prices for options outstanding at the end of the year was ₹2/- to ₹698.50/- (March 31, 2022: ₹100/- to ₹300/-)

c) Effect of employee share based payment plans on the Statement of Profit and Loss and on its financial position.

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Total employee compensation cost pertaining to share option plans*	-	-

*During the year, the Company has recovered ₹ Nil million (inclusive of taxes) (March 31, 2022 ₹4.08 million (inclusive of taxes)) from its subsidiary towards compensation cost pertaining to the share based payment. However, Employee Stock Compensation Expense includes the effect of the following transaction:

During the year ended 31st March 2023, Westlife Foodworld Limited (Formerly Known As Westlife Development Limited) ('the Company') vide Board resolution dated 18 May 2022, approved the transition of stock options held by certain employees of its subsidiary company i.e. Hardcastle Restaurants Private Limited from "The Westlife Development Limited Employees Stock Option Scheme 2013" (referred to as 'the Company's 2013 ESOS Scheme') to ""The Westlife Development Limited Employee Stock Option (Trust) Scheme 2021" ('referred to as the Company's 2021 ESOS Scheme').

Pursuant to the transition, stock options granted earlier by the Company under the Company's 2013 ESOS Scheme were cancelled on obtaining consent from respective option holders who were paid ₹480 lakhs as cash payout in lieu of cancellation. Consequently, net effect on cancellation of options of ₹247 lakhs after adjusting balance in 'Employees Stock Option Outstanding Reserve' of ₹233 lakhs was charged to the profit and loss of the subsidiary company. Further, as per the transition, in lieu of cancellation of options the option holders were also granted new stock options under Company's 2021 ESOS Scheme in accordance with the terms as set out in the said scheme.

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Liability for employee stock options outstanding at year end	-	24.80

In respect of Options granted under the Employee Stock Option Plan the accounting is done as per requirements of Ind AS 102. The Company has granted all of its options to the employees of its subsidiary company and the related expenses are recovered from the subsidiary company.

22 Employee Stock Option Scheme *(Contd.)*

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Amount recovered for employee stock option plan inclusive of taxes	-	4.08

d) Options granted but not eligible for exercise at end of the year is 3,72,611 (March 31, 2022: 18,750)

e) The fair values are measured based on the Black-Scholes formula. Expected volatility, an input in this formula, is estimated by considering historic average share price volatility. The inputs used in the measurement of grant-date fair values are as follows:

(₹ in millions)

Particulars	March 31, 2023 ESOS 2013	March 31, 2023 The ESOS Trust Scheme 2021	March 31, 2022 ESOS 2013
Weighted average fair value (₹)	-	-	-
Dividend yield	-	-	-
Expected volatility	-	40.33	-
Risk-free interest rate (%)	-	7.13	-
Weighted average share price (₹)	-	617.99	-
Exercise Price (₹)	-	411.07	-
Expected life of options granted in years	-	4.63	-

f) A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including:

Particulars	ESOS 2013	The ESOS Trust Scheme 2021
i) Date of shareholders' approval	October 30, 2013	September 06, 2021
ii) Total number of options approved under ESOS	15,00,000	77,33,433
iii) Vesting requirements	The lock in period between grant and vesting is twelve months and there is no lock in period after the exercise. There shall be a vesting period of one (1) year between grant and vesting of options, and the options granted would not vest more than 5 (five) year from the date of grant of such options.	The lock in period between grant and vesting is twelve months and there is no lock in period after the exercise.
iv) Exercise price or pricing formula	₹100/-, ₹238/-, ₹246.70/-, ₹314.80/-, ₹394.80/-.	₹2/-, ₹457.25/-, ₹500/-, ₹698.50/-
v) Maximum term of options granted	Five years from the date of grant of options	The vesting of Stock Options may be spread over a period of a certain number of years after the one year from the date of Grant, as may be decided by the Nomination and Remuneration Committee ('the Committee').

Notes to the Standalone Financial Statements

for the year ended March 31, 2023

22 Employee Stock Option Scheme *(Contd.)*

Particulars	ESOS 2013	The ESOS Trust Scheme 2021
vi) Source of shares (primary, secondary or combination)	Primary Market (new shares allotted against exercise of stock options)	Secondray Market
vii) Variation in terms of options	No variation in terms of options	No variation in terms of options

23 Segment reporting

There is no separate reportable segment as per Ind AS 108 on 'Operating Segments' in respect of the Company.

The Company operates in single segment only. There are no operations outside India and hence there is no external revenue or assets which require disclosure.

There is no revenue from external customers during the year ended March 31, 2023 (March 31, 2022: Nil)

24 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries. The Company has not received any fund from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

25 As per amendment in Schedule III of Companies Act 2013, following are additional notes to accounts :

a) Loans granted to promoters, directors, KMP and other related parties either severally or jointly that are repayable on demand:

Type of Borrower	Amount of loan outstanding as on 31.03.2023	% to total loans outstanding as on 31.03.2023
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	55.05	100%

Type of Borrower	Amount of loan outstanding as on 31.03.2022	% to total loans outstanding as on 31.03.2023
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties	55.05	100%

Note:

i) There are no advances given in the nature of loan.

ii) There are no loans granted without specifying any terms or period of repayment

b) Disclosure Of Transactions With Struck Off Companies

The Company did not have any material transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.

c) No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

(1) Crypto Currency or Virtual Currency

(2) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

(3) Registration of charges or satisfaction with Registrar of Companies

(4) Transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961"

d) Analytical ratios

The Company is termed as an Unregistered Core Investment Company (CIC) as per Reserve Bank of India Guidelines dated 13 August 2020 and is not exposed to any regulatory imposed capital requirements. Thus, the following analytical ratios are not applicable to the Company:

1. Capital to risk-weighted assets ratio (CRAR)
2. Tier I CRAR
3. Tier II CRAR
4. Liquidity Coverage Ratio

26 The Company has defined process to take daily back-up of books of account maintained electronically and maintain the logs of the back-up of such books of account for cyclic period of 7 days only. However, management is taking steps to configure systems to ensure that logs of daily back up for books of account is maintained on a daily basis so long as they are required to be maintained under applicable statute.

27 Subsequent events

The Company has evaluated subsequent events from the balance sheet date through May 09, 2023, the date at which the financial statements were available to be issued, and determined that there are no items to report.

As per our report of even date attached

For **S R B C & Co LLP**
Chartered Accountants
ICAI Firm's Registration
No: 324982E/E300003

per Ravi Bansal
Partner
Membership No: 049365

Place: Mumbai
Date: May 09, 2023

For and on behalf of the Board of Directors of
Westlife Foodworld Limited
(Formerly Known As Westlife Development Limited)

Amit Jatia
Chairperson and
Chief Executive Officer
DIN: 00016871

Smita Jatia
Vice-Chairperson
DIN: 03165703

Saurabh Bhudolia
CFO

Dr. Shatadru Sengupta
Company Secretary
Membership No: F4583

Place: Mumbai
Date: May 09, 2023

Consolidated Financial Statements

Independent Auditor's Report

To
the Members of
Westlife Foodworld Limited
(formerly known as "Westlife Development Limited")

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of **Westlife Foodworld Limited** (formerly known as "Westlife Development Limited") (hereinafter referred to as "the Holding Company"), its wholly owned subsidiary and its Westlife ESOS Trust ("trust") (the Holding Company, its subsidiary and its trust together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31 2023, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("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 consolidated state of affairs of the Group, as at March 31, 2023, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated Ind AS statement of changes in equity for the year ended on that date

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated Ind AS financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated Ind AS financial statements.

<table>
<tr><th>Key audit matters</th><th>How our audit addressed the key audit matter</th></tr>
<tr><td colspan="2">Revenue Recognition (as described in note 18 of the consolidated Ind AS financial statements)</td></tr>
<tr><td>The Group's primary source of revenue is from sale of foods, beverages from chain of quick service restaurants (QSR) stores or through online ordering and delivery. Revenue comprises high volume of individually small transactions which increases the risk of revenue being recognized inappropriately and which highlights the criticality of sound internal processes of summarizing and recording sales revenue and deposit of cash collected into bank accounts to mitigate error and fraud risk.

In view of the above, we have identified revenue recognition as an area of audit risk and have therefore been identified as a key audit matter.</td><td>Our audit procedures included, among others the following:

1. Obtained an understanding of revenue recognition process, evaluated the design, implementation and on sample basis, tested the operative effectiveness of key internal financial controls with respect to the revenue recognition and deposit of cash collected into banks including those related to the reconciliation of sales record to cash / credit card / online receipts, preparation, posting and approval of journal entries on the test basis.

2. In view of inability to test automated controls in the Point of Sale ("POS") system, performed manual substantive procedures on sales as recorded in the POS and consequently in the system general ledger and performed cash counts / checked management's cash count verification, at selected stores and examined whether the cash balances are in agreement with the cash receipts reported in the cash-mix report.

3. Performed reconciliation between the cash balance certificate at year end for all the stores and cash sales as per POS vis a vis deposits in bank as per bank statement and its corresponding sales entry recorded in books.

4. Performed test of details procedures on sampling basis by verifying three-way match between the sales as recorded in the POS system with the collections in the bank and corresponding revenue entry recorded in the books for that store. Performed analytical procedures on sales

5. Assessed the recognition and disclosures as per Ind AS 115 and the accounting policy of the Group in the consolidated Ind AS financial statements.</td></tr>
<tr><td colspan="2">Store Impairment Testing (as described in note 1.2(b)(5) of the consolidated Ind AS financial statements)</td></tr>
<tr><td>In accordance with the requirements of Ind AS 36 Impairment of Assets, the Group performs an assessment of store impairment at cash generating units level to determine whether the recoverable value of the store is below the carrying amount of the store as at March 31, 2023.</td><td>Our audit procedures included, among others the following:

1. Obtained an understanding of Impairment Testing process, evaluated the design, implementation and tested the operating effectiveness of key internal financial controls followed by the management to determine indicators of impairment after store stabilization and the recoverable amounts of cash generating units;</td></tr>
</table>

Key audit matters	How our audit addressed the key audit matter
Discounted cash flow model has significant judgment and estimation in respect of cash flow forecasts and discount rate. Changes in certain methodologies and assumptions can lead to significant changes in the assessment of the recoverable value. The assessment of the recoverable amount requires significant judgment, in particular, relating to estimated cash flow projections and discount rates. Due to the level of judgments and estimations involved, this is considered to be a key audit matter.	2. Evaluated appropriateness of the model used in determining the value in use of the cash generating units; 3. Assessed the data used to calculate the recoverable amount with the financial budgets approved by management of the Group; 4. Analysed the performance of the cash generating units and evaluated the reasonableness of the assumptions and estimates used in computation of value in use as at March 31, 2023; 5. Obtained understanding of the key assumptions considered for assessment of future cash flows and the discounting factor considered; 6. Tested the arithmetical accuracy of the computation of recoverable amounts of cash generating units; 7. Assessed the disclosures in accordance with Ind AS 36 and Schedule III to the Companies Act, 2013 in the consolidated Ind AS financial statement.

Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies 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 the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective companies 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective companies.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2023 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.

Other Matter

(a) We did not audit the financial statements and other financial information, in respect of Westlife ESOS Trust whose financial statements include total assets of ₹4.57 MN as at March 31, 2023, and total revenues of ₹Nil for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of this trust, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid trust, is based solely on the report of such other auditors.

(b) The consolidated Ind AS financial statements of the Company for the year ended March 31, 2022, included in these consolidated Ind AS financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 18, 2022.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

    (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

    (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors except that as more fully explained in Note 45 of consolidated Ind AS financial statements, such books of account are not accessible in India and the Group does not have server physically located in India for the daily backup of the books of account and other books and papers maintained in electronic mode;

    (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

    (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary company, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls with reference to consolidated Ind AS financial statements of the Holding Company and its subsidiary company incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion and based on the consideration of report of statutory auditors of the subsidiary, incorporated in India, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Holding Company, its subsidiary, incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) The adverse remark relating to the maintenance of accounts and other matters connected therewith is as stated in the paragraph 1(b) above;

(i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, in its consolidated financial statements – Refer Note 33 to the consolidated Ind AS financial statements;

ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2023;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries, incorporated in India during the year ended March 31, 2023.

iv. a) The respective managements of the Holding Company and its subsidiary, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the auditors of such subsidiary, respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or such subsidiary to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or such subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiary, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the auditors of such subsidiary, respectively that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or such subsidiary, from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or such subsidiary, shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v) No dividend has been declared or paid during the year by the Holding Company, incorporated in India. As stated in Note 46 to the consolidated Ind AS financial statements, the Board of Directors of the subsidiary company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

vi) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable only w.e.f. April 1, 2023 for the Holding Company, its subsidiary, companies incorporated in India, hence reporting under this clause is not applicable.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Ravi Bansal
Partner
Membership Number: 049365
UDIN: 23049365BGWUBG5718

Place of Signature: Mumbai
Date: May 09, 2023

Annexure '1' referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Westlife Foodworld Limited (formerly known as "Westlife Development Limited") ("the Holding Company")

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

(xxi): Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

S. No	Name	CIN	Holding company/ subsidiary	Clause number of the CARO report which is qualified or is adverse
1	Hardcastle Restaurants Private Limited	U55101MH1995PTC091422	Subsidiary Company	(i)(c)
2	Hardcastle Restaurants Private Limited	U55101MH1995PTC091422	Subsidiary Company	(iii)(e)
3	Hardcastle Restaurants Private Limited	U55101MH1995PTC091422	Subsidiary Company	(vii)(a)

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Ravi Bansal
Partner
Membership Number: 049365
UDIN: 23049365BGWUBG5718

Place of Signature: Mumbai
Date: May 09, 2023

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS OF WESTLIFE FOODWORLD LIMITED (FORMERLY KNOWN AS "WESTLIFE DEVELOPMENT LIMITED")

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

In conjunction with our audit of the consolidated Ind AS financial statements of Westlife Foodworld Limited (formerly known as "Westlife Development Limited") (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated Ind AS financial statements of the Holding Company and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") , which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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 (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated Ind AS financial statements 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, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls With Reference to Consolidated Ind AS Financial Statements

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

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Ind AS Financial Statements

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

Opinion

In our opinion, the Group, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated Ind AS financial statements and such internal financial controls with reference to consolidated Ind AS financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Ravi Bansal
Partner
Membership Number: 049365
UDIN: 23049365BGWUBG5718

Place of Signature: Mumbai
Date: May 09, 2023

Consolidated Balance Sheet

as at March 31, 2023

(₹ in millions)

	Notes	March 31, 2023	March 31, 2022
I. ASSETS			
(1) Financial assets			
(a) Cash and cash equivalents	2	82.50	231.26
(b) Bank balance other than (a) above	2	201.57	1.16
(c) Receivables			
(i) Trade receivables	3	106.94	133.07
(d) Loans	4	81.20	66.90
(e) Investments	8	1,298.54	1,504.16
(f) Other financial assets	5	509.81	479.04
(2) Non-financial assets			
(a) Inventories	6	714.27	559.45
(b) Current tax assets (net)	7	141.55	141.55
(c) Deferred tax assets (net)	10	603.68	520.02
(d) Property, plant and equipment	9	6,591.36	5,022.10
(e) Right to use assets	41(i)	8,757.62	7,717.89
(f) Capital work-in-progress	9(B)	566.81	355.32
(g) Goodwill	9	465.97	465.97
(h) Intangible assets	9	414.50	416.75
(i) Other non-financial assets	11	452.81	360.87
TOTAL ASSETS		**20,989.13**	**17,975.51**
II. LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial liabilities			
(a) Payables			
(I) Trade payables	12		
(i) total outstanding dues of micro enterprises and small enterprises		53.34	42.60
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		1,823.39	1,679.67
(b) Borrowings (other than debt securities)	13	2,070.00	2,010.00
(c) Lease liabilities	41(ii)	9,960.03	8,535.60
(d) Other financial liabilities	15	964.11	760.41
(2) Non-financial liabilities			
(a) Provisions	16	130.36	133.61
(b) Other non-financial liabilities	14	328.70	192.59
(3) EQUITY			
(a) Equity share capital	17	311.88	311.85
(b) Other equity	17A	5,347.32	4,309.18
Total equity		**5,659.20**	**4,621.03**
TOTAL LIABILITIES AND EQUITY		**20,989.13**	**17,975.51**
Significant accounting policies	1.2		

The accompanying notes 1 - 47 are an integral part of the consolidated financial statements

As per our report of even date attached

For **S R B C & Co LLP**
Chartered Accountants
ICAI Firm's Registration
No: 324982E/E300003

per Ravi Bansal
Partner
Membership No: 049365

Place: Mumbai
Date: May 09, 2023

For and on behalf of the Board of Directors of
Westlife Foodworld Limited
(Formerly Known As Westlife Development Limited)

Amit Jatia
Chairperson and
Chief Executive Officer
DIN: 00016871

Smita Jatia
Vice-Chairperson
DIN: 03165703

Saurabh Bhudolia
CFO

Dr. Shatadru Sengupta
Company Secretary
Membership No: F4583

Place: Mumbai
Date: May 09, 2023

Consolidated Statement of Profit and Loss

for the year ended March 31, 2023

(₹ in millions)

	Notes	March 31, 2023	March 31, 2022
Revenue from operations			
Sale of products	18	22,593.97	15,560.86
Net gain on fair value changes	18	6.30	4.49
Other operating revenue	18		
a) Conducting fees		1.86	0.94
b) Franchising income		5.98	2.95
c) Scrap Sales		63.86	32.79
d) Space rental & alliances income		5.90	4.10
e) Miscellaneous provisions written back		103.92	158.77
Other income	19	203.38	277.39
Total income		**22,985.17**	**16,042.29**
Expenses			
Cost of materials consumed	20	6,859.99	5,129.43
Employee benefits expenses	21	3,105.78	2,095.33
Finance costs	22	927.47	826.29
Depreciation and amortisation expense	23	1,521.86	1,363.97
Other expenses	24	9,075.54	6,647.93
Total expenses		**21,490.64**	**16,062.95**
Profit / (Loss) before exceptional items and tax		**1,494.53**	**(20.66)**
Profit / (Loss) before tax		**1,494.53**	**(20.66)**
Tax expense			
- Current tax	25	465.60	-
- Deferred tax	25	(86.87)	(4.00)
Total tax expense		**378.73**	**(4.00)**
Profit / (Loss) for the year		**1,115.80**	**(16.66)**
Other comprehensive income:			
Items that will not be reclassified to profit and loss :			
Re-measurements of defined benefit plan		12.74	(22.98)
Income tax on items that will not be reclassified to profit and loss	25	(3.22)	5.78
Total other comprehensive income/(losses) for the year		**9.52**	**(17.20)**
Total comprehensive income/(losses) for the year		**1,125.32**	**(33.86)**
Earnings per equity share :	30		
- Basic (in ₹)		7.16	(0.11)
- Diluted (in ₹)		7.16	(0.11)
Significant accounting policies	1.2		

The accompanying notes 1 - 47 are an integral part of the consolidated financial statements

As per our report of even date attached

For **S R B C & Co LLP**
Chartered Accountants
ICAI Firm's Registration
No: 324982E/E300003

per Ravi Bansal
Partner
Membership No: 049365

Place: Mumbai
Date: May 09, 2023

For and on behalf of the Board of Directors of Westlife Foodworld Limited
(Formerly Known As Westlife Development Limited)

Amit Jatia
Chairperson and
Chief Executive Officer
DIN: 00016871

Smita Jatia
Vice-Chairperson
DIN: 03165703

Saurabh Bhudolia
CFO

Dr. Shatadru Sengupta
Company Secretary
Membership No: F4583

Place: Mumbai
Date: May 09, 2023

Consolidated Statement of Changes in Equity

for the year ended March 31, 2023

(a) Equity share capital

(₹ in millions)

Particulars	Notes	Amount
Balance as at April 1, 2021	17	311.61
Changes in equity share capital during 2021-22		0.24
Balance as at March 31, 2022	17	**311.85**
Changes in equity share capital during 2022-23		0.03
Balance as at March 31, 2023	17	**311.88**

(b) Other equity

(₹ in millions)

Particulars	Share application pending allotment	Reserves and Surplus				Other reserves			Total equity
		Capital reserve	Securities premium	Retained earnings	Capital Reduction	Employee stock option outstanding	General reserve	Treasury Shares	
Balance at the April 1, 2021	**-**	**(2,519.61)**	**7,080.40**	**(106.78)**	**-**	**44.15**	**2.54**	**-**	**4,500.70**
(Loss) for the year ended March 31, 2022	-	-	-	(16.66)	-	-	-	-	(16.66)
Other comprehensive income/(loss)	-	-	-	(17.20)	-	-	-	-	(17.20)
Treasury shares held by ESOP Trust	-	-	-	-	-	-	-	(185.61)	(185.61)
Adjustment pursuant to Capital reduction order (refer note 17)	-		-	3,192.88	(3,192.88)	-	-	-	-
Employee stock compensation expense	-	-	-	-	-	3.45	-	-	3.45
Transfer to securities premium on account of exercise of ESOP options	-	-	22.80	-	-	(22.80)	-	-	-
Additions on ESOP exercised	-	-	24.40	-	-	-	-	-	24.40
Share application pending allottment received during the year	0.10	-	-	-	-	-	-	-	0.10
Balance as at March 31, 2022	**0.10**	**(2,519.61)**	**7,127.60**	**3,052.24**	**(3,192.88)**	**24.80**	**2.54**	**(185.61)**	**4,309.18**
Balance at the April 1, 2022	**0.10**	**(2,519.61)**	**7,127.60**	**3,052.24**	**(3,192.88)**	**24.80**	**2.54**	**(185.61)**	**4,309.18**
Profit for the year ended March 31, 2023	-	-	-	1,115.80	-	-	-	-	1,115.80
Other comprehensive income	-	-	-	9.52	-	-	-	-	9.52

Consolidated Statement of Changes in Equity

for the year ended March 31, 2023

(b) Other equity *(Contd.)*

(₹ in millions)

Particulars	Share application pending allotment	Reserves and Surplus				Other reserves			Total equity
		Capital reserve	Securities premium	Retained earnings	Capital Reduction	Employee stock option outstanding	General reserve	Treasury Shares	
Treasury shares held by ESOP Trust	-	-	-	-	-	-	-	(65.90)	(65.90)
Transfer to securities premium on account of exercise of ESOP options	-	-	1.91	-	-	(1.91)	-	-	-
Additions on ESOP exercised	-	-	1.71	-	-	-	-	-	1.71
Transferred to loan availed from subsidiary due to cancellation of existing ESOS scheme (refer note no 32(a) & 38)	-	-	-	-	-	(22.89)	-	-	(22.89)
Share application money utilised during the year	(0.10)	-	-	-	-	-	-	-	(0.10)
Balance as at March 31, 2023	**-**	**(2,519.61)**	**7,131.22**	**4,177.56**	**(3,192.88)**	**-**	**2.54**	**(251.51)**	**5,347.32**

As per our report of even date attached

For **S R B C & Co LLP**
Chartered Accountants
ICAI Firm's Registration
No: 324982E/E300003

per Ravi Bansal
Partner
Membership No: 049365

Place: Mumbai
Date: May 09, 2023

For and on behalf of the Board of Directors of
Westlife Foodworld Limited
(Formerly Known As Westlife Development Limited)

Amit Jatia
Chairperson and
Chief Executive Officer
DIN: 00016871

Smita Jatia
Vice-Chairperson
DIN: 03165703

Saurabh Bhudolia
CFO

Dr. Shatadru Sengupta
Company Secretary
Membership No: F4583

Place: Mumbai
Date: May 09, 2023

Consolidated Statement of Cash Flows

for the year ended March 31, 2023

(₹ in millions)

		As at March 31, 2023	As at March 31, 2022
A.	**Cash flow from operating activities:**		
	Profit / (Loss) before taxation	1,494.53	(20.66)
	Adjustments for :		
	Depreciation and amoritsation expense	1,521.86	1,363.96
	Inventories written off	-	4.43
	Impairment loss allowance on trade receivables	-	0.54
	Property, plant and equipment written off	80.58	82.42
	Finance cost	927.47	826.29
	Employee share based payment expenses	71.17	4.08
	Interest income	(69.81)	(54.78)
	Gain on lease modification / termination (net)	(39.65)	(46.14)
	Loss/(Gain) on investments carried at fair value through statement of profit and loss	50.11	86.01
	Profit on sale of investments	(78.61)	(170.98)
	Miscellaneous provisions written back	(103.92)	(158.77)
	Operating profit before working capital changes	**3,853.73**	**1,916.40**
B.	**Movements in working capital**		
	(Increase) in inventories	(154.82)	(98.59)
	Decrease / (Increase) in trade and other receivables	26.13	(45.72)
	(Increase) in loans and other financial and non-financial assets	(185.66)	(115.14)
	Increase in trade payables	258.38	30.49
	(Decrease) / Increase in provisions	(17.25)	6.64
	Increase in other financial and non-financial liabilities	143.50	77.75
	Cash generated from operations	**3,924.01**	**1,771.83**
	Income tax refund/ (paid) (net)	(438.85)	(66.07)
C.	**NET CASH GENERATED FROM OPERATING ACTIVITIES**	**3,485.16**	**1,705.76**
D	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of property, plant & equipment, intangible assets and capital work-in-progress (including capital advances)	(2,696.29)	(1,000.82)
	Proceeds from sale of property, plant and equipment	5.69	1.56
	(Purchase) / Proceeds from deposits placed with banks	(200.66)	0.20
	Interest income	69.81	54.78
	Purchase of investments	(458.23)	(881.02)
	Proceeds from sale of investments	692.34	1,446.25
	Purchase of Treasury Shares by Trust	(65.87)	(185.61)
	NET CASH USED IN INVESTING ACTIVITIES	**(2,653.22)**	**(564.66)**
E	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds/ (Repayment) of short-term borrowings (net)	60.00	(141.83)
	(Repayment) / Proceeds from issue of equity shares including securities premium	(21.14)	24.02
	Repayment of lease liability	(876.82)	(767.93)
	Interest paid	(142.74)	(132.90)
	Share application money received	-	0.10
	NET CASH FLOW USED IN FINANCING ACTIVITIES	**(980.70)**	**(1,018.54)**
	NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS	**(148.76)**	**122.56**
	Cash and cash equivalents at the beginning of the year	231.26	108.70
	Cash and cash equivalents at the end of the year	82.50	231.26
	NET (DECREASE) / INCREASE IN CASH AND CASH EQUIVALENTS	**(148.76)**	**122.56**

Consolidated Statement of Cash Flows *(Contd.)*

for the year ended March 31, 2023

Notes to statement of cash flows

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
1. Components of cash and cash equivalents		
Cash and bank balances (refer note 2)	284.07	232.42
Less: Bank deposits due to mature before twelve months from the reporting date and having original maturity of more then 3 months (refer note 2)	201.57	1.16
Total cash and cash equivalents	**82.50**	**231.26**

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
2 Reconciliation of movement in borrowings to cash flows from financing activities:		
Opening balance		
Borrowings (other than debt securities)	2,010.00	2,151.83
Cash flow movements		
Proceeds from borrowings	60.00	-
Repayment of borrowings	-	(141.83)
Closing balance	**2,070.00**	**2,010.00**

3 There are no non-cash charges on account of effect of changes in foreign-exchange rates and fair values.

4 Since the Holding Company is an investment company, purchase and sale of investments have been considered as part of cash flows from investing activities'.

5 The above statement of cash flows has been prepared under the "indirect method" as set out in 'Indian Accounting Standard (Ind AS) 7 – Statement of Cash Flows'.

6 The accompanying notes 1 - 47 are an integral part of the consolidated financial statements

As per our report of even date attached

For **S R B C & Co LLP**
Chartered Accountants
ICAI Firm's Registration
No: 324982E/E300003

per Ravi Bansal
Partner
Membership No: 049365

Place: Mumbai
Date: May 09, 2023

For and on behalf of the Board of Directors of
Westlife Foodworld Limited
(Formerly Known As Westlife Development Limited)

Amit Jatia
Chairperson and
Chief Executive Officer
DIN: 00016871

Smita Jatia
Vice-Chairperson
DIN: 03165703

Saurabh Bhudolia
CFO

Dr. Shatadru Sengupta
Company Secretary
Membership No: F4583

Place: Mumbai
Date: May 09, 2023

1 Group background

The consolidated financial statements comprise financial statements of Westlife Foodworld Limited (Formerly known as Westlife Developments Limited) ('WFL' or 'the Company') and its subsidiaries (collectively, the Group) for the year ended 31 March 2023. The Company is a company incorporated on October 30, 1982 under Companies Act, 1956. The company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. It's shares are listed on recognised stock exchange in India (""BSE""). The registered office of the Company is located at 1001, Tower-3, 10th Floor, One International Center, Senapati Bapat Marg, Prabhadevi, Mumbai - 400 013, Maharashtra, India.

The Group is principally engaged in putting up and operating Quick Service Restaurants (QSR) in India through its wholly owned subsidiary Hardcastle Restaurants Private Limited ('HRPL').

HRPL was incorporated on August 7, 1995. It is engaged in operating 'McDonalds' chain of restaurants in the West and South Regions of India. WFL and its subsidiary are together referred to as ""the Group.

The consolidated financial statements were approved for issue in accordance with a resolution of the directors on 9 May 2023.

1.1 Basis of preparation

A Statement of compliance

The Company has been classified as a Core Investment Group ('CIC'), pursuant to the resolutions passed by the Board of Directors on November 06, 2017 and February 05, 2018.

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act 2013, (the 'Act') and other relevant provisions of the Act, to the extent notified and applicable as well as applicable guidance notes and pronouncements of the Institute of Chartered Accountants of India (ICAI) and the guidelines issued by SEBI. The consolidated financial statements have been presented in accordance with the format of financial statements as provided in Division III of Schedule III of the Act in terms of Notification G.S.R 1022(E) dated October 11, 2018, issued by the Ministry of Corporate Affairs, Government of India, and as applicable to a Non-Banking Financial Group (NBFC) preparing financial statements in compliance with the Rules.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

B Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (₹), which is the Group's functional currency. All financial information presented in Indian rupee has been rounded to the nearest million unless otherwise indicated.

C Basis of measurement

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

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Liabilities for share-based arrangements	Fair value
Net defined benefit (asset)/ liability less present value of defined benefit obligations	Fair value of plan assets less present value of defined benefit obligations
Mutual Funds	Fair value

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

D Basis of consolidation

The Group combines the consolidated financial statements of the parent, its subsidiary and controlled trust, line by line adding together like items of assets, liabilities, equity, income and expenses. Intergroup transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiary have been changed where necessary to ensure\ consistency with the policies adopted by the Group.

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The consolidated financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The Group uses following critical accounting estimates in preparation of its financial statements:

E Use of estimates and judgements

The preparation of the consolidated financial statements in conformity with Ind ASs, requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosure of contingent liabilities on the date of balance sheet and reported amounts of revenue and expenses for the period. Although these estimates are based on the management's best knowledge of current events and actions, actual results could differ from the estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The Group uses following critical accounting estimates in preparation of its financial statements:

Useful lives of property, plant and equipment

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in future periods.

Provision for income tax and deferred tax assets

The Group uses estimates and judgement based on the relevant rulings in the areas of allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Group exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

Provisions and contingent liabilities

The reliable measure of the estimates and judgments pertaining to litigations and the regulatory proceedings in the ordinary course of the Group's business are disclosed as contingent liabilities.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

Impairment of non-financial assets

Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset may be impaired.

Defined benefit

The Group's gratuity plan is a defined benefit plan. The present value of the defined benefit obligation is based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Share based payment

The Group measures share-based payments and transactions at fair value and recognises over the vesting period using Black Scholes valuation model. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. This requires a reassessment of the estimates used at the end of each reporting period. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in note 38.

F Measurement of fair values

The Group measures. both financial and non-financial assets and liabilities at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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

The Group has an established control framework with respect to the measurement of fair values. The Group engages with external valuers for measurement of fair values in the absence of quoted prices in active markets. Significant valuation issues are reported to the Group's audit committee.

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

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

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Financial instruments (Refer note 27)
- Disclosures for valuation methods, significant estimates and assumptions (Refer note 27)
- Quantitative disclosures of fair value measurement hierarchy (Refer note 27)
- Financial instruments (including those carried at amortised cost) (Refer note 27)

1.2 Significant accounting policies

a Revenue recognition

Revenues from contracts with customers are recognised when the performance obligations towards customer ie when control has been transferred at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is made. Revenue is measured at the transaction price (net of variable consideration) received or receivable, taking into account contractually defined terms of payment and net of taxes or duties collected on behalf of the government. The Group has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks. No element of financing is deemed present as majority of sales are on cash basis and credit sales are made with normal credit period consistent with market practice.

Goods Service Tax (GST) is not received by the Group on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of products

The Group recognises revenue from the sale of food and other goods through company's own stores and are recognised when the items are delivered to or carried out by customers. Revenue is measured at the fair value of the consideration received or receivable. Amount disclosed as revenue are net of customer returns, trade allowance, rebate, goods and services tax. Gift vouchers sale are recognised when the vouchers are redemmed and the goods are sold to the customers.

Sale of products – customer loyalty programme (deferred revenue)

For customer loyalty programmes, the fair value of the consideration received or receivable in respect of the initial sale is allocated between the award credits and the other components of the sale. The amount allocated to award credits is deferred and is recognised as revenue when the award credits are redeemed and the Company has fulfilled its obligations to supply the discounted products under the terms of the programme or when it is no longer probable that the award credits will be redeemed.

The deferred income related to loyalty credits granted has been estimated with reference to the fair value of products for which they could be redeemed. This is because the fair value of loyalty credits is not directly observable. The fair value of the customers' right to buy products at a discount for which the loyalty credits can be redeemed takes into account the amount of discount available to customers who have earned the loyalty credits remaining unutilised and the expected forfeiture rate.

Sale of scrap

Sale of scrap is recognised upon transfer of control of products to the customers which coincides with their delivery to customer.

Other operating income

Franchisee income, space rental and alliance income and conducting fees are recognised on an accrual basis in accordance with terms of relevant agreement.

Other income

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

Contract balances

Trade receivables

A receivable is recognised if an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (D) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

b Property, plant and equipment

1 Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. Further contribution received from landlords in respect of leasehold improvements carried out to leasehold premises is deducted from leasehold improvement cost. Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

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

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

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

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition 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 derecognised.

2 *Subsequent Expenditure*

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

3 *Depreciation*

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the statement of profit and loss.

Freehold land is not depreciated.

The estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Asset	Management estimate of useful lives	Useful life as per Schedule II
Building	28 years	30 years
Leasehold improvements (others)	15 years	-
Leasehold improvements (office)	9 years	-
Restaurant Equipments	5 -10 years	15 years
Office equipment	5 years	5 years
Furniture and fixtures	5 -10 years	10 years
Computers	3 years	3 years
Vehicles	4 years	8 years

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed off).

4 *Intangible assets*

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Initial location & license fees for stores opened up to May 15, 2010, are amortised on a straight line basis over a period of twenty years. For stores opened after May 15, 2010, Initial location & license fees are amortised on a straight line basis over the remaining period of the Master Franchise Agreement.

The Group also has software as an intangible asset having a useful life of 5 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

5 *Impairment of non-financial assets*

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

c Inventories

Inventories are valued at the lower of cost and net realizable value. Cost of materials has been determined on first-in-first out basis (FIFO). Cost of inventories comprises of all cost of purchase and other cost incurred in bringing the inventories to its present location and condition. The comparison of cost and net realizable value is made on an item by item basis. The Group periodically assesses the inventory for obsolescence and slow moving stocks.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

d Employee benefits

Defined contribution plan

State governed Provident Fund, ESIC and Labour Welfare Fund is considered as defined contribution plan and contributions thereto are charged to the Statement of Profit and Loss for the year as they are incurred. There are no other obligations, other than the contribution payable to the respective funds.

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

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

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

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in statement of profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Short-term employee benefit

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

e Foreign currency transactions

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the dates of the transactions or an average rate if the average rate approximates the actual rate on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate on the date of the transaction. Exchange differences are recognised in the statement of profit or loss.

f Income taxes

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

Current tax

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

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Current tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction.
- temporary differences related to investments in subsidiaries to the extent that the group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises deferred tax assets only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which the deferred tax asset can be realised.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

Deferred tax assets - unrecognised or recognised, are reviewed at each reporting date and are recognised / reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realised.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date.

g Provisions and contingent liabilities

The Group estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

The Group uses significant judgements to disclose contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are not recognised but disclosed in the financial statements when an inflow of economic benefit is probable.

h Cash and cash equivalents

Cash and cash equivalents in the consolidated balance sheet comprises of cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

i Impairment of Goodwill

The goodwill and indefinite life intangible assets are tested for impairment. The recoverable amount of this Cash Generating Unit (CGU) is the higher of its fair value less cost to sell and its value in use. The goodwill allocated pertains to a 100% subsidiary of listed entity and accordingly, the fair value of the CGU is determined based on market capitalisation.

j Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to owner's of the Group for the year by the weighted average number of equity shares outstanding during reporting period.

Diluted earnings per share amounts are calculated by dividing the profit attributable to equity holders of the Group by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Dilutive potential equity shares are deemed converted as of the beginning of the reporting date, unless they have been issued at a later date. In computing diluted earnings per share, only potential equity shares that are dilutive and which either reduces earnings per share or increase loss per share are included.

k Employee stock option cost

Stock Options are granted to eligible employees of the Group under the Employee Stock Option Schemes, as may be decided by the Nomination & Remuneration Committee. The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. The cost is recognised, together with a corresponding increase in stock option outstanding reserve in equity, over the period in which the performance and/ or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense. The Group has created an Employee Benefit Trust for providing share-based payment to its employees.

l Financial instruments

i Recognition and initial measurement

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

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii Classification and subsequent measurement

Financial assets

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

- amortised cost;
- Fair value through other comprehensive income (FVOCI) – debt investment;
- FVOCI – equity investment; or
- FVTPL

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

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

– the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
– the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

– the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
– the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by- investment basis.

Notes to the Consolidated Financial Statements

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All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise

i) Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

The Group does not have financial assets measured at FVOCI.

ii Classification and subsequent measurement

Financial liabilities: Classification, subsequent measurement and gains and losses

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

iii Derecognition

Financial assets

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

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

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

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

iv Offsetting of financial instruments

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

v Impairment

Financial assets (other than at fair value): The Group assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 Financial Instrument requires expected credit losses to be measured through a loss allowance. The Group recognises lifetime expected losses for trade receivables. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit or loss.

m Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

n Leases

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

Group as a lessee

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

Notes to the Consolidated Financial Statements

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Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

i *Right of Use assets*

The Group's leased asset class consists of leases for office spaces and restaurants and includes leasehold land. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

a) the contract involves the use of an identified asset

b) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and the Group has the right to direct the use of the asset.

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

The estimated useful life of the right-of-use assets are determined on the same basis as those of property, plant and equipment. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

ii *Lease liabilities*

At the commencement date of the lease, the Group recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable and amounts expected to be paid under residual value guarantees. Variable lease payments are recognized as expenses in the period in which the event or condition that triggers the payment occurs.

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

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

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

Group as a lessor

Leases for which the Group is an intermediate lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

The Group has not transferred substantially all the risks and rewards relating to the right of use asset of the head lease to the sub-lessee where it is an intermediate lessor and hence all leases are operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

Amendment to Ind-AS 116 Covid-19 related rent concessions

The ongoing COVID-19 pandemic led to the shutdown of malls, public places and bans on social gatherings The COVID-19 outbreak severely impacted the quick service restaurants (QSR) sector resulting in disruption of operations. Pursuant to the pandemic, the Group renegotiated its leasing arrangements with lessors for a significant number of stores seeking relief in lease rentals for the ensuing period.

The Ministry of Corporate Affairs notified amendment to Ind AS 116 specifying the accounting treatment for Covid 19 related rent concessions. The amendment permits lessees, as a practical expedient, to not assess whether particular rent concessions occurring as a direct consequence of the Covid-19 pandemic are lease modifications and instead to account for those rent concessions as if they are not lease modifications and consequently allowing lessees to account for the impact of the rent concessions in the statement of profit and loss. The Group has elected to apply the practical expedient of not assessing the rent concessions as a lease modification for rent concessions which are granted due to COVID 19 pandemic.

o Treasury shares

The Company has created a Westlife ESOS Trust (the 'Trust') for providing share-based payment to its employees. The Company uses the Trust as a vehicle for distributing shares to employees under the Employee Stock Option Scheme. The Trust purchase shares of the Company from the secondary market, for giving shares to employees.

Own equity instruments that are re-acquired (treasury shares) are recognised at cost and deducted from other equity. No gain or loss is recognised in the Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Share options exercised during the reporting period are settled with treasury shares.

p Standards notified but not yet effective

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective from 01 April 2023.

i Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

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The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.

The amendments are not expected to have a material impact on the Group financial statements.

ii Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107.

The Group is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

iii Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.

The Company is currently assessing the impact of the amendments.

q Cash flow statement

Cash flows are reported using the indirect method, whereby net profit / (loss) before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

The cash flows from operating, investing and financing activities of the Group are segregated. For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdraft and book overdraft as they are considered an integral part of the Group's cash management.

r Operating segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

s Dividend

The Company recognises a liability to pay dividend to equity holders of the parent when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

2 Cash and cash equivalents

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Cash and cash equivalents		
(a) Cash on hand	42.83	53.64
(b) Balances with banks:		
– On current accounts	39.67	177.62
	82.50	**231.26**
Bank balance other than above		
– Deposits with remaining maturity for less than 12 months*	201.57	1.16
Total	**284.07**	**232.42**

**Deposits are pledged as securities for borrowings taken from banks (refer note 13).*

3 Trade receivables

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
*Unsecured, considered good**	106.94	133.07
Credit impaired	-	0.54
Less: Impairment loss allowance	-	(0.54)
Total	**106.94**	**133.07**

**For Trade receivables secured against borrowings refer note 13*

Trade receivables ageing schedule: outstanding for following period from due date of payment as at 31st March

	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2023						
i) Undisputed Trade receivables – considered good	106.94	-	-	-	-	106.94
ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

(₹ in millions)

	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2022						
i) Undisputed Trade receivables – considered good	132.66	0.41	-	-	-	133.07
ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-

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as at March 31, 2023

(₹ in millions)

	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
iii) Undisputed Trade Receivables – credit impaired	-	-	0.43	-	0.11	0.54
iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-

4 Loans

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, considered good		
Loan to others (refer note i to iv)	81.20	66.90
Total	**81.20**	**66.90**

i) All loans are within India.

ii) During the current year, short term loan of ₹50 million was granted for a tenure of 11 months which is due to mature in the month of December 2023 to Art Rubber Industries Private Limited. The loan carries interest at the rate of 8.50% per annum. As at March 31, 2023, the amount outstanding in respect of the loan granted is ₹50 million.

iii) During the current year, short term loan of ₹25 million was granted for a tenure of 60 days which was due to mature on 26 Feb 23 to Ekam Ultra Farms Private Limited. The loan carries interest at the rate of 14.00% per annum. The Group has granted an extension of this existing loan for a tenure of further 90 days and the revised maturity date of loan is 27 May 23. As at March 31, 2023, the amount outstanding in respect of the loan granted is ₹25 million.

iv) During the previous year, short term loan of ₹50 million was granted which was due to mature on 22 Aug 22 to Rimjhim Properties Private Limited. The loan carries interest at the rate of 8.50% per annum. The Group has granted an extension of this existing loan for a tenure of further 5 months and the revised maturity date of loan is 22 Jan 23. The Group received its entire loan back on 20 Jan 23 and the amount outstanding in respect of the loan granted is ₹ Nil.

5 Other financial assets

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good)		
Security deposits to lessors		
Unsecured, considered good	394.34	391.60
Credit impaired	7.00	7.00
Less: Impairment loss allowance	(7.00)	(7.00)
	394.34	**391.60**
Security deposits to others	58.29	48.89
Bank deposits with original maturity beyond 12 months**	1.36	1.11
Leasehold improvements contributions receivable		
Unsecured, considered good	29.97	30.20
Credit impaired	5.00	-
Less: Impairment loss allowance	(5.00)	-
	29.97	**30.20**
Other receivables*	25.85	7.24
Total	**509.81**	**479.04**

**Other receivables includes ₹10.24 million (March 31, 2022: ₹ Nil) advance given to related party (refer note 32).*

***Deposits are pledged as securities for borrowings taken from banks (refer note 13).*

6 Inventories

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
(Valued at lower of cost and net realisable value)		
Raw materials		
Food items (includes goods in transit ₹ Nil (March 31, 2022 ₹60.48 million)	463.88	344.09
Paper Products (includes goods in transit ₹ Nil (March 31, 2022 ₹7.46 million)	143.07	121.63
Toys & Premiums	11.91	7.09
Stores, spares & consumables (includes goods in transit ₹6.60 million (March 31, 2022 ₹1.25 million)	95.41	86.64
Total	**714.27**	**559.45**

For inventories secured against borrowings refer note 13

Note: Inventories written off due to obsolesence ₹ Nil (March 31, 2022: 4.43 million). Refer note 24.

7 Current tax assets (net)

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Advance tax including tax deducted at source (net of provision for tax of ₹107.61 million (March 31, 2022: ₹107.61 million)	141.55	141.55
Total	**141.55**	**141.55**

8 Investments

(₹ in millions)

Particulars	As at March 31, 2023			As at March 31, 2022		
	At Amortised Cost	At Fair Value Through Profit or Loss (FVTPL)	Total	At Amortised Cost	At Fair Value Through Profit or Loss (FVTPL)	Total
Investments in India						
Mutual funds (refer (a) below)	-	724.44	724.44	-	789.47	789.47
Bonds (refer (b) below)	-	564.69	564.69	-	705.28	705.28
Preference shares (refer (c) below)	-	9.41	9.41	-	9.41	9.41
	-	**1,298.54**	**1,298.54**	**-**	**1,504.16**	**1,504.16**
Aggregate amount of quoted investments			1,289.13			1,494.75
Aggregate amount of unquoted instruments			9.41			9.41
Aggregate amount of impairment in value of investments			-			-
Aggregate market value of quoted instruments			1,289.13			1,494.75

Notes to the Consolidated Financial Statements

as at March 31, 2023

8 Investments *(Contd.)*

(₹ in millions)

Particulars	As at March 31, 2023		As at March 31, 2022	
	No of Units	Amount	No of Units	Amount
a) Investments in mutual funds (quoted) (valued at FVTPL)				
HDFC Money Market Fund - Direct Plan - Growth	17,102	84.17	17,102	79.61
HDFC Liquid Fund Regular Plan Growth	2,464	10.80	2,464	10.22
HDFC Equity Savings Fund- Direct Plan- Growth Option	-	-	19,85,474	104.07
Hill Fort Equity Fund - 01-Jun-2022 - A1	3,00,000	29.09	-	-
Hill Fort Equity Fund - 01-Jun-2022 - A2	4,50,000	43.31	-	-
ICICI Prudential Banking and PSU Debt-Growth	-	-	22,46,949	58.72
SBI Magnum medium duration fund	5,39,056	24.74	5,39,056	23.59
HSBC Banking and PSU Debt-Growth (Formerly known as L&T Banking and PSU Debt-Growth)	54,49,467	112.34	54,49,467	110.08
HDFC Medium Term Debt-Growth	10,69,632	54.17	11,61,204	53.13
HSBC Corporate Bond-Growth (Formerly Known as L&T Triple Ace Bond-Growth)	22,73,395	139.91	22,73,395	134.98
HDFC Credit Risk Debt Reg-Growth	15,73,007	31.86	15,73,006	30.62
ICICI Pru Credit Risk-Growth	8,14,819	21.58	8,14,819	20.51
Bandhan Low Duration Reg-Growth (Formely known as IDFC Low Duration Reg Growth Fund)	15,96,416	52.47	15,95,415	50.06
HDFC Medium Term Debt Fund - Direct Growth	11,61,204	55.02	11,61,204	51.94
SBI Magnum Medium Duration Fund- Direct - Growth	7,08,471	32.52	7,08,471	31.01
HDFC Short Term Debt Fund - Direct - Growth	11,80,235	32.45	11,80,235	30.94
		724.44		**789.47**

Notes to the Consolidated Financial Statements

as at March 31, 2023

8 Investments *(Contd.)*

(₹ in millions)

Particulars	as at March 31, 2023		as at March 31, 2022	
	No of Units	Amount	No of Units	Amount
b) Investments in bonds / NCD (quoted) (valued at FVTPL)				
IIFL Wealth Finance Ltd	-	-	430	55.75
Axis Finance Ltd	-	-	100	124.78
Piramal Capital & Housing Finance Ltd 6.75 LOA 26 Sep 31	61,000	47.49	-	-
PFC Ltd Series 198 6.98 Bd 20 April 23	50	53.28	-	-
9.15 Icici Bank 20-Jun-2023	25	26.94	-	-
Muthoot Fincorp Limited Series IX BR NCD 03 June 24	275	32.01	-	-
HDB Financial Services Ltd Series NCD 13 June 26	50	51.45	-	-
Hero Fincorp Ltd Series HFCLNCD058 NCD 13 Aug 24	50	50.89	-	-
Kotak Mahindra Investments Limited Series NCD 19 May 26	750	75.81	-	-
Liquid Gold Series 2	-	-	500	50.26
8.25% IIFL Fin Ltd Secured NCD	-	-	50,000	51.88
India Infrastruture Trust	4,00,000	33.40	4,00,000	40.00
8.75% Axis Bank Limited Series-28 NCD Perpetual	-	-	100	106.96
Liquid Gold PTC Series I	-	-	20	20.11
Embassy Office Parks Real Estate Inv Trust	29,300	9.15	29,300	10.89
Mindspace Buss Parks Real Estate Invt Trust	32,700	10.70	32,700	11.33
Powergrid Infrastructure Invit	4,96,800	60.87	4,96,800	66.52
Bank of Baroda Series XV 8.15 BD Perpetual	50	50.56	50	51.05
SBI Series II 7.73 BD Perpetual	-	-	50	51.05
SBI-7.73%-Perpetual-AT1	40	40.48	40	41.01
Powergrid Infrastructure Investment Trust	1,76,900	21.67	1,76,900	23.69
		564.69		**705.28**

(₹ in millions)

Particulars	as at March 31, 2023		as at March 31, 2022	
	No of Units	Amount	No of Units	Amount
c) Investment in Preference shares (unquoted) (valued at FVTPL)				
Ekam Ultra Farms Private Limited	11,074	4.41	11,074	4.41
Healthlicious Basil Foootech Pvt Ltd	441	5.00	441	5.00
		9.41		**9.41**
Total		**1,298.54**		**1,504.16**

Notes to the consolidated financial statements

as at March 31, 2023

9 Property, plant, equipments and Intangible assets

A Reconciliation of carrying amount

Particulars	Property, plant and equipments									Intangible assets			
	Freehold land	Building	Leasehold improvements	Restaurant equipments	Furniture & fixtures	Office equipments	Computers	Motor vehicles	Total	Goodwill on consolidation	Initial location & license fee	Computer software	Total
At cost													
Balance as at April 01, 2021	94.38	72.64	3,714.31	3,285.94	587.91	15.65	21.30	26.61	7,818.74	465.97	565.20	137.72	1,168.89
Additions	-	-	512.45	410.30	82.25	9.12	4.96	2.23	1,021.31	-	27.04	32.98	60.02
Deletions	-	-	(348.05)	(117.00)	(46.53)	(2.69)	(0.31)	(0.34)	(514.92)	-	-	-	-
Balance as at March 31, 2022	**94.38**	**72.64**	**3,878.71**	**3,579.24**	**623.63**	**22.08**	**25.95**	**28.50**	**8,325.13**	**465.97**	**592.24**	**170.70**	**1,228.91**
Balance as at April 01, 2022	94.38	72.64	3,878.71	3,579.24	623.63	22.08	25.95	28.50	8,325.13	465.97	592.24	170.70	1,228.91
Additions	52.84	-	1,230.22	1,043.87	185.21	32.39	12.15	32.78	2,589.46	-	72.79	-	72.79
Deletions	-	-	(322.68)	(89.38)	(51.03)	-	(4.14)	(14.82)	(482.05)	-	(5.06)	-	(5.06)
Balance as at March 31, 2023	**147.22**	**72.64**	**4,786.25**	**4,533.73**	**757.81**	**54.47**	**33.96**	**46.46**	**10,432.54**	**465.97**	**659.97**	**170.70**	**1,296.64**
Accumulated depreciation													
Balance as at April 01, 2021	-	18.90	1,067.87	1,509.07	240.57	12.95	16.60	3.76	2,869.72	-	194.82	88.88	283.70
Depreciation for the year (refer note 23)	-	5.93	304.39	394.26	65.89	3.06	2.87	7.34	783.74	-	44.50	17.99	62.49
Deletions	-	-	(216.96)	(88.50)	(41.63)	(2.69)	(0.31)	(0.34)	(350.43)	-	-	-	-
Balance as at March 31, 2022	**-**	**24.83**	**1,155.30**	**1,814.83**	**264.83**	**13.32**	**19.16**	**10.76**	**3,303.03**	**-**	**239.32**	**106.87**	**346.19**
Balance as at April 01, 2022	-	24.83	1,155.30	1,814.83	264.83	13.32	19.16	10.76	3,303.03	-	239.32	106.87	346.19
Depreciation for the year (refer note 23)	-	5.98	337.29	433.66	70.11	5.47	3.97	10.65	867.13	-	52.73	20.22	72.95
Deletions	-	-	(194.75)	(68.79)	(46.48)	-	(4.14)	(14.82)	(328.98)	-	(2.97)	-	(2.97)
Balance as at March 31, 2023	**-**	**30.81**	**1,297.84**	**2,179.70**	**288.46**	**18.79**	**18.99**	**6.59**	**3,841.18**	**-**	**289.08**	**127.09**	**416.17**
Carrying amounts (net)													
Balance as at March 31, 2022	94.38	47.81	2,723.41	1,764.41	358.80	8.76	6.79	17.74	5,022.10	465.97	352.92	63.83	882.72
Balance as at March 31, 2023	**147.22**	**41.83**	**3,488.41**	**2,354.03**	**469.35**	**35.68**	**14.97**	**39.87**	**6,591.36**	**465.97**	**370.89**	**43.61**	**880.47**

9 Property, plant, equipments and Other intangible assets *(Contd.)*

Note :

1 The subsidiary Company (HRPL) has created a first pari-passu charge on moveable property, plant and equipment (present and future) for availing loan facility with banks (refer note 13)

2 For contractual commitments with respect to Capital work-in-progress, refer note 34.

3 **Goodwill**

Goodwill pertains to HRPL. WDL operates McDonald's restaurants across West and South India, through HRPL, which is a cash generating unit (CGU). Goodwill is tested for impairment annually. The recoverable amount of the CGU is the higher of its fair value less cost to sell and its value in use. The fair value of the CGU is determined based on market capitalization of WDL. Accordingly, no impairment charge was identified on account of goodwill for current and the previous year.

B Capital work in progress

Capital work in progress mainly comprises of upcoming restaurants and restaurants under construction.

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Capital work in progress	566.81	355.32

Capital work-in-progress ageing schedule

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Projects in progress		
Less than 1 year	549.75	265.59
1-2 years	48.36	58.29
2-3 years	0.25	16.20
More than 3 years	3.63	15.24
Total (A)	**601.99**	**355.32**
Less: Impairment loss allowance (B)	(35.18)	-
Total (C = A-B)	**566.81**	**355.32**

C Right to use assets

Relevant line item in the Balance Sheet	Description of item of property	Gross carrying value (₹ in million)	Held in the name of	Whether holder is a promoter, director or relative of promoter / director or employee of promoter / director	Property held since which date	Reason for not being held in name of Company
Right to use assets	Restaurants premises on lease - Hyderabad Kompally Spg Ht	19.25	Sattoor Hospitalities Private Limited	No	05th Oct 2018	The Company is in process of duly registering the executed agreement.
Right to use assets	Restaurants premises on lease - Ahmedabad Thaltej Phoenix Palladium	23.63	SGH Realty LLP	No	31st March 2023	The Company is in process of duly executing agreement.

Notes to the Consolidated Financial Statements

as at March 31, 2023

10 Deferred tax assets / (liabilities) (net)

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax assets / (liabilities) are as follows :		
Deferred tax assets		
Employee benefits	49.32	53.73
Other expenses	39.99	41.20
ESOP amortisation at fair value	16.11	6.24
Lease arrangements	358.78	264.51
Excess of depreciation provided in the books over depreciation allowable under income tax laws	124.68	97.29
Fair value gain / (loss)	14.00	22.78
Accumulated losses and unabsorbed depreciation	-	33.45
Other temporary differences	0.80	0.81
	603.68	**520.02**

11 Other non-financial assets

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured, considered good)		
Capital advances	22.63	7.23
Advances other than capital advances		
Prepaid expenses	155.76	78.21
Advance to employees	4.65	5.18
Advance to suppliers**	37.71	41.29
Balances with government authorities	232.06	228.96
Depositor Education and Awareness Fund*	-	0.00
Total	**452.81**	**360.87**

** Amount less than ₹5,000*

*** Advance to suppliers includes ₹ Nil (March 31, 2021 ₹9.33 million) advance given to related party (refer note 32).*

12 Trade payables

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Trade payables		
- Total outstanding dues to micro enterprises and small enterprises (refer note 37)	53.34	42.60
- Total outstanding dues to creditors other than micro enterprises and small enterprises (refer note 32)	1,823.39	1,679.67
Total	**1,876.73**	**1,722.27**

Trade Payables ageing schedule: outstanding for following period from due date of payment as at 31st March

(₹ in millions)

Particulars	Unbilled	Not due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2023							
MSME	5.71	1.88	45.21	0.20	0.03	0.31	53.34
Others	915.44	234.50	649.40	8.74	7.08	8.23	1,823.39
	921.15	**236.38**	**694.61**	**8.94**	**7.11**	**8.54**	**1,876.73**

12 Trade payables *(Contd.)*

(₹ in millions)

Particulars	Unbilled	Not due	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2022							
MSME	-	0.11	38.71	2.92	0.40	0.46	42.60
Others	1,143.73	22.09	492.52	10.24	2.10	8.99	1,679.67
	1,143.73	**22.20**	**531.23**	**13.16**	**2.50**	**9.45**	**1,722.27**

13 Borrowings

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
At amortised cost		
Secured		
Short-term loan from banks (refer note i to ix below)	2,070.00	2,010.00
Total	**2,070.00**	**2,010.00**

i The Group had availed a total facility of ₹1,000 million (March 31, 2022: ₹1,000 million) from HDFC Bank Limited and was converted into a mutually interchangeable overdraft facility of ₹200 million and short term loan facility of ₹800 million. This facility is sanctioned for the purpose of financing working capital/business expansion. To avail this facility, the Company has created an exclusive charge on the credit card receivables to the extent of ₹200 million by way of hypothecation and for balance pari-passu charge on movable fixed assets. Interest charged at 5.00% p.a.- 8.11% p.a. (March 31, 2022: 5.00% p.a.- 7.50% p.a.) is payable monthly. The overdraft facility is repayable on demand and short term loan facility is repayable within 180 days with a cooling period of 2 days. As at March 31, 2023 the amount outstanding in respect of the said facility is ₹800 million (March 31, 2022: ₹630 million).

ii The Group has availed a revolving short term loan facility of ₹2,000 million (March 31, 2022: ₹2,000 million) from Australia and New Zealand Banking Group Limited (ANZ Bank) for the purpose of financing operating capital expenditure. Interest on short term loan facility is charged at 5.85% p.a. to 8.00% p.a. (March 31, 2022: 5.45% p.a. to 6.00% p.a.). The loan is repayable within 180 days from the date of any drawdown. As at March 31, 2023 the amount outstanding in respect of the said facility is ₹ Nil (March 31, 2022: ₹ Nil) and amount outstanding in respect of the overdraft facility was ₹ Nil (March 31, 2022: ₹ Nil). To avail these short term loan and overdraft facility, the Group has created a first pari passu charge on the movable assets.

iii The Group has availed a revolving short term loan facility of ₹600 million (March 31, 2022: ₹600 million) from Development Bank of Singapore India Limited for the purpose of financing operating capital expenditure. The Group has created a first pari-passu charge on all stock and book debts. Interest is charged at 5.11% p.a. to 6.20% p.a. (March 31, 2022: 5.00% p.a. to 5.50% p.a). The loan is repayable on demand. As at March 31, 2023 the amount outstanding in respect of the said facility is ₹ Nil (March 31, 2022: ₹ 350 millions).

iv The Group has availed a loan facility of ₹750 million (March 31, 2022: ₹750 million) with Kotak Mahindra Bank Ltd. which is mutually interchangeable into short term and overdraft facility. The short term loan facility was availed at an interest rate of 5.00% p.a. to 7.75% p.a. (March 31, 2022: 4.90% p.a. to 5.30% p.a). This facility is for financing the working capital requirement and is repayable on demand. As at March 31, 2023 the amount outstanding in respect of the said facility is Nil (March 31, 2022: ₹50. million). The Group has also availed an overdraft facility with Kotak Mahindra Bank Ltd. at an interest rate of 7.90% p.a. - 9.45% p.a. (March 31, 2022: 7.20% p.a to 8.10% p.a.). During the previous year, the Group has created a first pari passu charge on the movable assets to facilitate the short term loan and overdraft facility.

v The Group has availed a short term loan facility of ₹750 million (March 31, 2022: ₹750 Million) with ICICI Bank Ltd. This facility includes an overdraft facility of ₹100 million (March 31, 2022:

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as at March 31, 2023

₹100 Million). Interest is charged at 5.00% p.a. to 8.60% p.a (March 31, 2022: 5.00% to 5.25% p.a). To avail this short term loan and overdraft facility, the Group has created a first pari passu charge on all current assets and exclusive charge on debit/credit card receivables to the extent of ₹100 million. The amount outstanding in respect of the short term loan facility as at March 31, 2023 is ₹590 million (March 31, 2022: ₹450 Million).

vi The Group has availed a combined working capital facility of ₹1000 million (March 31, 2022: ₹1000 Million) from IDFC First Bank Ltd. As at March 31, 2023 the amount outstanding in respect of the said facility is Nil (March 31, 2022: Nil). To avail these short term loan and overdraft facility, the Group has created a first pari passu charge on the movable assets.

vii The Group has availed a short term loan facility of ₹750 million (March 31, 2022: ₹750 Million) with Axis Bank Ltd. This facility includes an overdraft facility of ₹50 million (March 31, 2022: ₹50 Million). Interest is charged at 5.10% p.a. to 7.85% p.a (March 31, 2022: 5.00% to 5.25% p.a). To avail this short term loan and overdraft facility, the Group has created a first pari passu charge on movable Fixed Assets. The amount outstanding in respect of the short term loan facility as at March 31, 2023 is ₹680 million (March 31, 2022: ₹530 Million).

viii There are no pending creation and satisfaction of charges with respect to the secured loans.

ix The quarterly returns or statements filed by the Group with banks or financial institutions are in agreement with the books of account of the Company except in previous year as follows:

(₹ in millions)

Net Current Assets	April - June 22	July - Sep 22	Oct - Dec 22	Jan - March 23
As per books	(1,191)	(1,184)	(1,268)	(1,047)
As per returns	(1,191)	(1,184)	(1,268)	(1,047)
Variance	-	-	-	-

(₹ in millions)

Net Current Assets	April - June 21	July - Sep 21	Oct - Dec 21	Jan - March 22
As per books	(1,324)	(1,325)	(1,046)	(1,021)
As per returns	(1,415)	(1,318)	(1,046)	(1,021)
Variance (on account on Ind AS Adjustments)	91	(7)	-	-

The Group has not defaulted in repayment of scheduled interest and principal repayments relating to borrowings.

14 Other non-financial liabilities

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory dues	206.04	105.91
Other payables (refer note 32)	122.66	86.68
Total	**328.70**	**192.59**

15 Other financial liabilities

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Security deposits	2.01	3.01
Liability for capital expenditure	464.41	340.44
Interest accrued	4.80	3.64
Employee related liabilities (refer note 32)	492.89	410.65
Loan from landlord	-	2.67
Total	**964.11**	**760.41**

16 Provisions

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for employee benefits (refer note 31)	103.61	133.61
Provision for income tax	26.75	-
Total	**130.36**	**133.61**

17 Equity share capital

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised		
160,925,000 (March 31, 2022: 160,925,000) equity shares of ₹2 each	321.85	321.85
460,000 (March 31, 2022: 460,000) 8% cumulative redeemable preference shares of ₹10 each	4.60	4.60
	326.45	**326.45**
Issued, subscribed and fully paid up		
155,936,165 (March 31, 2022: 155,926,665) equity shares of ₹2 each, fully paid up	311.88	311.86
	311.88	**311.86**

i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year.

(₹ in millions)

Equity shares of ₹2 each fully paid up	March 31, 2023		March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
Shares outstanding at the beginning of the year	15,59,26,665	311.85	15,58,02,865	311.61
Shares issued on exercise of employee stock options	9,500	0.03	1,23,800	0.24
Shares outstanding at the end of the year	15,59,36,165	311.88	15,59,26,665	311.85

ii) Rights, preferences and restrictions

Equity shares

The Company has only one class of equity shares having par value of ₹2 per share . Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend, if any proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, 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.

Preference shares

The Company has only one class of preference shares having par value of ₹10 per share. These shares carry a right to cumulative dividend of 8% p.a. The shares are redeemable at any time within 20 years from the date of issue at the option of the Company by giving a 48 hour prior written notice to the holders at the specified redemption price.

Notes to the Consolidated Financial Statements

as at March 31, 2023

17 Equity share capital *(Contd.)*

iii) Information regarding aggregate number of equity shares issued during the five years immediately preceding the date of Balance Sheet:

The Company has not bought back any shares during the past five years.

9,500 equity shares have been issued under Employee Stock Option Plans (March, 31 2022: 123,800) for which only exercise price has been received in cash (refer note 38)

No equity shares have been forfeited.

iv) Details of shares in the Company held by each shareholder holding more than 5% shares is as follows:

Equity shares of ₹2 each fully paid up	No. of Ordinary Shares held			
	March 31, 2023		March 31, 2022	
	No. of shares	% of shares held	No. of shares	% of shares held
Horizon Impex Private Limited	4,69,59,896	30.11%	4,69,59,896	30.12%
Subh Ashish Exim Private Limited	3,34,01,707	21.42%	3,34,01,707	21.42%
ICICI Prudential Life Insurance Company Limited	45,04,813	2.89%	91,75,962	5.88%
SBI Equity Hybrid Fund	1,17,20,216	7.52%	98,05,050	6.29%
Rajiv Himatsingka	91,66,979	5.88%	94,25,418	6.04%

As per records of the Company, including register of shareholders/members and declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of the shares.

v) Disclosure of shareholding by the Promoter's of the Company:

Name of the Promoter	March 31, 2023		March 31, 2022		% Change during the year
	No. of shares	% Holding	No. of shares	% Holding	
Achal Jatia	29,74,075	1.91%	36,73,755	2.36%	-19%
Anurag Jatia	6,17,724	0.40%	10,17,724	0.65%	-39%
Amit Jatia	50,000	0.03%	50,000	0.03%	-
Banwari Lal Jatia	1,187	0.00%	1,187	0.00%	-
Lalita Devi Jatia	50	0.00%	50	0.00%	-
Usha Devi Jatia	50	0.00%	50	0.00%	-
Akshay Amit Jatia	1	0.00%	1	0.00%	-
Amit Jatia (HUF)	1	0.00%	1	0.00%	-
Smita Jatia	1	0.00%	1	0.00%	-
Ayush Jatia	1	0.00%	1	0.00%	-

Name of the Promoter	March 31, 2022		March 31, 2021		% Change during the year
	No. of shares	% Holding	No. of shares	% Holding	
Achal Jatia	36,73,755	2.36%	36,73,755	2.36%	-
Anurag Jatia	10,17,724	0.65%	50,000	0.03%	1935%
Amit Jatia	50,000	0.03%	50,000	0.03%	-
Banwari Lal Jatia	1,187	0.00%	1,187	0.00%	-

17 Equity share capital *(Contd.)*

Name of the Promoter	March 31, 2022		March 31, 2021		% Change during the year
	No. of shares	% Holding	No. of shares	% Holding	
Lalita Devi Jatia	50	0.00%	50	0.00%	-
Usha Devi Jatia	50	0.00%	50	0.00%	-
Akshay Amit Jatia	1	0.00%	1	0.00%	-
Amit Jatia (HUF)	1	0.00%	1	0.00%	-
Smita Jatia	1	0.00%	1	0.00%	-
Ayush Jatia	1	0.00%	1	0.00%	-

vi) Shares reserved for issue under options

For details of shares reserved for issue under the Employee Stock Option Plan of the Company, refer note 38

17A Other equity

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Summary		
(a) Capital reserve	(2,519.61)	(2,519.61)
(b) Securities premium reserve	7,131.22	7,127.60
(c) General reserve	2.54	2.54
(d) Employee Stock Options Outstanding	-	24.80
(e) Retained earnings	4,177.56	3,052.24
(f) Share Application Money Pending Allotment	-	0.10
(g) Treasury shares	(251.51)	(185.61)
(h) Capital Reduction (refer note 17(h))	(3,192.88)	(3,192.88)
Total	**5,347.32**	**4,309.18**

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Capital reserve		
Opening balance	(2,519.61)	(2,519.61)
Closing balance	**(2,519.61)**	**(2,519.61)**
(b) Securities premium reserve		
Opening balance	7,127.60	7,080.40
Additions on ESOP's exercised	1.71	24.40
Transferred from Employee Stock Option Outstanding	1.91	22.80
Closing balance	**7,131.22**	**7,127.60**
(c) General reserve		
Opening balance	2.54	2.54
Closing balance	**2.54**	**2.54**
(d) Employee Stock Options Outstanding		
Opening balance	24.80	44.15
Employee Stock Options recognised at fair value	-	3.45
Transferred to loan availed from subsidiary due to cancelation of existing ESOS scheme (refer note no 32(a) & 38)	(22.89)	-

Notes to the Consolidated Financial Statements

as at March 31, 2023

17 Equity share capital *(Contd.)*

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Transferred to securities premium on account on exercise of stock options	(1.91)	(22.80)
Closing balance	-	**24.80**
(e) Retained earnings		
Opening balance	3,052.24	(106.78)
Profit / (Loss) for the year	1,115.80	(16.66)
Other comprehensive income / (loss) for the year	9.52	(17.20)
Adjustment pursuant to Capital Reduction (refer note 17(h))	-	3,192.88
Closing balance	**4,177.56**	**3,052.24**
(f) Share application money pending allotment		
Opening balance	0.10	-
Shares allotted during the year	(0.10)	0.10
Closing balance	-	**0.10**
(g) Treasury Shares		
Opening balance	(185.61)	-
Addition during the year	(65.90)	(185.61)
Closing balance	**(251.51)**	**(185.61)**
(h) Capital Reduction		
Opening balance	(3,192.88)	-
Addition during the year	-	(3,192.88)
Closing balance	**(3,192.88)**	**(3,192.88)**

Notes:

(a) Capital reserve

Capital reserve was created pursuant to the composite scheme of arrangement (amalgamation of WestPoint Leisureparks Private Limited, Triple A Foods Private Limited and demerger of Westlife Development Limited) under section 391 to 394 of the Companies Act, 1956 sanctioned by the Hon'ble High Court of Bombay.

The excess amount of the book value of investment under the composite scheme of arrangement over its cost of investment is treated as capital reserve.

(b) Securities premium reserve

Securities premium reserve is used to record the premium received on issue of shares by the Company. The reserve can be utilised in accordance with the provision of Section 52(2) of Companies Act, 2013.

(c) General reserve

The general reserve is a free reserve which is used from time to time to transfer profits from / to retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

(d) Employee Stock Options Outstanding

The Company has established equity-settled share-based payment plans for certain categories of employees of subsidiary company (refer note 38)

(e) Retained earnings

Retained earnings represent the profits that the Company has earned till date, less any transfers to general reserve. Retained earnings is a free reserve. Retained earnings includes re-measurement loss/(gain) on defined benefit plans, net of taxes that will not be reclassified to statement of profit and loss.

(f) Share application money pending allotment

Share application money pending allotment represents application money received on account of Employee Stock Option Scheme. As at March 31, 2022, the Company had received ₹100 each per share towards allotment of 1000 equity share at exercise price of ₹100 each and was shown under share application money pending allotment. The Company had made the allotment on April 12, 2022.

(g) Treasury shares

The Company has formed a Trust for purchasing Company's shares to be allotted to eligible employees under Equity Settled ESOP Scheme 2013 (Scheme 2013). As per Ind AS 32 - Financial Instruments: Presentation, re-acquired equity shares of the Company are called Treasury Shares and are deducted from equity.

(h) Adjustment pursuant to the Scheme of Capital Reduction of HRPL

During previous year, pursuant to the board resolution dated August 13, 2021 passed by the Company and shareholders' resolution dated September 13, 2021 passed at the Annual General Meeting of Hardcastle Restaurants Private Limited (HRPL), wholly owned subsidiary, the Company approved the scheme of Capital Reduction in HRPL, in accordance with the provisions of Section 52 and Section 66 of the Companies Act, 2013 (the 'Act') read with National Company Law Tribunal ('NCLT') (Procedure for reduction of share capital of Company) Rules, 2016 and other applicable provisions of the Act. The Hon'ble NCLT approved the said Scheme vide its Order dated March 03, 2022. HRPL has filed a certified copy of the Order with the Registrar of Companies ('ROC'), Mumbai on March 31, 2022.

In accordance with the order passed for capital reduction arrangement, accumulated losses of HRPL until 30 June 2021 were adjusted against HRPL's share capital and securities premium. Consequently, in the consolidated financial statements of Westlife Development Limited, consolidated retained earnings have been adjusted to the extent of INR 3192.88 million being the net difference arising on consolidation by way of squaring off of share capital and securities premium of HRPL against carrying value of investment in WDL in standalone financial statements, the corresponding impact of such adjustment has been disclosed as 'Capital Reduction' under Reserve and Surplus.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

18 Revenue from operations

(₹ in millions)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sales (refer note (a) and (b) below)	22,593.97	15,560.86
Net gain on fair value changes on financial instruments designated at FVTPL (refer note (c) below)	6.30	4.49
Other operating revenue		
a) Conducting fees	1.86	0.94
b) Franchising income	5.98	2.95
c) Scrap sales	63.86	32.79
d) Space rental & alliances income	5.90	4.10
e) Miscellaneous provisions written back	103.92	158.77
Total	**22,781.79**	**15,764.90**

(₹ in millions)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
a) Details of Sales		
Food	16,318.13	11,500.28
Beverages, Desserts, Others	6,275.84	4,060.58
Total	**22,593.97**	**15,560.86**
b) For revenue from sale of products, the reconciliation of contract price to revenue from sale of products is as below:		
Contract price	22,593.97	15,560.86
Less : Trade discount, volume rebates etc.	-	-
	22,593.97	**15,560.86**
c) Fair value changes:		
Unrealised	**6.30**	**4.49**

19 Other income

(₹ in millions)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest income at amortised cost		
- Bank deposits	5.45	0.23
- Interest on investments	31.30	22.47
- Others	33.06	32.08
Profit on sale of investments	78.61	170.98
Gain on lease modification, concession and termination (net) (refer note 41)	39.65	46.14
Miscellaneous income	15.31	5.49
Total	**203.38**	**277.39**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2023

20 Cost of materials consumed

(₹ in millions)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Inventory at the beginning of the year	472.81	411.29
Add: Purchases during the year	7,006.04	5,190.95
	7,478.85	**5,602.24**
Less: Inventory at end of the year	(618.86)	(472.81)
Total	**6,859.99**	**5,129.43**
20.1 - Details of cost of materials consumed		
Food	5,865.14	4,636.44
Paper	970.59	454.50
Toys & Premiums	24.26	38.49
Total	**6,859.99**	**5,129.43**

21 Employee benefits expense

(₹ in millions)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, wages and bonus	2,416.51	1,748.15
Contribution to provident and other funds (refer note 31(a))	234.74	168.73
Employee stock compensation expense (refer note 38)	71.17	4.08
Gratuity (refer note 31(b))	28.48	22.75
Staff welfare expenses	354.88	151.62
Total	**3,105.78**	**2,095.33**

22 Finance Cost

(₹ in millions)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Interest on		
- Borrowings at amortised cost	129.16	122.26
- Leases liabilities (refer note 41(ii))	783.56	693.03
- Bank overdraft at amortised cost	4.56	5.67
- Others	4.00	0.01
Bank charges	6.19	5.32
Total	927.47	826.29

23 Depreciation and amortisation expense

(₹ in millions)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation on property, plant and equipment (refer note 9)	867.13	783.74
Depreciation on Right to use assets (refer note 41(i))	581.78	517.74
Amortisation of intangible assets (refer note 9)	72.95	62.49
Total	**1,521.86**	**1,363.97**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

24 Other expenses

(₹ in millions)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Electricity utilities	1,119.09	787.21
Gas utilities	232.16	186.40
Other utilities	65.70	48.91
Conducting charges	994.68	645.22
Logistics service charges	1,673.69	1,391.73
Marketing and promotions	1,035.92	702.84
Royalty fee	1,038.45	707.75
Maintenance & repairs - restaurant equipments	279.42	232.97
Maintenance & repairs - others	369.58	338.22
Operating supplies at stores	271.23	206.19
Travelling and conveyance	115.03	59.27
Legal and professional fees (refer note 24.1 below)	208.09	156.30
Director sitting fees	5.66	4.40
Rent	103.44	36.68
Inventories written off	-	4.43
Impairment loss allowance on trade receivables	-	0.54
Processing charges	829.43	321.56
Loss on investments carried at fair value through statement of profit and loss (net)	56.41	90.50
Property, plant and equipment written off	80.58	82.42
Training and development expenses	10.99	3.14
Communication costs	52.68	47.63
Rates & taxes	35.91	22.49
Insurance	29.96	20.64
Exchange differences (net)	4.93	0.71
Miscellaneous expenses	462.51	549.78
Total	**9,075.54**	**6,647.93**

Note 24.1 :

(₹ in millions)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Payment to auditors including goods and services tax (included in Legal and professional)		
As auditor :		
Audit fees	7.42	6.49
In other capacity		
Certification matters	0.12	0.25
Reimbursement of expenses	0.55	0.24
Total	**8.09**	**6.98**

25 Tax expense

A Amount recognised in statement of profit and loss

(₹ in millions)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
(a) Current tax		
Current year	465.60	-
Prior years	-	-
(b) Deferred tax charge / (credit)		
Attributable to:		
Employee benefits	1.19	(1.66)
Other expenses	1.22	(12.64)

25 Tax Expense *(Contd.)*

A Amount recognised in statement of profit and loss

(₹ in millions)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Lease arrangements	(94.27)	(71.59)
ESOP amortisation at fair value	(9.86)	(4.07)
Excess of depreciation provided in the books over depreciation allowable under income tax laws	(27.38)	(19.10)
Accumulated losses and unabsorbed depreciation	33.45	182.44
Fair value gain / (loss)	8.78	(73.75)
Other temporary differences	-	(3.63)
Net deferred tax credit	**(86.87)**	**(4.00)**
Total tax (credit)	**378.73**	**(4.00)**

B Amount recognised in other comprehensive income

(₹ in millions)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Income tax related to items recognised in other comprehensive income		
Re-measurements of defined benefit plan	3.22	(5.78)
Total income tax recognised in other comprehensive income	**3.22**	**(5.78)**

C Reconciliation of tax expense and accounting profit multiplied by India's domestic tax rate

(₹ in millions)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit / (Loss) before tax	1,494.53	(20.66)
Applicable income tax rate (refer note below)	25.17%	25.17%
Expected income tax expense (a)	**376.17**	**(5.20)**
Effects of:		
Non-deductible expenses		
Others	2.56	1.20
Sub-total (b)	**2.56**	**1.20**
Total charge as per statement of profit and loss (a) + (b)	**378.73**	**(4.00)**

Note:

i During the year ended March 31, 2020, the subsidiary (HRPL) had elected to exercise the option to pay income tax at a concessional rate, as permitted under section 115BAA of the Income tax act, 1961.

D. Movement in temporary differences

Particulars	Balance as at April 01, 2022	Recognised in profit or loss during 2022-23	Recognised in OCI during 2022-23	Utilisation	Balance as at March 31, 2023
Employee benefits	53.73	(1.19)	(3.22)	-	49.32
Other expenses	41.20	(1.22)	-	-	39.98
ESOP amortisation at fair value	6.24	9.86	-	-	16.10
Lease arrangements	264.51	94.27	-	-	358.78

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

25 Tax Expense *(Contd.)*

Particulars	Balance as at April 01, 2022	Recognised in profit or loss during 2022-23	Recognised in OCI during 2022-23	Utilisation	Balance as at March 31, 2023
Excess of depreciation provided in the books over depreciation allowable under income tax laws	97.29	27.38	-	-	124.68
Accumulated losses and unabsorbed depreciation	33.45	(33.45)	-	-	-
Fair value gain / (loss)	22.78	(8.78)	-	-	14.00
Other temporary differences	0.81	-	-	-	0.81
Total	**520.02**	**86.87**	**(3.22)**	**-**	**603.68**

Particulars	Balance as at April 01, 2021	Recognised in profit or loss during 2021-22	Recognised in OCI during 2021-22	Utilisation	Balance as at March 31, 2022
Employee benefits	46.29	1.66	5.78	-	53.73
Other expenses	28.56	12.64	-	-	41.20
ESOP amortisation at fair value	2.17	4.07	-	-	6.24
Lease arrangements	192.92	71.59	-	-	264.51
Excess of depreciation provided in the books over depreciation allowable under income tax laws	78.19	19.10	-	-	97.29
Accumulated losses and unabsorbed depreciation	215.89	(182.44)			33.45
Fair value gain / (loss)	(50.96)	73.75	-	-	22.78
Other temporary differences	(2.82)	3.63	-	-	0.81
Total	**510.24**	**4.00**	**5.78**	**-**	**520.02**

26 Maturity analysis of financial assets and liabilities

The table below shows an analysis of financial assets and liabilities analysed according to when they are expected to be recovered or settled.

(₹ in millions)

Particulars	For the year ended March 31, 2023			For the year ended March 31, 2022		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Financial assets						
(a) Cash and cash equivalents	82.50	-	82.50	231.26	-	231.26
(b) Bank balance other than (a) above	201.57	-	201.57	1.16	-	1.16
(c) Receivables			-			
(I) Trade receivables	106.94	-	106.94	133.07	-	133.07

26 Maturity analysis of financial assets and liabilities *(Contd.)*

(₹ in millions)

Particulars	For the year ended March 31, 2023			For the year ended March 31, 2022		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
(d) Loans	76.42	4.78	81.20	51.32	15.58	66.90
(e) Investments	645.03	653.51	1,298.54	1,030.01	474.15	1,504.16
(f) Other financial assets	61.38	448.43	509.81	48.95	430.09	479.04
Total	**1,173.84**	**1,106.72**	**2,280.56**	**1,495.77**	**919.82**	**2,415.59**
Financial liabilities						
(a) Payables						
(I) Trade payables						
(i) total outstanding dues of micro enterprises and small enterprises	53.34	-	53.34	42.60	-	42.60
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	1,823.39	-	1,823.39	1,679.67	-	1,679.67
(b) Borrowings (Other than debt securities)	2,070.00	-	2,070.00	2,010.00	-	2,010.00
(c) Lease liabilities	1,095.45	8,864.58	9,960.03	951.31	7,584.30	8,535.60
(d) Other financial liabilities	962.10	2.01	964.11	758.16	2.25	760.41
Total	**6,004.28**	**8,866.59**	**14,870.87**	**5,441.73**	**7,586.55**	**13,028.28**

27 Fair value measurement

a Financial instruments by category

The carrying value and fair value of financial instruments by categories as of March 31, 2023 were as follows:

Particulars	Amortised cost	Fair Value Through Profit or Loss	Total carrying value
Assets:			
Cash and cash equivalents	82.50	-	82.50
Bank balance other than above	201.57	-	201.57
Investments	-	1,298.54	1,298.54
Trade receivables	106.94	-	106.94
Loans	81.20	-	81.20
Other financial assets	509.81	-	509.81
Total	**982.02**	**1,298.54**	**2,280.57**
Liabilities:			
Borrowings	2,070.00	-	2,070.00
Lease liabilities	9,960.03	-	9,960.03
Trade payables	1,876.73	-	1,876.73
Other financial liabilities	964.11	-	964.11
Total	**14,870.87**	**-**	**14,870.87**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

27 Fair value measurement *(Contd.)*

The carrying value and fair value of financial instruments by categories as of March 31, 2022 were as follows:

Particulars	Amortised cost	Fair Value Through Profit or Loss	Total carrying value
Assets:			
Cash and cash equivalents	231.26	-	231.26
Bank balance other than above	1.16	-	1.16
Investments	-	1,504.16	1,504.16
Trade receivables	133.07	-	133.07
Loans	66.90	-	66.90
Other financial assets	479.04	-	479.04
Total	**911.43**	**1,504.16**	**2,415.59**
Liabilities:			
Borrowings	2,010.00	-	2,010.00
Lease liabilities	8,535.60	-	8,535.60
Trade payables	1,722.27	-	1,722.27
Other financial liabilities	760.41	-	760.41
Total	**13,028.28**	**-**	**13,028.28**

Carrying amounts of cash and cash equivalents, trade receivables, loans and trade payables as at March 31, 2023 and 2022, approximate the fair value due to their nature. Carrying amounts of bank deposits, earmarked balances with banks, other financial assets and other financial liabilities which are subsequently measured at amortised cost also approximate the fair value due to their nature in each of the periods presented. Fair value measurement of lease liabilities is not required.

b Fair value hierarchy

This section explains the judgement and estimates made in determining the fair values of the financial instruments that are

a) recognised and measured at fair value.

b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level is mentioned below :

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2 - The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

27 Fair value measurement *(Contd.)*

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis :

Particulars	As at March 31, 2023	Fair value measurement at end of the reporting year		
		Level 1	Level 2	Level 3
Assets				
Investments in mutual funds	724.44	724.44	-	-
Investments in bonds / NCD	564.69	564.69	-	-
Investment in equity shares	9.41	-	-	9.41

Particulars	As at March 31, 2022	Fair value measurement at end of the reporting year		
		Level 1	Level 2	Level 3
Assets				
Investments in mutual funds	789.47	789.47	-	-
Investments in bonds / NCD	705.28	705.28	-	-
Investment in equity shares	9.41	-	-	9.41

Reconciliation of level 3 fair value measurement of financial assets is as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	**9.41**	**-**
Additions during the year	-	9.41
Impairment in value of investments	-	-
Balance at the end of the year	**9.41**	**9.41**

Measurement of fair values

The following tables show the valuation techniques used in measuring Level 1 fair values, for financial instruments measured at fair value in the statement of financial position.

Financial instruments measured at fair value

Type	Valuation technique
Investment in mutual funds and corporate bonds	The fair values of investments in mutual fund units is based on the Net Asset Value [NAV] as stated by the issuer of these Mutual Fund Units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of Mutual Funds and the price at which issuers will redeem such units from the investors.

The cost of unquoted investments included in Level 3 of fair value hierarchy approximate their fair value because there is a wide range of possible fair value measurements and the cost represents estimate of fair value within that range.

There have been no transfers between Level 1, Level 2 and Level 3 for the years ended March 31, 2023 and March 31, 2022.

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28 Financial risk management

Financial risk

In the course of its business, the Group is exposed to a number of financial risks: credit risk, liquidity risk and market risk . This note presents the Group's objectives, policies and processes for managing its financial risk and capital. The key risks and mitigating actions are also placed before the Board of Directors of the Group. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group manages the risk through the finance department that ensures that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. The activities are designed to:

- protect the Group's financial results and position from financial risks
- maintain market risks within acceptable parameters, while optimising returns; and
- protect the Group's financial investments, while maximising returns.

A Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk arises on liquid assets, financial assets, trade and other receivables.

In respect of its investments the Group aims to minimize its financial credit risk through the application of risk management policies.

Trade receivables are subject to credit limits, controls and approval processes. Basis the historical experience, the risk of default in case of trade receivable is low. Provision is made for doubtful receivables on individual basis depending on the customer ageing, customer category, specific credit circumstances and the historical experience of the Group.

The Group has trade receivables amounting to ₹106.94 millions as at March 31, 2023 (March 31, 2022 - ₹133.07 millions). There are no significant amounts due by more than 180 days and not provided for. Management believes that these are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

The Group also has an exposure in respect of other financial assets, viz; cash and cash equivalents, fixed deposits with banks, loans, security deposits and others.

Credit risk on cash and cash equivalents (including bank balances, fixed deposits and margin money with banks) is limited as the Group generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

Security deposits are interest free deposits given by the Group primarily for properties taken on lease. Provision is taken on a case to case basis depending on circumstances with respect to non recoverability of the amount. None of the other financial instruments of the Group result in material concentration of credit risk.

28 Financial risk management *(Contd.)*

(₹ in millions)

Particulars	Amortised cost
As at March 31, 2023	589.65
As at March 31, 2022	544.82

Loans, security deposits, and other receivables:

Expected credit loss for loans, security deposits and other receivables:

(₹ in millions)

Particulars		Year ended	Asset group	Gross carrying amount	Expected probability of default	Expected credit losses	Carrying amount, net of impairment provision
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	31-03-2023	Loans	81.20	0%	-	81.20
			Security Deposits	452.64	0%	-	452.64
			Leasehold improvements contributions receivable	29.97	0%	-	29.97
			Other receivable	25.85	0%	-	25.85
Loss allowance measured at 12 month expected credit loss	Financial assets for which credit risk has not increased significantly since initial recognition	31-03-2022	Loans	66.90	0%	-	66.90
			Security Deposits	440.48	0%	-	440.48
			Leasehold improvements contributions receivable	30.20	0%	-	30.20
			Other receivable	7.24	0%	-	7.24

The movement in the allowance for impairment in respect of trade receivables is as follows:

Particulars	March 31, 2023	March 31, 2022
Balance as at April 1	**0.54**	2.84
Loss allowance created	**-**	0.54
Loss allowance adjusted	**(0.54)**	(2.84)
Balance as at March 31	**-**	0.54

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B Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's corporate treasury department is responsible for liquidity and funding. In addition, processes and policies related to such risks are overseen by senior management.

The Group's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet its liabilities when they are due without incurring unacceptable losses or risking damage to the Group's reputation.

The Group is able to maintain the liquidity through sales realised across all the restaurants and use of bank overdrafts and bank loans.

Maturity patterns of financial liabilities:

As at 31 March 2023	Carrying Amount	Less than 1 year	1 year - 2 years	2 years to 3 years	3 years and above	Total
Borrowings	2,070.00	2,070.00	-	-	-	2,070.00
Trade payables	1,876.73	1,876.73	-	-	-	1,876.73
Lease liabilities (Refer note 41 (iv))	9,960.03	1,062.19	1,093.79	1,114.98	16,668.72	19,939.67
Other financial liabilities	964.11	964.11	-	-	-	964.11
Total	**14,870.87**	**5,973.03**	**1,093.79**	**1,114.98**	**16,668.72**	**24,850.51**

As at 31 March 2022	Carrying Amount	Less than 1 year	1 year - 2 years	2 years to 3 years	3 years and above	Total
Borrowings	2,010.00	2,010.00	-	-	-	2,010.00
Trade payables	1,722.27	1,722.27	-	-	-	1,722.27
Lease liabilities (Refer note 41 (iv))	8,535.60	886.36	922.84	951.23	14,561.63	17,322.06
Other financial liabilities	760.41	760.41	-	-	-	760.41
Total	**13,028.28**	**5,379.04**	**922.84**	**951.23**	**14,561.63**	**21,814.74**

C Market risk

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

i) Currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. The Group's exposure to currency risk relates primarily to the Group's operating activities when transactions are denominated in a different currency from the Group's functional currency.

28 Financial risk management *(Contd.)*

(a) The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

Particulars	Currency	31-Mar-23			31-Mar-22		
		Total Exposure	Hedged Exposure	Net Foreign Currency Exposure	Total Exposure	Hedged Exposure	Net Foreign Currency Exposure
Monetary Assests	USD	-	-	-	-	-	-
Monetary Liabilities (Trade Payables excluding provisions)	USD	0.22	-	0.22	-	-	-

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The Group's exposure to foreign currency changes for all other currencies is not material.

Year	Change in USD Rate	Effect on profit before tax and equity
31st March, 2023	5%	0.01
	-5%	-0.01
31st March, 2022	5%	-
	-5%	-

ii) 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 Group's interest rate risk arises from bank borrowings and overdrafts with variable rates and also interest on deposits with banks.

The sensitivity analyses below have been determined based on exposure to interest rate with floating rates. The analysis is prepared assuming the amount of borrowings and deposits with banks that are outstanding at the end of the reporting period, was outstanding for the whole year. The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings and deposits with banks affected. With all other variables held constant, the Group's profit / (loss) before tax is affected through the impact on floating rate as follows:

Particulars	Effect on loss before tax Year ended March 31, 2023	Effect on loss before tax Year ended March 31, 2022
Increase / decrease in basis points		
150 basis points	2.01	1.92

iii) Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Group's investment in mutual funds is exposed to pricing risk. Other financial instruments held by the company does not possess any risk associated with trading. An increase of 5 percent in Net Assets Value (NAV) of mutual funds would decrease the loss before tax by approximately ₹75.21 million (March 31, 2022 - ₹99.22 million). A similar percentage decrease would have resulted equivalent opposite impact.

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for the year ended March 31, 2023

29 Capital Management

The Group's objective for capital management is to maximise shareholder value, safeguard business continuity and support the growth of the Group. The Group determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements are met through loans and operating cash flows generated. The Group is not subject to any externally imposed capital requirements.

The Group monitors capital using a ratio of 'net debt' to 'equity'. For this purpose, net debt is defined as total interest bearing loans and borrowings less cash and cash equivalents. Equity comprises all components of equity. The Group's debt to equity ratio as at March 31, 2023 and March 31, 2022 was as follows :

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Total borrowings	2,070.00	2,010.00
Less : Cash and cash equivalents	82.50	231.26
Net debt	1,987.50	1,778.74
Equity	5,659.20	4,621.03
Debt to equity ratio	0.35	0.38

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

30 Earnings per share

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Profit / (Loss) attributable to equity shareholders (basic)	1,115.80	(16.66)
Weighted average number of equity share (basic - in nos.)		
Number of equity shares as at 1 April	15,59,26,665	15,58,02,865
Add: Weighted average effect of share options exercised	8,973	54,463
Weighted average number of equity shares outstanding at the end of the year	15,59,35,638	15,58,57,328
Basic earnings per share (in ₹)	**7.16**	**(0.11)**
Profit / (Loss) attributable to equity shareholders (diluted)	1,115.80	(16.66)
Weighted average number of equity shares (diluted - in nos.)		
Weighted average number of equity shares outstanding (basic)	15,59,35,638	15,58,57,328
Add: Potential equity shares under stock options (refer note below)	-	-
Weighted average number of equity shares outstanding at the end of the year	15,59,35,638	15,58,57,328
Diluted earnings per share (in ₹)	**7.16**	**(0.11)**

Note:

At 31 March 2023, Nil options (31 March 2022: 246,980) were excluded from the diluted weighted average number of equity shares calculation because their effect would have been anti-dilutive.

31 Disclosure under Indian Accounting Standard 19 (Ind AS 19) on employee benefits:

a) Defined contribution plan:

Amount recognised and included in note 21 "Contribution to provident and other funds" represents:

(₹ in millions)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Provident fund	191.66	128.53
Employees State Insurance Scheme (ESIC)	42.09	20.68
Labour welfare fund	0.99	19.52
Total	**234.74**	**168.73**

b) Defined benefit plan:

The Group sponsors the Gratuity plan, which is governed by the Payment of Gratuity Act, 1972 and makes annual contribution to trust controlled by the Group, who in turn, invests in the Employees Group Gratuity Scheme of eligible funds for qualifying employees. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary for each completed year of service subject to a maximum of ₹2 million.

(i) Gratuity: Group has charged the gratuity expense to statement of profit and loss based on the actuarial valuation of gratuity liability at the end of the year. The assumptions considered in the projected unit credit method used to compute the gratuity liability are as under:

(₹ in millions)

Assumptions	As at March 31, 2023	As at March 31, 2022
Expected rate of return on plan assets	7.29%	5.53%
Discount rate	7.29%	5.53%
Salary escalation	6.50%	6.50%
Attrition rate :		
Crew	30.00%	30.00%
Others	12.00%	12.00%
Average expected future service	3 years	3 years
Retirement age	58 years	58 years

Mortality rate during employment as per Indian Assured Lives Mortality (2012-14) (Urban) (Previous year: 2012-14).

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31 Disclosure under Indian Accounting Standard 19 (Ind AS 19) on employee benefits:*(Contd.)*

(ii) Table showing change in present value of projected benefit obligation:

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of projected benefit obligation at the beginning of the year	143.97	114.78
Interest cost	7.96	5.95
Current service cost	21.08	17.36
Past service cost	-	-
Benefits paid directly by employer	-	-
Benefits paid from fund	(22.09)	(17.00)
Actuarial (gains)/losses on obligations - due to change in demographic assumptions	-	*
Actuarial (gains)/losses on obligations - due to change in financial assumptions	(12.80)	(2.55)
Actuarial losses on obligations - due to experience	0.05	25.43
Present value of projected benefit obligation at the end of the year	**138.17**	**143.97**

** represents value less than ₹5000.*

(iii) Tables of fair value of plan assets:

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Fair value of plan assets at the beginning of the year	10.36	10.79
Interest income	0.57	0.56
Contributions by employer	45.73	16.11
Benefits paid	(22.09)	(17.00)
Expected return on plan assets, excluding interest income	(0.01)	(0.10)
Fair value of plan assets at the end of the year	**34.56**	**10.36**

(iv) Amount recognised in the balance sheet

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of benefit obligation at the end of the year	(138.17)	(143.97)
Fair value of plan assets at the end of the year	34.56	10.36
Funded status (surplus/(deficit))	(103.61)	(133.61)
Net (liability) / asset disclosed in the balance sheet	**(103.61)**	**(133.61)**

31 Disclosure under Indian Accounting Standard 19 (Ind AS 19) on employee benefits:*(Contd.)*

(v) Net interest cost for the year

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Present value of projected benefit obligation at the beginning of the year	143.97	114.78
Fair value of plan assets at the beginning of the year	(10.36)	(10.79)
Net liability/ (assets) at the beginning of the year	**133.61**	**103.99**
Interest cost	7.96	5.95
Interest income	(0.57)	(0.56)
Net interest cost for current year	**7.39**	**5.39**

(vi) Expenses recognised in the statement of profit & loss for the year

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Current service cost	21.08	17.36
Net interest cost	7.39	5.39
Past service cost	-	-
Expenses recognised in the statement of profit & loss	**28.48**	**22.75**

(vii) Expenses recognised in the other comprehensive income

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Actuarial (gain) / loss on obligation for the year	(12.75)	22.88
Return on plan assets, excluding interest income	0.01	0.10
Net (income)/expense for the year recognized in OCI	**(12.74)**	**22.98**

(viii) Balance Sheet reconciliation

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening net liability	133.61	103.99
Expenses recognized in statement of profit or loss	28.48	22.75
Expenses recognized in OCI	(12.74)	22.98
Benefits paid directly by employer	-	-
Employers contribution	(45.73)	(16.11)
Amount recognised in the balance sheet	**103.61**	**133.61**

(ix) Category of assets

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Cash And Cash Equivalents with the Trust	5.00	-
Insurer managed funds (LIC)	29.56	10.36

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31 Disclosure under Indian Accounting Standard 19 (Ind AS 19) on employee benefits:*(Contd.)*

(x) Other details

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Expected contribution in the next year	95.86	83.31
Weighted average duration of the projected benefit obligation	6 years	6 years

(xi) Maturity Analysis of the benefits payments - from the fund

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Projected benefits payable in future years from the date of reporting		
1st following year	21.34	21.78
2nd following year	19.13	18.74
3rd following year	18.91	19.66
4th following year	15.73	17.55
5th following year	17.87	14.28
Sum of years 6 to 10	53.24	50.63
Sum of years 11 and above	70.25	58.69

(xii) Sensitivity analysis

(₹ in millions)

Particulars	As at March 31, 2023	As at March 31, 2022
Projected benefit obligation on current assumptions	138.17	143.97
Delta effect of +1% change in the rate of discounting	(6.23)	(6.75)
Delta effect of -1% change in the rate of discounting	6.95	7.57
Delta effect of +1% change in the rate of salary increase	6.94	6.55
Delta effect of -1% change in the rate of salary increase	(6.33)	(6.06)
Delta effect of +1% change in the rate of employee turnover	(0.26)	(0.80)
Delta effect of -1% change in the rate of employee turnover	0.24	0.85

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period , while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

31 Disclosure under Indian Accounting Standard 19 (Ind AS 19) on employee benefits:*(Contd.)*

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There is no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

(xiii) Risk exposure

These defined benefit plans typically expose the Group to actuarial risks as under:

a) Investment risk

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

b) Interest rate risk

A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

c) Mortality risk

Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

d) Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

32 Related party disclosures

In compliance with Indian Accounting Standard 24 - "Related Party Disclosures", the required disclosures are given below:

Related party and their relationships

(A) Others - With whom transactions have been taken place during the year:

1)	Key management personnel	Mr. Amit Jatia, Chief Executive Officer
		Mr. Sanjay Soni, Whole Time Director
		Mr Saurabh Kalra, Managing Director (with effect from March 20, 2023)
		Mr. Saurabh Bhudolia, (with effect from January 18, 2023)
		Mr. Pankaj Roongta, (resigned with effect from December 08, 2021)
		Mrs. Namrata Mathur, Director (resigned with effect from November 25, 2022)
		Dr Shatadru Sengupta, Company Secretary and Compliance Officer
		Mrs. Radha Jain, Company Secretary

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32 Related party disclosures *(Cond.)*

2)	Relatives of key management personnel	Mr. Banwari Lal Jatia, (Non Excutive Director resigned with effect from January 31, 2023) father of Mr. Amit Jatia,
		Mrs. Smita Jatia, wife of Mr. Amit Jatia,
		Mr. Ayush Jatia, son of Mr. Amit Jatia,
		Mrs. Diya Ayush Jatia, wife of Mr. Ayush Jatia,
		Mr. Akshay Jatia, son of Mr. Amit Jatia,
		Mrs. Mehak Akshay Jatia, wife of Mr. Akshay Jatia,
		Mr. Achal Jatia (Director till July 29,2021)
3)	Non Executive Directors	Mr P R Barpande
		Mr Tarun Kataria
		Mr Manish Chokhani
		Ms Amisha Jain
		Mr Nitin Mhatre
		Ms Deepa Bhajekar
4)	Enterprises over which key management personnel or their relatives is/are able to exercise significant influence	Vishwas Investment & Trading Company Private Limited
		Hardcastle Petrofer Private Limited
		Ronald McDonald House Charities Foundation India (RMHC India)
		Vandeep Trade Links Private Limited
		Subh Ashish Exim Private Limited
		Horizon Impex Private Limited
		Hardcastle and Waud Manufacturing Company Ltd.
		Admas Industries Private Limited
		Concept Highland Business Private Limited
		Hardcastle Restaurants Private Limited- Gratuity Fund

32 Related party disclosures *(Cond.)*

Related party transactions

(a) Transactions and balances with enterprises over which key management personnel or their relatives is/are able to exercise significant influence

(₹ in millions)

Particulars	Hardcastle and Waud Manufacturing Company Limited		Concept Highland Business Private Limited		Vishwas Investment & Trading Company Private Limited		Vandeep Trade Links Private Limited		Subh Ashish Exim Pvt Ltd		Horizon Impex Pvt Ltd		Admas Industries Private Limited		Hardcastle Restaurants Private Limited- Gratuity Fund		Ronald McDonald House Charities Foundation India (RMHC India)	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Rent expense	-	0.17	-	-	-	-	-	0.93	-	-	-	-	-	-	-	-	-	-
Payment to Gratuity Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	45.73	16.11	-	-
Common Area Maintenance Charges	-	-	-	-	-	-	-	0.32	-	-	-	-	-	-	-	-	-	-
Purchase consideration of Property	-	-	-	64.75	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	2.67	-	0.18	-	-	1.94	1.99	1.88	2.11	1.07	0.33	-	-	0.91	-
Outstanding balance included in loans and other assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	10.24	9.33
Outstanding balance included in other current liabilities	-	0.01	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Outstanding balance included in trade payables	-	-	-	-	-	-	-	-	0.26	-	0.23	-	0.28	-	-	-	-	-

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for the year ended March 31, 2023

32 Related party disclosures *(Cond.)*

(b) Transactions with key management personnel

(₹ in millions)

Particulars	Sanjay Soni		Namrata Mathur		Saurabh Kalra		Saurabh Bhudolia		Pankaj Roongta		Radha Jain	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Remuneration*	23.11	13.36	12.86	12.31	0.68	-	3.39	-	-	13.09	2.52	2.02
Payable	1.22	1.05	-	1.31	0.68	-	1.46	-	-	-	0.23	0.25

(c) Transactions with relatives of key management personnel

(₹ in millions)

Particulars	B. L. Jatia		Amit Jatia		Smita Jatia		Achal Jatia		Akshay Jatia	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Remuneration*	-	-	183.20	126.95	83.81	49.90	-	-	45.40	40.66
Payable	-	20.00	42.53	44.08	4.50	2.70	-	-	2.35	4.02
Director's sitting fees	0.15	0.23	0.68	0.55	0.70	0.50	-	0.15	0.25	-

(d) Transactions with key management personnel

(₹ in millions)

Particulars	P R Barpande		Tarun Kataria		Manish Chokhani		Amisha Jain		Nitin Mhatre		Deepa Bhajekar	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Director's sitting fees	0.93	0.55	0.95	0.65	0.80	0.55	0.50	0.50	0.15	-	0.07	-

Terms and conditions

All transactions with these related parties are on arm's length basis and the resulting outstanding balances are to be settled in cash within the credit period allowed as per the policy. None of the balances are secured.

** Remuneration to key managerial personnel / relatives of key management personnel does not include provisions made for gratuity and ESOP as they are determined for the company as a whole.*

33 Contingent liabilities not provided for in the accounts:

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Claims against the Group not acknowledged as debts		
Sales tax/ VAT, Serice Tax and Excise related matters (refer note i, ii, iii, iv, v, vi, vii)	168.13	658.02
Goods and Services tax related matter (refer note viii & ix)	95.14	95.14
Income tax related matters (refer note x)	426.32	425.49
	689.59	**1,178.65**

Sales tax / VAT related matters

i The Group had preferred an appeal before the Maharashtra Sales Tax Tribunal against a demand of ₹2.41 million (Previous Year: ₹2.41 million) against the appeal order passed by the Joint Commissioner of Sales Tax (Appeal) II Mumbai on account of disallowance of resale of toys and cheese and taxability of Birthday Party Income for the year 2003-04. The Maharashtra Sales Tax Tribunal has partly allowed the appeal in case of Birthday party income and dismissed the claim of resale sale. The Group has filed Rectification Application before the Maharashtra Sales Tax Tribunal, Mumbai since apparent errors were made in the judgment. A reference application is also filed before Tribunal in addition to rectification application.

Secondly, the Group has preferred an appeal before Joint Commissioner of Sales Tax (Appeal) II Mumbai against demand of ₹1.64 million (Previous Year ₹1.64 million) as per order passed by assessing officer on account of disallowance of resale of toys and cheese and taxability of Birthday Party Income for the year 2004-05. The appeal is pending before the Joint Commissioner of Sales Tax. The Group has deposited an aggregate amount of ₹1.53 million as part payment as directed by the said authorities for both the years.

ii During the financial year 2013-14, the Group had received demand notices aggregating to ₹97.39 million for the years 2008-09 to 2012-13 issued by the Assistant Commissioner of Commercial Taxes, Tamil Nadu towards Tamil Nadu Value Added Tax. The Group had filed an appeal before the Appellate Deputy Commissioner against the aforesaid demand and had paid ₹97.39 million under protest. During the previous years, the Appellate Deputy Commissioner has dismissed the appeal by the Group and the Group had filed an appeal before Tribunal against the order of Appellate Deputy Commissioner. Based on the advice of external counsel, the Group believes it has good ground for the appeal to be decided in its favour. Accordingly, no provision is considered necessary in this matter.

iii The Group had received demand of ₹44.26 million on September 2006 on the ground that operations conducted in the restaurant premises amount to manufacture. Vide order dated 20 July 2017, the Custom, excise and Service Tax appellate Tribunal (Appellate Tribunal) has remanded the appeal for fresh adjudication with the departmental authorities, which is pending as of date. The Group has very good case for subsequent period on Identical facts and issue, the Appellate Tribunal has passed two orders on merits in favour of the Group.

iv The proposed Social Security Code, 2019, when promulgated, would subsume labour laws including Employees' Provident Funds and Miscellaneous Provisions Act and amend the definition of wages on which the organisation and its employees are to contribute towards Provident Fund. The Group believes that there will be no significant impact on its contributions to Provident Fund due to the proposed amendments. Additionally, there is uncertainty and ambiguity in interpreting and giving effect to the guidelines of Hon. Supreme Court vide its ruling in February 2019, in relation to the scope of compensation on which the organisation and its employees are to contribute towards Provident Fund. The Group will evaluate its position and act, as clarity emerges.

v During the Financial Year 2022-23, the Company had received show cause cum demand notice aggregating ₹20.13 million under Excise Audit 2000 issued by Additional Commissioner. Out of which Company has already paid ₹6.78 million including interest of ₹3.51 million towards ineligible input tax credit and Interest payment made to supplier beyond 90 days. The Company have filed reply before The Additional Commissioner for balance amount of ₹16.86 million.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

33 Contingent liabilities not provided for in the accounts: *(Cond.)*

Various points have been raised like Non-payment of service tax on reconciliation of service tax return with financials, Availment of CENVAT credit on invoices issued prior to 1 year, Ineligible CENVAT credit, Interest on payment made to supplier beyond 90 days, Non-payment of service tax on expenses reconciliation and Wrong availment of CENVAT credit.

The Company had provided detailed submission, reconciliation and made the payment wherever required. The Company believes and based on the advice of Consultant, has a very good case on both law and facts for reconciliation, Non-payment of service tax on expenses reconciliation and ineligible CENVAT credit. Accordingly, no provision is considered necessary in this matter.

vi During the Financial Year 2013-14, the Group had received demand notice aggregating ₹1.0 million under Kerala Value Added Tax Act 2003 issued by Commissioner due to difference in turnover between VAT audit report and return. The tax has already paid on turnover shown in VAT audit report. The Group has filed appeal before Commissioner.

vii During the Financial Year 2017-18, the Group had received demand notice aggregating ₹1.30 million under Maharashtra Value Added Tax Act 2002 issued by Deputy Commissioner due to mismatch of J1 and J2 Credit and disallowance of credit on fuel and Gas. The Group has filed appeal before the Joint Commissioner of State Tax.

Goods and Services tax related matter

viii The Group had received notice for intimation of investigation under Rule 129 of the Central Goods and Services Tax Rules, 2017 from the Directorate General of Anti-Profiteering (DGAP). The subject-matter of the investigation was after the rate of GST on the services provided by the Group was reduced with effect from 15.11.2017, whether the Group passed on the benefit of such reduction to the recipients of services in terms of section 171 of Central Goods and Services Tax Act, 2017. The said investigation is for the period of 15th November 2017 to 31st January 2018. The Group had objected to the invocation of anti-profiteering provisions under the GST statute on both constitutional grounds and factual grounds, only some of which are listed below:

The constitutional grounds:

1. Section 171 and the related delegated legislation is in abrogation of Article 14 of the Constitution of India as it does not lay down any guidance for the The National Anti-Profiteering Authority (NAA) for exercise of statutory power and that sub-delegation to NAA to notify procedure and methodology is patently bad in law.
2. The statutory scheme is without constitutional sanction as it is a price control legislation and therefore, not considering costs other tax patently offends Article 19(1)(g) of the Constitution of India.
3. The composition of the NAA is bad in law and violates Article 14 of the Constitution of India.

The factual grounds:

1. The proceedings are bad in law as the period for completion of the investigation was unilaterally enhanced under Rule 129 sans an opportunity of hearing to the Group and constitutes a violation of the principles of natural justice.
2. The impugned order has been passed by the NAA after the time period as contemplated under Rule 133 and hence proceedings are bad in law.
3. No methodology being notified under Rule 126 (either general or specific as raised by the Group) greatly prejudices the Group as an effective defense cannot be mounted since the relevant law is unknown, rendering the proceedings as opaque and manifestly arbitrary. This is further evident as different standards have been followed for similarly-placed businesses.
4. In the absence of a specified methodology, all possible manners of computation are equally valid, and preference cannot be granted to one over the other. The Group has shown

33 Contingent liabilities not provided for in the accounts: *(Cond.)*

through three different means of computation that the cost of Input Tax Credit ("ITC") is 10% - 12.24% while the average incremental revenue is 9.43%. Therefore, the only possible conclusion is that the Group has not indulged in profiteering, but rather passed on benefits more than what was required under law. If one is to follow the methodology as held by the NAA, the cost of ITC on aerated beverages is 40%, but price increase can only be 9.11%. This is absurd, patently illogical and unsustainable in law.

5. The entire proceedings are illegal as the scope of the investigation is different in the reference by the Standing Committee and the Directorate General of Anti-Profiteering ("DGAP"). Hence, the investigation is illegal as jurisdiction of DGAP is based on reference of Standing Committee only.

6. The order traverses beyond the scope of Section 171. Under this provision, only benefit to the extent of tax can be demanded and nothing in excess thereof. Further, such amount can only be demanded from a registered person, which in the present case is the GSTIN of the Group in Maharashtra. Both these principles have been ignored entirely in the order rendering the entire exercise illegal.

   The National Anti-Profiteering Authority (NAA) had heard the Group on the above grounds, and had not accepted the contentions of the Group, and passed an order as follows:

   (i) confirmed the demand of ₹74.93 million,

   (ii) given direction to the Group reduce prices for the subsequent period.

   (iii) The said order has been challenged by way of a writ petition no. 469 of 2021 filed with the High Court of Bombay. In the first hearing before the High Court of Bombay, liberty had been granted to the Group to approach the court if the situation so arises, and matter has been adjourned. Pending disposal of the writ petition and based on the advice of external counsel, the Group believes that Group has a very good case on both law and facts. Accordingly, no provision is considered necessary in this matter.

ix During the year 2021-2022, the Group had received show cause notice under section 74 read with section 122 of the CGST Act, 2017 from Joint Commissioner CGST & C. Ex Mumbai Central alleging that the Group has wrongly availed credit of amount of EC or SHEC amounting ₹20.21 million

In respect of the above SCN the Company has paid tax amount approx. ₹14 million, interest amount approx. 11 million and penalty amount approx. 3 million against the demand amount under protest and filed reply stating that the Company has a vested right to avail benefit of the unutilized amount of EC or SHEC.

Factual Grounds

1. Charging Section i.e. Section 66 of the Service Tax Law provides that service tax at the rate of 12% should be levied on the value of taxable service. Further, Section 91 of Finance Act, 2004 provides that EC at the rate of 2% and Section 136 of the Finance Act, 2007 provides that SHEC at the rate of 1% should be levied respectively on the service tax amount. Effectively, service tax rate was 12.36% on the value of services. It further submitted that EC and SHEC earlier levied on provision of services was withdrawn from 1 June 2015 and were subsumed and included in the service tax. As these cesses were subsumed in the service tax levy, the amount lying in the credit towards EC and SHEC should be available as CENVAT credit of service tax. In other words, this is not a case of abolition of EC and SHEC but the cesses were added and became part of the excise duty or service tax.

2. Reliance is placed on the dictionary definition of the term "subsumed", which means to include, absorb in something else or incorporated into something larger or more general. Therefore, unutilised EC and SHEC should be allowed to be utilized for payment of service tax on taxable service, for otherwise the action would be clearly arbitrary, capricious and tantamount to lapsing of credit accrued on the input, though higher excise duty or service

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for the year ended March 31, 2023

33 Contingent liabilities not provided for in the accounts: *(Cond.)*

tax was payable on the output. The Group has a vested right to claim benefit of utilization of the unutilized credit

3. Group further submits that they claim a vested right to avail benefit of the unutilized amount of EC or SHEC credit, which was available and had not been set off as on 1 June 2015 for payment of tax on taxable services. The contention of the Group is that EC and SHEC were subsumed in the Central Excise Duty, is substantiated by the fact that the general rate of which was increased from 12% to 12.5%, and Service tax, which was increased from 12.36% to 14%.

4. The Group further places reliance upon the Budget Speech of the Finance Minister and the memorandum explaining provisions of Finance Bill, 2015, which reads:

   As part of the movement towards GST, I propose to subsume the Education Cess and the Secondary and Higher Education Cess in Central Excise duty. In effect, the general rate of Central Excise Duty of 12.36% including the cesses is being rounded off to 12.5%

   It is proposed to increase the present rate of Service Tax plus education cesses from 12.36% to a consolidated rate of 14%

5. Reference is also made to the Explanation given by the Joint Secretary, Tax Research Unit, Ministry of Finance, Government of India, vide letter F.No.334/5/2015-TRU dated 28 February 2015, which reads

6. The rate of Service Tax is being increased from 12% plus Education Cesses to 14%. The 'Education Cess' and 'Secondary and Higher Education Cess' shall be subsumed in the revised rate of Service Tax. Thus, the effective increase in Service Tax rate will be from the existing increase in Service Tax rate will be from the existing rate of 12.36% (inclusive of cesses) to 14%, subsuming the cesses

Income tax related matters

x Pursuant to search and seizure conducted in 2018, the income-tax authorities issued an Order in July 2021 under Section 153A of the Income-Tax Act, 1961 directing the Group to file revised returns for 7 years under block assessment. Block assessment for the period A.Y 2013-14 to A.Y. 2019-20 was completed during the year and the tax authorities had raised a demand amounting to ₹477.53 Million. There were apparent errors in determining the tax demand of ₹477.53 Million for which the Group has filed rectification applications in July 2021. The rectification orders were passed in February 2022. However, while determining the revised demand as per the rectification order, multiple errors were made in the Tax Computation Sheet resulting in a tax demand of ₹425.49 Million against original demand of ₹477.53 Million. The Group has approached the income tax authorities to revise the rectification order. Upon the rectification being given effect to by the income-tax authorities, the possible tax demand shall stand rectified from ₹425.49 Million to ₹75.45 Million. The Group has also filed an appeal in October 2021 before the Commissioner of Income Tax (Appeals) against the origional tax demand of ₹477.53 Million. The hearing is yet to be concluded and the company believes the case is not tenable.

Notes

i) Pending resolution of the respective proceedings, it is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above as it is determinable only on receipt of judgements / decisions pending with various forums / authorities.

ii) The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial position. The Group does not expect any reimbursements in respect of the above contingent liabilities.

33 Contingent liabilities not provided for in the accounts: *(Cond.)*

iii) The Group has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the yearend, the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iv) Regarding the amounts disclosed above, it is not practicable to disclose information on the possibility of any reimbursements as it is determinable only on the occurrence of uncertain future events.

34 Capital and other Commitments

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for is ₹ 413.52 million (March 31, 2022: ₹ 456.89 million).

35 Service Tax on Conducting Charges

The Group had, in accordance with legal advice, filed a petition before the Bombay High Court challenging the amendment in law pertaining to levy of service tax on renting of immovable property retrospectively from June 1, 2007. The Hon'ble High Court dismissed the petition and upheld the constitutional validity of the amendment.

Against the Judgement, the Retailers Association of India (RAI) (of which the Group is a member) had, on behalf of its members, preferred an appeal in the Hon'ble Supreme Court of India (SCI). The said appeal is pending for disposal by the SCI. However, by an order ("the Order"), the SCI issued, inter alia, the following directions:

1) All members of RAI to deposit 50% of the arrears due for the period 1st June, 2007 through 30th September, 2011 with the concerned department in three equated installments on or before 1st November, 2011, 1st January, 2012 and 1st March, 2012;

2) For the balance 50% of the arrears, all the members of RAI are:

    (a) To file solvent surety to the satisfaction of the jurisdictional Commissioners;

    (b) To file affidavits in the SCI, within four weeks from the date of the Order, undertaking to pay the balance arrears of service tax, stayed in terms of the Order, as may be directed by the SCI at the time of final disposal of the appeal;

3) The successful party in the appeal to be entitled to interest on the amount stayed by the SCI at such rate as may be directed by the SCI at the time of final disposal of the appeal.

    For the service tax due from 1st October, 2011, no relief in terms of injunction was granted by the SCI.

    In respect of above SCI directions, out of total demand of ₹14.84 million, the Company had deposited 50% of the disputed demand amounting to ₹7.42 million. and for the balance, 50% provided solvent surety. The amount under dispute has been fully provided in books.

    The Group has commenced payment of service tax with effect from 1st October, 2011 to those parties to whom the Group has contractually agreed to pay service tax.

36 Segment reporting:

There is no separate reportable segment as per Ind AS 108 on 'Operating Segments' in respect of the Group.

The Group operates in single segment only. There are no operations outside India and hence there is no external revenue or assets which require disclosure.

No revenue from transactions with a single external customer amounted to 10% or more of the Group's total revenue in year ended 31 March 2023 or 31 March 2022 .

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for the year ended March 31, 2023

37 Details of dues to Micro and Small Enterprises as defined under MSMED Act, 2006

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year*:		
- Principal	53.34	42.60
- Interest	-	-
Amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprises Development Act, 2006 along with amounts of payment made to supplier beyond the appointed day during accounting year	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	-	-

Based on confirmation / information available with the Group

38 Employee Stock Option Scheme

a) The Group provides share based payment scheme (the 'Scheme') which covers certain eligible employees of the Group. According to the Scheme, the employees selected by the Nomination and Remuneration Committee from time to time would be entitled to options, subject to satisfaction of the prescribed vesting conditions. Westlife ESOS Trust (the 'Trust') has been established to facilities the scheme.

ESOS Scheme 2013

On September 18, 2013, the board of directors approved the Equity Settled ESOP Scheme 2013 (Scheme 2013) for issue of stock options to the key employees of the Group. The contractual life (comprising the vesting period and the exercise period) of options granted is 9 years. The other relevant terms of the grant are as below:

Vesting period	Graded vesting – 20% every year (granted upto 2013)
	Graded vesting – 25% every year (granted post 2013)
Exercise period	9 years

ESOS Scheme 2021

The shareholders of the Holding Company at its meeting held on September 16, 2021 by way of special resolution, formulated the "The Westlife Development Limited Employees Stock Option Scheme 2021" (referred to as 'the Company's 2021 ESOS Scheme'). ESOP is the primary arrangement under which shared plan service incentive are provided to certain employees of it's subsidiary Company.

38 Employee Stock Option Scheme *(Contd.)*

b) The details of the activity under the scheme are as below :

Particulars	March 31, 2023			
	The ESOS Trust Scheme 2021	Weighted average exercise price (₹)	No of Options (ESOS 2013)	Weighted average exercise price (₹)
Outstanding at the beginning of the year	-	-	2,46,980	-
Granted during the year	3,92,986	411.07	-	-
Forfeited / lapsed during the year	20,375	418.94	2,37,480	237.87
Exercised during the year	-	-	9,500	182.18
Expired during the year	-	-	-	-
Outstanding at the end of the year	3,72,611	410.64	-	-
Exercisable at the end of the year	-	-	-	-

Particulars	March 31, 2022	
	No of Options (ESOS 2013)	Weighted average exercise price (₹)
Outstanding at the beginning of the year	4,06,530	230.43
Granted during the year	-	-
Forfeited / lapsed during the year	35,750	302.45
Exercised during the year	1,23,800	199.06
Expired during the year	-	-
Outstanding at the end of the year	2,46,980	235.72
Exercisable at the end of the year	2,28,230	222.65

For options exercised during the year, the weighted average share price at the exercise date was ₹466.44 per share (March 31, 2022: ₹510.63 per share).

The weighted average remaining contractual life for the stock options outstanding as at March 31, 2023 is 6.88 years (March 31, 2022: 3.54 years). The range of exercise prices for options outstanding at the end of the year was ₹2/- to ₹698.50/- (March 31, 2022: ₹100/- to ₹300/-)

c) Effect of employee share based payment plans on the Statement of Profit and Loss and on its financial position.

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Total employee compensation cost pertaining to share option plans*	71.17	4.08

During the year ended 31st March 2023, the Holding Company ('the Company') vide Board resolution dated 18 May 2022, approved the transition of stock options held by certain employees of its subsidiary company i.e. Hardcastle Restaurants Private Limited from "The Westlife Development Limited Employees Stock Option Scheme 2013" (referred to as 'the Company's 2013 ESOS Scheme') to ""The Westlife Development Limited Employee Stock Option (Trust) Scheme 2021" ('referred to as the Company's 2021 ESOS Scheme').

Pursuant to the transition, stock options granted earlier by the Company under the Company's 2013 ESOS Scheme were cancelled on obtaining consent from respective option holders

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

38 Employee Stock Option Scheme *(Contd.)*

who were paid ₹480 lakhs as cash payout in lieu of cancellation. Consequently, net effect on cancellation of options of ₹24.7 million after adjusting balance in 'Employees Stock Option Outstanding Reserve' of ₹23.3 million was charged to the profit and loss of the subsidiary company. Further, as per the transition, in lieu of cancellation of options the option holders were also granted new stock options under Company's 2021 ESOS Scheme in accordance with the terms as set out in the said scheme.

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Liability for employee stock options outstanding at year end	-	24.80

In respect of Options granted under the Employee Stock Option Plan the accounting is done as per requirements of Ind AS 102. The Company has granted all of its options to the employees of its subsidiary company and the related expenses are recovered from the subsidiary company.

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Amount recovered for employee stock option plan inclusive of taxes	-	4.08

d) Options granted but not eligible for exercise at end of the year is 3,72,611 (March 31, 2022: 18,750)

e) The fair values are measured based on the Black-Scholes formula. Expected volatility, an input in this formula, is estimated by considering historic average share price volatility. The inputs used in the measurement of grant-date fair values are as follows:

(₹ in millions)

Particulars	March 31, 2023 ESOS 2013	March 31, 2023 The ESOS Trust Scheme 2021	March 31, 2022 ESOS 2013
Weighted average fair value (₹)	-	-	-
Dividend yield	-	-	-
Expected volatility	-	40.33	-
Risk-free interest rate (%)	-	7.13	-
Weighted average share price (₹)	-	617.99	-
Exercise Price (₹)	-	411.07	-
Expected life of options granted in years	-	4.63	-

f) A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS, including:

Particulars	ESOS 2013	The ESOS Trust Scheme 2021
i) Date of shareholders' approval	October 30, 2013	September 06, 2021
ii) Total number of options approved under ESOS	15,00,000	77,33,433

38 Employee Stock Option Scheme *(Contd.)*

Particulars	ESOS 2013	The ESOS Trust Scheme 2021
iii) Vesting requirements	The lock in period between grant and vesting is twelve months and there is no lock in period after the exercise. There shall be a vesting period of one (1) year between grant and vesting of options, and the options granted would not vest more than 5 (five) year from the date of grant of such options.	The lock in period between grant and vesting is twelve months and there is no lock in period after the exercise.
iv) Exercise price or pricing formula	₹100/-, ₹238/-, ₹246.70/-, ₹314.80/-, ₹394.80/-.	₹2/-, ₹457.25/-, ₹500/-, ₹698.50
v) Maximum term of options granted	Five years from the date of grant of options	The vesting of Stock Options may be spread over a period of a certain number of years after the one year from the date of Grant, as may be decided by the Nomination and Remuneration Committee ('the Committee').
vi) Source of shares (primary, secondary or combination)	Primary Market (new shares allotted against exercise of stock options)	Secondray Market
vii) Variation in terms of options	No variation in terms of options	No variation in terms of options

39 Going Concern

During the current year, the Group has a net profit of ₹1,115.80 million and has generated net cash from operating activities of ₹3,485.16 million. As on March 31, 2023 the Group had cash and cash equivalents of ₹82.50, Investments of ₹1,298.54 million and borrowings of ₹2,070 million. However, during previous year the Group had incurred a net loss of ₹16.66 million and had generated net cash from operating activities of ₹1,705.76 million. As on March 31, 2022 the Group had cash and cash equivalents of ₹231.26 million, Investments of ₹1,504.16 million and borrowings of ₹2,010.00 million. Accordingly, the financial statements of previous year did not include any adjustments that might result from the outcome of these uncertainties since the Group had established an ongoing source of revenue through its various business models including delivery and take away to cover its operating costs and fund its working capital requirements.

40 The Group has evaluated subsequent events from the balance sheet date through May 09, 2023, the date at which the financial statements were available to be issued, and determined that there are no items to report.

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for the year ended March 31, 2023

41 Disclosure on Ind-AS 116

Leases

Group as lessee

The Group's leased assets primarily consist of Stores, Office premises, leasehold land and Godowns. Leases of office premises and stores generally have lease term between 10 to 30 years. The Group has applied low value exemption for office equipments and accordingly these are excluded from Ind AS 116. The leases include non cancellable periods and renewable option at the discretion of lessee for determination of lease term where the Group is certain to exercise such option.

i) Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

(₹ in millions)

Particulars	Buildings	Leasehold Land	Total
As at April 1, 2021	**7,001.17**	**7.27**	**7,008.44**
Additions	1,171.49	64.95	1,236.44
Modification	72.77	-	72.77
Termination	(82.02)	-	(82.02)
Depreciation expenses	(516.95)	(0.79)	(517.74)
As at March 31, 2022	**7,646.46**	**71.43**	**7,717.89**

(₹ in millions)

Particulars	Buildings	Leasehold Land	Total
As at April 1, 2022	**7,646.46**	**71.43**	**7,717.89**
Additions	1,767.39	-	1,767.39
Modification	24.80	-	24.80
Termination	(170.68)	-	(170.68)
Depreciation expenses	(580.64)	(1.14)	(581.78)
As at March 31, 2023	**8,687.33**	**70.29**	**8,757.62**

ii) Set out below are the carrying amounts of lease liabilities and the movements during the period:

(₹ in millions)

Particulars	As at 31st March 2022
As at April 1, 2021	**7,528.11**
Additions	1,136.48
Modification other than rent concession	65.55
Rent Concession lease impact	(33.80)
Termination	(85.84)
Accretion of interest	693.03
Payments	(767.93)
As at March 31, 2022	**8,535.60**

41 Disclosure on Ind-AS 116 *(Contd.)*

(₹ in millions)

Particulars	As at 31st March 2023
As at April 1, 2022	**8,535.60**
Additions	1,703.28
Modification other than rent concession	17.80
Rent Concession lease impact	-
Termination	(203.39)
Accretion of interest	783.56
Payments	(876.82)
As at March 31, 2023	**9,960.03**

iii) The following are the amounts recognised in profit or loss:

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Depreciation expense of right-of-use assets	581.78	517.74
Interest expense on lease liabilities	783.56	693.03
Expense relating to short-term leases	103.44	36.68
Variable lease payments*	994.68	455.88
Gain on lease modification, concession and termination	39.65	46.14

** Variable lease payments not recognised in the related lease liability are expensed as incurred and include rentals based on revenue from stores*

iv) The undiscounted maturity analysis of lease liabilities at 31 March 2023 and 31 March 2022 is as follows:

(₹ in millions)

Particulars	March 31, 2023	March 31, 2022
Less than one year	1,062.19	886.36
One to five years	4,459.10	3,792.33
More than five years	14,418.38	12,643.37
Total	**19,939.67**	**17,322.06**

Group as lessor

The Group is an intermediate lessor for certain stores where it has subleased to third parties. The Group has not transferred substantially all the risks and rewards relating to the right of use asset of the head lease to the sub-lessee where it is an intermediate lessor and hence all leases are operating leases.

Rental income on stores given on sub lease to third parties was ₹5.90 million for the year ended March 31, 2023 (March 31, 2022 ₹4.10 million)

Impact of COVID-19

In response to Covid-19, MCA issued interpretative guidance that provides an option for entities to make a policy election for lease concessions as a result of Covid-19. The amount recognized in profit or loss for the reporting period to reflect changes in lease payments that arise from rent concessions to which the lessee has applied the practical expedient was ₹ Nil for the year ended March 31, 2023 (March 31, 2022 ₹33.83 million).

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

42 Disclosure required under Section 186 of the Companies Act 2013

Included in loans and advances are certain loans the particulars of which are disclosed below as required under Section 186 of the Companies Act, 2013.

(₹ in millions)

Particulars	March 31, 2023		March 31, 2022	
	Outstanding Amount	Maximum Amount oust如standing during the year	Outstanding Amount	Maximum Amount oustanding during the year
Rimjhim Properties Private Limited*	-	-	50.00	50.00
(₹50 million due in December, 2022)				
(Interest @ 8.5% pa)				
Ekam Ultra Farms Private Limited *	25.00	25.00	-	-
(₹25 million due in April, 2023)				
(Interest @ 14.0% pa)				
Art Rubber Industries Limited*	50.00	50.00	-	-
(₹50 million due in April, 2023)				
(Interest @ 8.5% pa)				
Walchandnagar Industries Limited*	-	-	-	30.00
(Interest @ 9.0% pa)	-	-		
Sangdatta Lodge, interest free, due on August 20, 2021	-	-	-	11.41
(The loan is provided for financing working capital requirements)				

** represents inter corporate deposit placed for earning interest income.*

43 As per amendment in Schedule III of Companies Act 2013, following are additional notes to accounts :

a) Disclosure of Transactions With Struck Off Companies

The Company does not have material transactions with struck off companies during the current year and no transactions in the previous year.

b) No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:

(1) Crypto Currency or Virtual Currency

(2) Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder

(3) Registration of charges or satisfaction with Registrar of Companies

(4) Transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961

(5) Relating to borrowed funds:

i. Wilful defaulter

ii. Utilisation of borrowed funds

iii. Discrepancy in utilization of borrowings"

44 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary company incorporated in India to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified (Ultimate Beneficiaries) by or on behalf of the Holding Company or its subsidiary company incorporated in India or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries. The Holding Company and its subsidiary company incorporated in India has not received any fund from any party(s) (Funding Party) with the understanding that the Holding Company or its subsidiary company incorporated in India shall whether, directly or indirectly lend or invest in other persons or entities identified ("Ultimate Beneficiaries") by or on behalf of the funding parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

45 With effect from August 5, 2022, the Ministry of Corporate Affairs (MCA) has amended the Companies (Accounts) Rules, 2014, relating to maintenance of electronic books of account and other relevant books and papers. Pursuant to this amendment, the Group is required to maintain the books of account which are accessible in India at all times and their backup is to be kept on servers located in India on a daily basis. In respect of below applications, the status of compliance is as follows:

Requirement's u/s 143(3) of Companies Act, 2013	Accounting Applications/ Software				
	McDelivery Services	Tally	Allsec Human Resource Management System (HRMS)	Microsoft Dynamics 365	Oracle Netsuite
Servers physically located in India	Yes	Yes	No	Yes	No
Backup maintained in India on daily basis and accessible in India at all times	Maintained from August 5, 2022, upto March 15, 2023, on a daily basis.	No	No	No	No

However, the Group has defined process to take daily back-up of books of account maintained electronically and maintain the logs of the back-up of such books of account for cyclic period of 7-90 days for various applications. Management is taking steps to configure systems to ensure that logs of daily back up for books of account is maintained on a daily basis so long as they are required to be maintained under applicable statute.

46 On 09 May 2023 the board of directors of the subsidiary Company (HRPL) recommended a final dividend of ₹705.00 per equity share for financial year 2022-23, which is subject to approval of the shareholders of the subsidiary Company at the Annual General Meeting.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2023

47(a) Additional information as required under Schedule III of the Companies Act 2013

Name of the entity in the Group	Net assets, i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent								
Westlife Foodworld Limited								
31 March 2023	**85.81%**	**4,855.90**	**-0.66%**	**(7.39)**	**0.00%**	**-**	**-0.66%**	**(7.39)**
31 March 2022	105.70%	4,884.55	25.43%	(4.24)	0.00%	-	12.52%	(4.24)
Subsidiary								
Hardcastle Restaurants Private Limited								
31 March 2023	**93.60%**	**5,296.94**	**100.66%**	**1,123.19**	**100.00%**	**9.52**	**100.66%**	**1,132.71**
31 March 2022	90.11%	4,164.22	74.51%	(12.42)	100.00%	(17.20)	87.48%	(29.62)
Controlled Trust								
Westlife ESOS Trust								
31 March 2023	**0.00%**	**0.05**	**0.00%**	**-**	**0.00%**	**-**	**0.00%**	**-**
31 March 2022	0.00%	0.05	0.00%	-	0.00%	-	0.00%	-
Elimination / adjustments								
31 March 2023	**-79.41%**	**(4,493.69)**	**-**	**-**	**-**	**-**	**-**	**-**
31 March 2022	-95.82%	(4,427.79)	-	-	-	-	-	-
Total								
31 March 2023	**100.00%**	**5,659.20**	**100.00%**	**1,115.80**	**100.00%**	**9.52**	**100.00%**	**1,125.32**
31 March 2022	100.00%	4,621.03	100.00%	(16.66)	100.00%	(17.20)	100.00%	(33.86)

47.(b) Previous year figures has been re-grouped, wherever necessary, to confirm to the figures of the current year.

As per our report of even date attached

For **S R B C & Co LLP**
Chartered Accountants
ICAI Firm's Registration No: 324982E/E300003

per Ravi Bansal
Partner
Membership No: 049365

Place: Mumbai
Date: May 09, 2023

For and on behalf of the Board of Directors of Westlife Foodworld Limited
(Formerly Known As Westlife Development Limited)

Amit Jatia
Chairperson and
Chief Executive Officer
DIN: 00016871

Smita Jatia
Vice-Chairperson
DIN: 03165703

Saurabh Bhudolia
CFO

Dr. Shatadru Sengupta
Company Secretary
Membership No: F4583

Place: Mumbai
Date: May 09, 2023

Annexure A

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

Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

PART A - Subsidiaries

(₹ in millions)

1	Name of the subsidiary	Hardcastle Restaurants Private Limited	Westlife ESOS Trust
2	The date since when subsidiary was acquired	November 13, 2011	March 03, 2022
3	Reporting period year ended	March 31, 2023	March 31, 2023
4	Reporting currency	Indian Rupees	Indian Rupees
5	Equity share capital/Corpus Fund	873.81	0.05
6	Other equity	4,423.13	-
7	Total assets	20,618.35	256.05
8	Total liabilities excluding Total Equity	15,321.41	256.00
9	Investments	1,178.83	251.48
10	Turnover	22,775.49	-
11	Profit / (Loss) before taxation	1,501.91	(0.02)
12	Provision for taxation	378.73	-
13	Profit / (Loss) after taxation	1,123.18	(0.02)
14	Proposed dividend	616.00	-
15	Extent of shareholding (in percentage)	99.99%	100.00%

Notes :

1 There are no subsidiaries which are yet to commence operations

2 There are no subsidiaries which have been liquidated or sold during the year

3 Turnover includes other operating revenue

PART B - Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures.

The Group does not have any investment in associates or joint ventures.

For and on behalf of the Board of Directors of Westlife Foodworld Limited
(Formerly Known As Westlife Development Limited)

Amit Jatia
Chairperson and
Chief Executive Officer
DIN: 00016871

Smita Jatia
Vice-Chairperson
DIN: 03165703

Saurabh Bhudolia
CFO

Dr. Shatadru Sengupta
Company Secretary
Membership No: F4583

Place: Mumbai
Date: May 09, 2023

A TRISYS PRODUCT
info@trisyscom.com

OUR JOURNEY TOGETHER.
FOR GOOD.

FOOD
Food quality & sourcing

PLANET
Our Planet

PEOPLE
Jobs, inclusion & empowerment

COMMUNITY
Community connection

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westlife