

**ANNUAL REPORT
2019 - 2020**

ASPINWALL AND COMPANY LIMITED

(CIN: L74999KL1920PLC001389)

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

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ASPINWALL AND COMPANY LIMITED

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

CIN: L74999KL1920PLC001389

NOTICE OF MEETING

NOTICE is hereby given that the 100th Annual General Meeting (AGM) of the members of **Aspinwall and Company Limited** will be held on 20th day of August, 2020 at 11:00 a.m. through Video Conferencing/Other Audio Visual Means (VC), to transact the following business:

ORDINARY BUSINESS:

Item No.1: - Adoption of Financial Statements

To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2020, including the audited Balance Sheet as at March 31, 2020, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.

Item No.2:- Confirmation of Interim Dividend

To confirm the payment of Interim Dividend of Rs.2.50 per equity share, already made during the year, as the Final Dividend for the year ended March 31, 2020.

Item No.3:- Appointment of Director

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

SPECIAL BUSINESS:

Item No.4:- Re-appointment of Mr.Rama Varma (DIN:00031890) as the Managing Director

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors ("Board") and subject to the provisions contained in Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V (Part II Section II (A) of Schedule V) approval be and is hereby accorded for the re-appointment of Mr.Rama Varma (DIN:00031890) as Managing Director of the Company for a period of 3 years effective from 01st August, 2020 and to the payment of remuneration as set out in the Explanatory Statement annexed to this Notice convening the Annual General Meeting, with liberty to the Board to alter and vary such terms and conditions including remuneration as per the provisions of Schedule V (Part II Section II(A) of Schedule V) of the Companies Act, 2013 (or any amendments thereto)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors of the Board to give effect to the aforesaid resolution."

Item No.5:- Remuneration payable to M/s BBS & Associates, Cost Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 148 and the Companies (Audit and Auditors) Rules of the Companies Act, 2013, M/s BBS & Associates who were appointed as the Cost Auditors of the Company for the financial year ending March 31, 2021, by the Board of Directors at their meeting held on June 30, 2020, be paid a remuneration of Rs.2,00,000/- as audit fee (plus applicable taxes and out of pocket expenses related thereto)."

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

July 17, 2020
Thiruvananthapuram

By order of the Board of Directors
NEERAJ R VARMA
Company Secretary

Notes:

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (“the Act”).
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 20, 2020. Members seeking to inspect such documents can send an email to investors@aspinwall.in.
6. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participants(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends.
7. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (“e-voting”) facility provided by the Central Depository Services Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed Mr.N.Balasubramanian, BVR & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
8. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
9. In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 100th AGM, and instructions for e-voting are being sent only through electronic mode to those members whose email addresses are registered with the Company / depository participant(s).
10. The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchange, CDSL, and RTA and will also be displayed on the Company’s website, www.aspinwall.in.
11. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
12. SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the RTA.

13. The Statement pursuant to Section 102 (1) of the Companies Act, 2013, with respect to the special business set out in the Notice, is annexed.
14. The Share Transfer Books and the Register of Members shall be closed from August 14, 2020 till August 20, 2020 (both days inclusive).
15. Members who wish to seek/desire any further information/clarification on the Annual Accounts are requested to send their queries, to the e-mail ID – investors@aspinwall.in, at least 48 hours in advance of the AGM.
16. To support the “Green Initiative” of the Ministry of Corporate Affairs, the members are requested to register their e-mail ids with our Registrar and Transfer Agents (“RTA”), M/s SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641 006. E-mail: green@skdc-consultants.com.
17. E-Voting instructions are appended hereto.
18. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividends which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government. The Members who have not encashed their dividend warrant(s) so far for the financial year ended 2012-13 or any subsequent financial years are requested to lodge their claims with the Company.
19. The Ministry of Corporate Affairs notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, on September 5, 2016 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2016 on 28 February, 2017 (“IEPF Rules”) which are applicable to the Company. In terms of the IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the last AGM i.e. August 08, 2019, on the website of IEPF viz. www.iepf.gov.in and on the website of the Company.

July 17, 2020
Thiruvananthapuram

By order of the Board of Directors

NEERAJ R VARMA
Company Secretary

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

Item No.4

Mr.Rama Varma was re-appointed as Managing Director of the Company, at the AGM held on August 02, 2017, for a period of 3 years commencing from August 01, 2017, and his remuneration was also fixed by the shareholders with the liberty to the Board of Directors to alter and vary such terms and conditions including the remuneration so as not to exceed the limits specified in Schedule V (Part II Section II (A) of Schedule V) of the Companies Act, 2013.

The Board, based on the necessary recommendations of Nomination and Remuneration Committee, at its meeting held on 30th June, 2020, resolved to re-appoint Mr.Rama Varma as Managing Director for a further period of 3 years effective from 01st August, 2020. The Board after due consideration of the matter with reference to the provisions contained in Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder read with Schedule V (Part II Section II (A) of Schedule V), approved the following remuneration to be paid to Mr.Rama Varma, subject to the approval of shareholders at the AGM:

The remuneration payable to Mr.Rama Varma as Managing Director with effect from 01st August, 2020, shall be as follows (the below mentioned remuneration terms has been effective from 01st August, 2019, as fixed by the Board of Directors at their meeting held on May 27, 2019. Considering the COVID-19 pandemic situation, the Board at their meeting held on June 30, 2020, has recommended to retain the same remuneration terms, effective from 01st August, 2020):

SALARY	Consolidated Salary of Rs.5,25,000/- per month (Rupees Five Lakh Twenty Five Thousand only) including Dearness Allowance
BONUS	Annual Bonus of Rs.5,25,000/- (Rupees Five Lakh Twenty Five Thousand only)
HRA	House Rent Allowance of Rs.50,000/- per month (Rupees Fifty Thousand only)
MEDICAL	He will be eligible for Medical expenses to self and family upto Rs.80,000/- per annum (Rupees Eighty Thousand Only). Un-availed portion at the end of the Financial Year can be encashed.

PERQUISITES NOT INCLUDED IN THE REMUNERATION

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

- 1) Company's contribution to Provident Fund at the rate of 12% of the salary.
- 2) Company's contribution of Rs.1,50,000/- per annum to the Executive Staff Superannuation Fund.
- 3) Gratuity as per the Rules applicable to the Executive Staff of the Company.
- 4) Mediclaim premium as applicable to the Executive Staff of the Company.
- 5) Personal Accident Insurance premium not exceeding Rs.4,000/- per annum.
- 6) Provision of car along with chauffeur.

COMMISSION ON PROFITS:

In addition to the remuneration mentioned above, Mr.Rama Varma shall also be entitled to Commission on Profits as detailed hereunder. The Commission would become payable after adoption of annual accounts at the Annual General Meeting and computation of profits would be in accordance with Section 198 of the Companies Act, 2013.

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

The Board, based on the recommendations of Nomination and Remuneration Committee, and in terms of the powers vested with the Board as per the Articles of Association of the Company, resolved to re-appoint Mr.Rama Varma as Managing Director for a period of three years with effect from August 01, 2020 and fix his remuneration, as detailed above, subject to the approval of the members at the Annual General Meeting.

Memorandum of Interest

None of the Directors except Mr.Rama Varma, is interested in the above resolution. Mr.Rama Varma is interested to the extent of the remuneration receivable by him as Managing Director.

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

Mr.Rama Varma is a Promoter Director and holds 1165344 shares in the Company comprising 14.905% of the paid-up share capital and has received the following Dividend Income during the FY 2019-20 from the Company:

Final Dividend for FY 2018-19 - Rs. 34,96,032/-.

Interim Dividend for FY 2019-20 - Rs. 29,13,360/-.

Memorandum of Interest of relatives of Mr.Rama Varma:

Sl. No.	Name of Relative	Relationship with Mr.Rama Varma	No. of shares held in the Company	% of the paid-up share capital	Dividend received during FY 2019-20
1	Dr.Girija Varma	Wife	1000	0.013	*
2	H.H.Gouri Parvathy Bayi	Sister	1044992	13.366	57
3	H.H.Gouri Lakshmi Bayi	Sister	65890	0.84	4

*Less than Rs.10,000/-

The resolution is commended to the members for approval.

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

I. Nature of Industry:

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

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

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

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

Not applicable.

IV. Financial performance based on given indicators:

Particulars	For the year ended 31.03.2020 (₹ in lakhs)	For the year ended 31.03.2019 (₹ in lakhs)
Total Comprehensive Income	109	738
EPS	0.69	10.24
Net Worth	13,185	13,567

V. Export Performance: Earnings in Foreign Exchange

Particulars	For the year ended 31.03.2020 (₹ in lakhs)	For the year ended 31.03.2019 (₹ in lakhs)
Export of goods calculated on FOB basis	10742	13249
Others	-	-

VI. Foreign investments or collaborators as on March 31, 2020:

Number of Non-Resident Shareholders	Total shares held	As the percentage of the total paid-up share
65	54507	0.69

There are no foreign collaborations as on date.

Information about the appointee:

a) Background details:

Mr.Rama Varma, who hails from the Travancore Royal family, is one of the promoters of the Company, and has been associated with the Company for over 3 decades and contributed immensely for the furtherance of the business of the Company. Mr.Rama Varma was inducted as Additional Director on 29th October, 2004 and was regularized at the AGM held on 27th July, 2005. He was appointed as Executive Director from 01.08.2005 and was re-appointed as Managing Director, for a period of 3 years effective from 01.08.2008 and thereafter has been re-appointed on a continuous basis, on a 3 year tenure basis.

Remuneration drawn by Mr.Rama Varma as on date is the same remuneration as set out hereinabove.

Job Profile and his suitability:

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution.

Keeping in view that Mr.Rama Varma has rich and varied experience in all the diversified businesses of the Industry and has been involved in the operations of the Company close to four decades, the Board feels that it would be in the best interest of the Company to continue the employment of Mr.Rama Varma as Managing Director.

Mr. Rama Varma guided the Company through these four decades of diversification and growth to emerge as one of the leading players in the diversified businesses, the Company is currently operating. He has a good rapport with the major clients of all the divisions of the Company which has been one of the reasons for the continued successful performance of the Company for all these years.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on June 30, 2020 approving re-appointment of Mr.Rama Varma, as Managing Director of the Company for a further period of 3 years with effect from August 01, 2020, to July 31, 2023.

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

Remuneration proposed:

As detailed in the Explanatory Statement, above.

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

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

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

Mr.Rama Varma, Managing Director, belongs to the Promoter Group of the Company and holds 14.905% of the total paid-up capital of the Company.

VII. Other Information:

(1) Reasons of loss or inadequate profits:

The Company has been making consistent profits from Coffee Division, barring the volatilities in the market as the crop is a commodity, in nature. The major crop of the Division is Monsooned Coffee, which are procured during the

season. The said procurement after processing shall be sold upto the month of September in the succeeding year. Therefore, any adverse price movements in the global markets during this period, is a risk attached to this particular segment.

The rubber division, for the past few years, has been showing negative results owing to the drastic reduction of prices in the country, due to the reduction of international prices and the increased imports of product.

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

The Natural Fibre Division of the Company has been performing better over the past few years, due to the better concentration on the existing clients and the reduction of operating and other expenses.

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

The Plantation Division has been showing signs of improvement during the past few quarters, due to the improvement in the said commodity price. However, rubber being an agricultural produce, is largely dependent on the international movement of prices based on the harvest and the weather conditions. In spite of the said unpredictability in the prices of the product, the Company has been cutting down costs and operational expenses, wherever possible. The Company has also commenced the processing of bought-out latex, taking maximum advantage of existing capacity.

The marketing efforts of Natural Fibre Division has been increased which has already reflected in the results for the past couple of years. The Division is concentrating more on improving the sales at the domestic front as well as concentrating on increasing the turnover of US and Europe businesses.

Coffee is also dependent and controlled by international prices and movement of exchange rates. In order to mitigate in loss due to lower margin, the Company is taking maximum efforts to improve the volume of exports.

The Company is under the process of improving the customer base of the logistics division and is hopeful of getting the better of the Division in the coming years. Further the Company has cut down its operations in those locations that were not showing encouraging results. The Division's main business comprising of bulk handling are concentrated on fertilizers, coal, food grains which is largely dependent on Government Policies and weather conditions.

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

The Company is expecting not less than 25% growth in its profits by fiscal 2023.

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

Item No.5

The Board on the recommendation of the Audit Committee has approved the appointment of M/s BBS & Associates, Cost Accountants, Ernakulam, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2020. The Board has also approved the payment of Rs.2,00,000/- as audit fee (plus applicable taxes and out of pocket expenses related thereto).

Accordingly, consent of the members is sought for passing an Ordinary resolution as set out in item no.5 of the notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

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

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

July 17, 2020
Thiruvananthapuram

By order of the Board of Directors
NEERAJ R VARMA
Company Secretary

CDSL e-Voting System – For Remote e-voting and e-voting during AGM

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

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on August 17, 2020 at 09:00 a.m. and ends on August 19, 2020 at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 13, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasiusing yourlogin credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Votingoption and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for ASPINWALL AND COMPANY LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA email id - green@skdc-consultants.com.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to RTA email id:green@skdc-consultants.com.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance of atleast 3 days prior to meeting(i.e., on or before August 16, 2020) mentioning their name, demat account number/folio number, email id, mobile

number at (company email id viz., investors@aspinwall.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting (i.e., on or before August 16, 2020) mentioning their name, demat account number/folio number, email id, mobile number at (company email id viz., investors@aspinwall.in). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@aspinwall.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ASPINWALL AND COMPANY LIMITED

(CIN: L74999KL1920PLC001389)

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

Directors :

Mr. RAMA VARMA (Managing Director)

Mr. M. LAKSHMINARAYANAN

Mr. RAJESH S (Executive Director & CEO)

Mr. C.R.R. VARMA

Vice Admiral. SUSHIL KRISHNAN NAIR (I. N. Retd.)

Mrs. NINA NAYAR

Mr. ADITHYA VARMA

Mr. VIJAY K NAMBIAR (IFS Retd.)

Chief Financial Officer :

Mr. T. R. RADHAKRISHNAN

Company Secretary :

Mr. NEERAJ R VARMA

Auditors :

M/s. B S R & ASSOCIATES LLP

Bankers :

SYNDICATE BANK

STATE BANK OF INDIA

HDFC BANK

YES BANK

FEDERAL BANK

Registrar and Share Transfer Agents :

SKDC CONSULTANTS LIMITED

BOARD'S REPORT

To the members,

We are pleased to present the Report on our business and operations for the year ended March 31, 2020.

1. RESULTS OF OUR OPERATIONS

Sl. No.	Particulars	FY 2019 - 20	FY 2018 - 19
		₹ In Lakhs	₹ In Lakhs
1	Revenue from operations	25,329	27,242
2	Expenses	25,270	26,275
3	Earnings before Interest, Tax, Depreciation, Amortisation and exceptional items	59	967
4	Depreciation and amortisation expenses	330	252
5	Finance cost	520	702
6	Exceptional items	Nil	Nil
7	Other income	821	904
8	Profit before Tax	30	917
9	Tax Expenses	(24)	116
10	Profit after tax	54	801
11	Other comprehensive income	55	(63)
12	Total comprehensive income for the year	109	738
13	Opening Balance- Retained Earnings	1,535	1,569
14	Transfer to General Reserve	Nil	450
15	Dividend and Dividend tax :		
	Final	266	322
	Interim	225	NA
	Total	491	322
16	Closing Balance - Retained Earnings (12+13-14-15)	1,153	1,535
	Other Equity:		
	Reserves and Surplus		
17	General Reserve	11,250	11,250
18	Retained Earnings	1,153	1,535
19	Total (17+18)	12,403	12,785
20	EPS	0.69	10.24

2. CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Corporate Governance Report with the Auditor's Certificate thereon, are attached and form part of this Report.

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

This report includes M.D. & A as appropriate so that duplication and overlapping between Board's Report and the entire material is provided in a composite and comprehensive document.

4. BUSINESS PORTFOLIOS AND PERFORMANCE:

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

Coffee Division:

Coffee production in India for 2019-20, is estimated to be around 2.85 lakhs MT (Arabica 0.65 Lakhs MT & Robusta 2.2 Lakhs MT) as compared to the previous year of 3.25 lakhs MT which resulted in the coffee output drop by around 12.5%. The production of Arabica coffee has come down drastically. Sustained and heavy monsoon rains in the coffee growing areas resulted in severe berry droppings.

Coffee Global production for the financial year 2019-20 is expected to be marginally lower and the said forecast seems to indicate that this year might see a turnaround from surplus stock to more or less break-even stocks. Global coffee consumption is increasing steadily but however, the consumption of Indian users are not likely to increase.

Coffee Exports from India rose marginally during the year as compared to the previous year, which includes Re-export of soluble coffee.

Aspinwall is one of the finest producers of speciality coffee in India. Our Monsooned coffees are found to be unique and well accepted in the global market. The Company contribute around 50% of the total Monsooned Coffee exported from India. 85% of our exports are to Switzerland, Germany, Italy, England and Scandinavian countries like Norway, Sweden and the balance to Australia, USA, Japan and Russia.

The Coffee Division has been consistently contributing to the Company's profit with better results for the past 12 years. Due to the very low international terminal market which was the lowest in the past 13 years, the Division's performance for the year under review, was comparatively lesser than the previous year's profit. Both the Turnover and the Gross profit of the Division were comparatively low mainly due to the all-time lower terminal market.

COVID Impact – The lockdown that started on March 23, 2020, has affected the despatches and output during the latter half of the said month. Based on the feedback from the Division's customers it is seen that the spread of COVID in Europe and America has resulted in a loss in business for hotels, restaurants, coffee shops, but we expect to improve the home consumption which might offset the operational setback and is expected to have more consumption. The prices are expected to be stable during the running year.

Coffee Division has made significant progress in the sustainability Programme - Nespresso AAA programme, Rainforest Alliance & UTZ certifications. We have identified more suppliers for the sustainable program. We have contracted 48 containers for the current year. During the year 37 more new farms have been added and we have 80 farms in the sustainability cluster.

During the year, we have also sold Single estate coffees like earlier, which will be a focused sales diversification for us. Sustainability Program, Certified and Single Estate Coffees will be our value-added sales.

Natural Fibre Division:

India is the largest producer and exporter of coir and coir products in the world. At present, coir products are exported to more than 100 countries. During the year under review, the export performance of the industry is at par with the last period. Curled Coir (used in coir mattress) shows a decreasing trend. Coir Geo-textiles and pith are likely to be major items slated to pick up substantially in the coming years.

The performance of the Natural Fibre Division for the year 2019-20 was better than originally expected. The major goal for the year under review was consolidation of all processing activities at the Pollachi facility of the Division. The in-house printing restarted after 2 years at the Factory. With the installation of a Zero-Discharge Effluent Treatment Plant and Air Handling / Filtration System, the division obtained approval from the Pollution Control Board during the year, and thereafter commenced stencil painting at its factory. Further, the division had shifted from purchasing premixed paint colors which is more expensive to purchasing chemicals and mixing colors at Alleppey to reduce costs. This activity has once again been shifted to Pollachi factory, to help reduce unnecessary transportation costs. Various ancillary efforts with the composition of the PVC compound and speed modifications to the tufting line along with the localization efforts listed above has helped in bringing down the production costs to a desired level.

Our results could have been better, as some orders scheduled to ship in March 2020 were not held up due to COVID-19 issues. Fortunately, the Division did not see much cancellation of orders, only shipment delays during the lockdown period. However, we are aware many major retail chains in our markets have closed stores and even filed for bankruptcy protection due to prevailing business conditions. The order books of the Division are healthier than before, and with better exchange realisation the Division is expected to perform better this current year. Our ongoing efforts with cost reduction and inhouse development of machine assisted stencil painting that was conceptualized with the assistance of a German Consulting Engineer is already showing good promise.

Plantation Division:

Natural Rubber (NR) plantation industry in India continues reel under the crisis situation caused by unattractive prices and ever increasing labour wages. The situation has become more grim towards the fag end of the season, due to the COVID-19 pandemic spreading all over the world at an alarming scale, compelling major NR producing countries to implement lock-downs, complete closures, movement control measures, and social distancing protocol.

China accounts for 40% of global NR demand and plays a key role in the value-chain of the global rubber industry. It may be said that Global elastomer industry is over-dependent on China. Around 57% of the global consumption is accounted for by China, EU-28 and the U.S., which are the three countries/regions worst affected by the epidemic.

India, the second largest NR consuming country, accounts for 8.3% of the global consumption. In India too, around 7-10% (YoY) fall in consumption can be expected in 2020 as the entire country was on a complete lock-down and plants throughout the country remained closed for a long time.

More than 75% of the global demand for NR comes from the automobile industry. Therefore, the current and emerging developments in the automobile sector have major implications for the demand for NR. Global vehicle sales are anticipated to contract by 9.9% to 83.45 million units in 2020. On the other hand, COVID-19 can generate a staggering 150,000 tonnes of additional demand for NR in the rubber glove and healthcare manufacturing industry in 2020.

Crop production in our plantation has been badly affected by adverse factors like very unfavourable weather pattern resulting in more number of rain-affected days, severe after-effects of the torrential rains / landslides during previous year, non-availability of the Malaysian yield stimulant, not being able to do the estimated no. of rounds of stimulation, loss of off-day taps, etc.

Though the conditions remained grossly adverse, the division could register a slender profit by bringing down costs appreciably, generating maximum additional revenue (from minor crops like Areca nut, sale of wind-damaged rubber trees, etc) and achieving significantly better sales realization. This along with the additional contribution from the higher sale-average (up by Rs 7.31 YOY) and savings in 'bonus to workers' through negotiations, helped in combating the negative effects of inferior price and crop loss.

Aspinwall gets good premium over market prices and its brand image has gone up by leaps and bounds in some specific markets. Currently our ISNR 5 fetches the best price in India, which is far above that of other players in the market.

NR market is expected to recover marginally in the coming months, helped by some of the dominant factors like economic activities gradually returning to life in several countries by now, the improving outlook on the

world consumption, sound policies that are being implemented by governments in various countries to correct the economic damages and rejuvenate the economy. Further, the Plantation Division is poised to harvest an exceedingly higher crop on account of the productivity improvements that have been made and the possibility of getting Malaysian yield stimulant, which plays a key factor.

Logistics Division:

The locations of Mangalore and Willingdon Island has performed well during the year. Tuticorin, which is the other location handling bulk cargo also had better results during the year under review.

There has been a major global disruption due to COVID-19 pandemic including India. However, the division through its bulk handling locations, has managed to retain sufficient migrant labours and handled shipments during this pandemic.

The Mangalore and Tuticorin locations have continuously worked & Loaded Trucks & Rail wagons during Lockdown period, while other Ports were finding difficult to operate.

New Business Initiatives

The Company has ventured into new business initiatives comprising of trading of Premium Virgin Coconut Oil product. Also, by incorporating a new wholly-owned subsidiary company, viz., Aspinwall Healthcare Private Limited, the Aspinwall Group has also entered into the manufacturing and trading of medical products/accessories/equipment market and is expected to be launched during the running financial year.

5. INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:

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

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

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

Cautionary Statement

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

6. PERFORMANCE OF THE COMPANY:

The revenue from operations for the FY 2019-20 was at Rs.25,329 lacs was marginally lower in comparison to the previous year's figure of Rs.27,242 lacs. EBITDA (before exceptional items) was Rs.59 lacs during the FY 2019-20 as compared to the EBITDA of Rs.967 lacs (before exceptional items) in the FY 2018-19. During the year, the total comprehensive income was Rs.109 lacs as against Rs.738 lacs for the last year.

Transfer to Reserves

Due to inadequacy of profits, the Company proposes not to transfer any amount from the profit available for appropriation to the General Reserves, during the year.

Dividend

The Board of Directors of your Company had declared an Interim Dividend during the year FY 2019-20 of Rs.2.50 per equity share as compared to the first and final dividend of Rs.3/- per equity share for the year 2018-19.

7. DEVELOPMENTS IN HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

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

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

The total strength of human asset of the Company as on March 31, 2020 was 747.

8. WHOLLY-OWNED SUBSIDIARIES:

The Company has five wholly-owned subsidiaries as on March 31, 2020. There are no associate companies or joint venture companies within the meaning of Section 2 (6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of business of the subsidiaries. Pursuant to the provisions of the Section 129 (3) of the Act, a statement containing the salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached to the financial statements of the Company. Further, pursuant to the provisions of the Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with the relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

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

8.1 Aspinwall Technologies Ltd

The main activities of the Company were the development and trading of business automation systems and programmes in software for Aspinwall and Company Limited and its subsidiaries. Since the Company has been operating only for the Information Technology purposes of its holding company and the other subsidiaries of Aspinwall and Company Limited, the Board of the said Company has given in-principle approval for winding up Aspinwall Technologies Limited, which is expected to be completed during the running FY.

8.2 Malabar Coast Marine Services Pvt. Ltd.

The main activities of this Company are stevedoring and freight forwarding. Stevedoring is carried out mainly in the port of Mormugao (Goa). Freight forwarding is carried out in locations like Goa, Bangalore and Mangalore.

8.3 Aspinwall Geotech Ltd.

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

8.4 SFS Pharma Logistics Private Limited

SFS Pharma is engaged in the business of specialized logistics service and provides service for Door to door transportation of temperature/time sensitive shipments in India and abroad.

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

The company has made improvements in operations during the last four financial years which is very encouraging and likewise the Company is confident to make a decent margins in the years to come.

The company has a plan to further invest in infrastructure, manpower, packaging etc in this FY 2020-21 to strengthen its capability.

8.5 Aspinwall Healthcare Private Limited

The Company had incorporated a wholly-owned subsidiary Company, namely, Aspinwall Healthcare Private Limited during the FY 2019-20 on February 24, 2020. The Company was incorporated for the purpose of manufacture and trading of medical equipment and accessories.

New Business Initiatives

The Company has ventured into new business initiatives comprising of trading of Premium Virgin Coconut Oil product. Also, by incorporating a new wholly-owned subsidiary company, viz., Aspinwall Healthcare Private Limited, the Aspinwall Group has also entered into the manufacturing and trading of medical products/accessories/equipment market and is expected to be launched during the running financial year.

9. DIRECTORS' RESPONSIBILITY STATEMENT

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

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

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Changes in Directors

During the year under review, Mr.Kumar Ravindranath Menon (DIN), Chairman, retired from the Board of Directors of the Company, effective from the close of business hours of August 10, 2019.

Mr.Chemprol Raja Raja Varma (DIN: 00031924), retires by rotation and being eligible, has offered himself for re-appointment.

Ms.Nina Nayar (DIN:02874239), was re-appointed as an Independent Director by the shareholders at the AGM held on August 08, 2019, by passing a Special Resolution, for a period of five years, effective from August 11, 2019.

Mr.Vijay Kunhianandan Nambiar (DIN:08457639) was appointed as an Independent Director effective from May 27, 2019, for a period of five years. A Special Resolution, to this effect, was passed by the shareholders at the AGM held on August 08, 2019.

Mr.Rajesh S, was appointed as Executive Director & CEO at the AGM, with effect from June 01, 2019, for a period of 3 years.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel ("KMP") of the Company as on the end of the FY 2019-20 are – Mr.Rama Varma, Managing Director, Mr.T.R.Radhakrishnan, Chief Financial Officer, Mr.Rajesh.S, Executive Director & CEO and Mr.Neeraj R Varma, Company Secretary.

There were no changes to the list of KMPs of the Company during the FY 2019-20.

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

Number of meetings of the Board

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

Board Evaluation

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

Policy on directors' appointment and remuneration and other details

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

Audit committee

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

11. AUDITORS:

Statutory Auditors

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

Cost Auditors

M/s BBS & Associates, Cost Accountants (Registration No.00273), were the Cost Auditors of the Company for the FY 2019-20. The Board of Directors at their meeting held on June 30, 2020, has approved the re-appointment of the said firm as the Cost Auditors of the Company for the FY 2020-21 and has also recommended the Audit Fee payable to them. As per the provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, audit fee payable to the Cost Auditors is to be ratified by the members of the Company.

Secretarial Auditors

M/s BVR & Associates, Company Secretaries LLP (AAE-7079), were appointed as the Secretarial Auditors of the Company for the FY 2019-20.

Auditor's Report and Secretarial Audit Report

The Secretarial Audit Report issued by the Auditor contains the following point:

The Company being a listed entity has complied with the provisions of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, *except an omission in filing the Report on Investor Grievance (Regulation 13(3) of SEBI (LODR) Regulations, 2015).*

The company has filed report within the specified due date, however the acknowledgement were not generated which were found later and filed the report after the due date. The non-compliance occurred is not a wilful omission and company has paid 3 days fine for such omission.

The delay in the above filing, which is pertaining to the Report for the quarter ended 30th June, 2019, occurred due to a technical glitch and was inadvertent. The Investor Grievance Report was thereafter filed with the Stock Exchange.

The report of the Secretarial Auditor is given as an Annexure, which forms part of this Report.

The Statutory Auditor's Report does not contain any qualification or adverse remarks.

12. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

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

13. TRANSACTIONS WITH RELATED PARTIES

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

14. CORPORATE SOCIAL RESPONSIBILITY

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

15. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 92(3) of the Act, the extract of the Annual Return is given as an Annexure in the prescribed Form MGT-9, which forms part of this Report.

16. PARTICULARS OF EMPLOYEES

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

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

Name of Directors	Ratio to median remuneration
Non Executive/Independent Directors*	
Mr.C.R.R. Varma*	2.13
Mr.Adithya Varma*	1.33
Mr.K.R.N. Menon#	1.33
Mr.M.Lakshminarayanan*	2.40
Vice Admiral Sushil Krishnan Nair (Retd.)*	3.20
Ms.Nina Nayar*	2.40
Mr.Vijay K Nambiar	2.40
Whole-Time Directors	
Mr.Rama Varma – Managing Director	48.69
Mr.Rajesh S - Executive Director & CEO	60.78

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

#Retired from the Board of Directors w.e.f. August 10, 2019.

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

Directors, Chief Financial Officer and Company Secretary	% increase in remuneration in the financial year
Mr.C.R.R. Varma*	-1.54
Mr.Adithya Varma*	42.86
Mr.K.R.N. Menon\$	-41.18
Vice Admiral Sushil Krishnan Nair (I.N.Retd.)*	41.18
Ms.Nina Nayar*	-6.49
Mr.M.Lakshminarayanan#	38.46
Mr.Vijay K Nambiar**	NA
Mr.Rama Varma (Managing Director)	-2.00
Mr.Rajesh S (Executive Director & CEO) \$	11.92
Mr.T.R.Radhakrishnan (Chief Financial Officer)&	-9.17
Mr.Neeraj R Varma (Company Secretary)&	-17.27

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

** Inducted as Additional Director w.e.f. May 27, 2019.

\$ Retired from the Board of Directors w.e.f. August 10, 2019.

& Decrease is due to the reduction in Variable Pay component.ent as per the Policy of the Company and due to the annual increments.

- c) The percentage increase in the median remuneration of employees in the financial year: 3.45%
- d) The number of permanent employees on the rolls of the Company as on March 31, 2020: 747.
- e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
The average annual increase made in the salaries of employees other than managerial personnel was 6.19%. Increase in the remuneration of managerial personnel for the year was 0.08% (the said variation is due to the Variable Pay component based on the Policy and the change in the eligibility criteria of the said Policy).
- f) The Company affirms that the remuneration is as per the remuneration policy of the Company.
- g) The top 10 employees of the Company in terms of the remuneration drawn during the year 2019-20 are enclosed as Annexure to this Report.

17. DEPOSITS FROM PUBLIC

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

18. FOREIGN EXCHANGE EARNINGS AND OUTGO

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

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

Our representative based in the Netherlands over the past several years has been able to promote the activities of the Company across Europe. His efforts along with the visits of senior executives from India have helped the Company to retain and improve the customer base across Europe. During the year, the Companies' Executives along with our representative in Europe have participated/attended various exhibitions/trade fairs.

(b) Total foreign exchange used and earned

During the year under review, the Company's foreign exchange earnings amounted to Rs.10,742 lacs compared to Rs.13,249 lacs in the previous year. The total outgo of foreign exchange amounted to Rs.62.58 lacs as against Rs.72 lacs in the previous year.

19. BUY-BACK

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

There has been no change in the share capital of the Company during the FY 2019-20

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

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

21. SIGNIFICANT AND MATERIAL ORDERS

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

22. ENTERPRISE RISK MANAGEMENT

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

23. MENTORSHIP AND SUCCESSION PLANNING POLICY

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

24. VIGIL MECHANISM/WHISTLE-BLOWER POLICY

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

ACKNOWLEDGEMENTS

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

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

By Order of the Board

RAMA VARMA
Managing Director
DIN 00031890
Place: Mangalore
Date: 30 June 2020

CRR VARMA
Director
DIN 00031924
Place: Trivandrum
Date: 30 June 2020

Annexure -1- Annual Report on CSR activities

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

- Mr. Rama Varma, Chairman
- Ms. Nina Nayar
- Vice Admiral Sushil Krishnan Nair (I.N.Retd.)

Objective:

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

Brief Outline of the CSR Policy:

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

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

Financial Details

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

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

Particulars	Amount (in Rs. lakhs)
Average net profit of the company for the last three financial years	1540
Prescribed CSR expenditure (2% of the average net profit as computed above)	31
Details of CSR expenditure during the financial year:	
Total amount to be spent for the financial year	31
Amount spent (Including ongoing projects)	31
Amount unspent	Nil

The manner of the amount spent are as follows:

(in Rs. lakhs)

Sl. No.	CSR project/ activity/ beneficiary	Location	Sector	Amount Outlay (Budget)	Amount spent	Cumulative Expenditure upto the reporting period	Amount spent directly or through implementing agency
1.	Medical Infrastructure facilities	Ernakulam	Improvement of Infrastructure facilities	5.94	5.94	5.94	Directly
2.	PM Cares	-	COVID-19	3.5	3.5	3.5	Directly
3.	Improving Infrastructure facility for old age people	Ernakulam	Improving Infrastructure facility	2.43	2.43	2.43	Directly
4.	Improving the Infrastructure facility of Schools	Ernakulam	Education	14.3	14.3	14.3	Directly
5.	Improving Women Safty at Public places	Trivandrum	Improving Women Safty measures	4.43	4.43	4.43	Directly
6.	COVID-19 Pandemic	Pullangode	Health	0.40	0.40	0.40	Directly
		TOTAL		31	31	31	

Our CSR Responsibilities

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

Sd/-

RAJESH.S

Executive Director & CEO

Sd/-

RAMA VARMA

Chairman, CSR Committee

Annexure - 2

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

Loans

Sl. No.	Loan granted to	Year of sanction	Nature	Particulars	Amount sanctioned (in Rs.)	Outstanding principal amount as on 31.03.2020 (in Rs.)
1.	Aspinwall Geotech Limited*	2014	To settle the TIFAC Loan and for meeting the statutory liabilities.	Interest at the rate of 12.50% p.a.	65 lacs	51.21 lacs
2.	SFS Pharma Logistics Private Limited*	2015	Purchase of Fixed Assets and other working capital requirements	Interest at the rate of 12% p.a.	50 lacs	32 lacs
3.	Aspinwall Healthcare Private Limited*	2020	Purchase of Fixed Asset and other working capital requirements	Interest at the rate of 10% p.a.	40 lacs	Nil

*Wholly-owned subsidiary of Aspinwall and Company Limited.

Guarantees

During the year, the Company has passed a Board Resolution to provide a Corporate Guarantee of Rs.3.50 Crores to its wholly owned subsidiary company, namely, Aspinwall Healthcare Private Limited ("AHPL"), for the purpose of availing credit facilities by AHPL from Banks. As the loan facilities are still under process, the Corporate Guarantee is still pending to be provided to the benefit of AHPL.

The other guarantees given during the previous years, is detailed in the Notes to the Financial Statements.

Investments

During the year, the Company has acquired by way of subscription the equity shares of the following newly incorporated wholly-owned subsidiary company:

Sl. No.	Nature of Subscription	Name of Company	No. of equity shares	Amount (in Rs.)
1.	Equity shares	Aspinwall Healthcare Private Limited	2,00,000	20,00,000/-

The details of investments made by the Company, during the previous years, is given in the Notes to the Financial Statements.

**Annexure - 3 - EXTRACT OF ANNUAL RETURN
FORM No. MGT- 9 as on March 31, 2020**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

(Same is disclosed in www.aspinwall.in)

I REGISTRATION & OTHER DETAILS:

CIN	L74999KL1920PLC001389
Registration Date	20/09/1920
Name of the Company	Aspinwall and Company Limited
Category/Sub-category of the Company	Public Limited Company
Address of the Registered office & contact details	Aspinwall House, Kawdiar-Kuravankonam Road, Kawdiar, Thiruvananthapuram – 695 003. E-mail: investors@aspinwall.in Ph:0484-2738900
Whether listed company	Yes
Stock Exchange	NSE, Symbol : ASPINWALL
Name, Address & contact details of the Registrar & Transfer Agent, if any.	SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641 006 Contact Person: Vijayalakshmi.S, Ph: 0422 654995, E-mail: info@skdc-consultants.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company are mentioned below:

Sl. No.	Name and Description of main Product/service	Business Activity Code	% to total turnover of the company
1.	Logistics	H5	43
2.	Manufactured Coffee	C1	44

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl.	Name and address of Subsidiary Company	CIN	Holding/ Subsidiary/ Associate	% of Holding	Applicable Section
1	Aspinwall Technologies Limited Aspinwall House, Kawdiar- Kuravankonam Road, Kawdiar, Thiruvananthapuram – 695 003.	U72200KL1977PLC002937	Subsidiary	100%	2(87)
2	Malabar Coast Marine Services Private Limited Aspinwall House, Kawdiar- Kuravankonam Road, Kawdiar, Thiruvananthapuram – 695 003.	U05005KL1990PTC005764	Subsidiary	100%	2(87)
3	Aspinwall Geotech Limited Aspinwall House, Kawdiar- Kuravankonam Road, Kawdiar, Thiruvananthapuram – 695 003.	U18101KL1994PLC008197	Subsidiary	100%	2(87)
4	SFS Pharma Logistics Private Limited Aspinwall House, Kawdiar- Kuravankonam Road, Kawdiar, Thiruvananthapuram – 695 003.	U63090KL2011PTC029554	Subsidiary	100%	2(87)
5	Aspinwall Healthcare Private Limited Aspinwall House, Kawdiar- Kuravankonam Road, Kawdiar, Thiruvananthapuram – 695 003.	U33100KL2020PTC061704	Subsidiary	100%	2(87)

B&C : Shareholding of Promoter including changes in the shareholding, if any:-

Shareholding of Promoters

Shareholders Name	No. of Shares held at the beginning of the year		No. of Shares held at the end of the year		% of change during the year
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
NARAYANAN INVESTMENT TRUST PRIVATE LTD	1705884	21.819	1705884	21.819	0.000
H H MOOLAM THIRUNAL RAMA VARMA	1165344	14.905	1165344	14.905	0.000
H H GOURI PARVATHI BAYI	1044992	13.366	1044992	13.366	0.000
KUMARI INVESTMENT CORPORATION PVT LTD	459136	5.873	459136	5.873	0.000
POORURUTTATHI THIRUNAL MARTHANDA VARMA .	211270	2.702	211270	2.702	0.000
H H THIRUVATHIRA THIRUNAL LAKSHMI BAYI	151058	1.932	151058	1.932	0.000
H.H.ASWATHI THIRUNAL RAMA VARMA	115514	1.477	115514	1.477	0.000
AVITTAM THIRUNAL ADITHYA VARMA .	80916	1.035	80916	1.035	0.000
GOURI LAKSHMI BAYI	65890	0.843	65890	0.843	0.000
RAJARAJA VARMA CHEMPROL	37586	0.481	37586	0.481	0.000
Mr. R. KRISHNAKUMAR	1064	0.014	1064	0.014	0.000
Dr. GIRIJA VARMA	1000	0.013	1000	0.013	0.000
TOTAL	5039654	64.460	5039654	64.460	0.000

D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl no	For each of top 10 shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No.of Shares	%	No.of Shares	%
1	I C D S LIMITED	155988	1.995	155988	1.995
2	INVESTOR EDUCATION AND PROTECTION FUND	150167	1.921	157490	2.014
3	MAHENDRA GIRDHARILAL	146872	1.879	146872	1.879
4	MIAMA POONNEN .	68500	0.876	68500	0.876
4	MIAMA POONNEN	22326	0.286	0	0.000
4	MIAMA POONNEN	0	0.000	22326	0.286
5	RAMAH CHANDER	62250	0.796	62250	0.796
6	MRS.SUBHADRA REVI KARUNA KARAN	59106	0.756	59106	0.756
7	THE SAVAMALAI ESTATES LTD	58742	0.751	58742	0.751
8	ACUMEN COMMODITIES (INDIA) LTD	50000	0.640	39906	0.510
9	STOCK HOLDING CORPORATION OF INDIA LTD	47000	0.601	0	0.000
10	ZAKI ABBAS NASSER	40000	0.512	0	0.000
11	GEETHA V	0	0.000	36000	0.460
12	BYNA MURALI	25000	0.320	34000	0.435

E) Shareholding of Directors and Key Managerial Personnel:

NAME	Shareholding at the beginning of the year		Shareholding at the end of the year		% of Change during the year
	No.of Shares	%	No.of Shares	%	
1 H H MOOLAM THIRUNAL RAMA VARMA	1165344	14.905	1165344	14.905	0.000
2 RAJARAJA VARMA CHEMPROL	37586	0.481	37586	0.481	0.000
3 K.R.N.MENON	50	0.001	50	0.001	0.000
4 KRISHNAN NAIR SUSHIL	30	0.000	30	0.000	0.000
5 ADITHYA VARMA	80916	1.035	80916	1.035	0.000
6 RADHAKRISHNAN T R (CFO)	224	0.003	224	0.003	0.000

V) INDEBTEDNESS -

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

(Rs. in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits*	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	6,691	275	-	6,966
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	6,691	275	-	6,966
Change in Indebtedness during the financial year				
Addition	271	31	-	302
Reduction	2,361	-	-	2,361
Net Change	(2,090)	31	-	(2,059)
Indebtedness at the end of the financial year				
i) Principal Amount	4,601	275	-	4,876
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	31	-	-
Total (i+ii+iii)	4,601	306	-	4,907

*As mentioned in the Board's Report, the Company has stopped accepting/renewing Fixed Deposits and has repaid all the fixed deposits as on March 31, 2015. The unclaimed interest amounts relating to the earlier Fixed Deposits are lying in the Unpaid Interest Warrant Account of the Company which comes to Rs.1.43 lacs as on March 31, 2020 shall be transferred to Investors' Education and Protection Fund ("IEPF") as and when it is due to be transferred, pursuant to the provisions of the Companies Act, 2013.

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-
A. REMUNERATION TO MANAGING DIRECTOR – MR.RAMA VARMA**

S.N.	Particulars of Remuneration	Total Amount (Rs. In lakhs)
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	72.66
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.40
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission - as % of profit	-
5	Others:	-
	Total (A)	73.06
	Ceiling as per the Act	Refer Note*

*The remuneration is well within the limit of the Companies Act, 2013

B. REMUNERATION TO EXECUTIVE DIRECTOR & CEO – MR.RAJESH S

S.N.	Particulars of Remuneration	Total Amount (Rs. In lakhs)
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	86.34
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	4.86
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission - as % of profit	-
5	Others:	-
	Total (A)	91.20
	Ceiling as per the Act	Refer Note*

*The remuneration is well within the limit of the Companies Act, 2013

C. REMUNERATION TO OTHER DIRECTORS (In Rs.)

S. N.	Particulars of Remuneration	Name of Directors							Total
		C.R.R. Varma	Adithya Varma	K.R.N. Menon	M Lakshminarayanan	Sushil Krishnan Nair	Nina Nayar	Vijay K Nambiar	
1	Independent Directors								
	Fee for attending Board/ committee meetings	-	-	2.00	3.60	4.80	3.60	3.60	17.60
	Commission	-	-	-	-	-	-	-	-
	Others, please specify								
	Total (1)	-	-	2.00	3.60	4.80	3.60	3.60	17.60
2	Other Non-Executive Directors								
	Fee for attending board committee meetings	3.20	2.00	-	-	-	-	-	5.20
	Commission	-	-	-	-	-	-	-	
	Others	-	-	-	-	-	-	-	
	Total (2)	3.20	2.00	-	-	-	-	-	
	Total (B)=(1+2)	3.20	2.00	2.00	3.60	4.80	3.60	3.60	22.80

D REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Rs. In lakhs)

S.N.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	47.84	14.57	62.41
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	1.74	-	1.74
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	Others	-	-	-
5	Others	-	-	-
	Total	49.58	14.57	64.15

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/punishment/compounding of offenses for the year ended March 31, 2020.

Annexure - 4

Form AOC-2 – Particulars of contracts/arrangements with related parties

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8 (2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: The Company has not entered into any contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm's length during FY 2019-20. The Company has laid down policies and processes/procedures so as to ensure compliance to the subject section in the Companies Act, 2013 ("Act") and the corresponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

- (a) Name(s) of the related party and nature of relationship: Not Applicable
- (b) Nature of contracts/arrangements/transactions: Not Applicable
- (c) Duration of the contracts / arrangements/transactions: Not Applicable
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- (e) Justification for entering into such contracts or arrangements or transactions: Not Applicable
- (f) Date(s) of approval by the Board: Not Applicable
- (g) Amount paid as advances, if any: Not Applicable
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: Not Applicable

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

- a. Name(s) of the related party and nature of relationship: Not Applicable
- b. Nature of contracts / arrangements / transactions: Not Applicable
- c. Duration of the contracts / arrangements / transactions: Not Applicable
- d. Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- e. Date(s) of approval by the Board, if any: Not Applicable
- f. Amount paid as advances, if any: None

Note: The above disclosures on material transactions are based on the principle that transactions with wholly owned subsidiaries are exempt for purpose of section 188(1) of the Act.

For and on behalf of the Board of Directors

Sd/-
RAMA VARMA
Managing Director
DIN 00031890

Sd/-
CRR VARMA
Director
DIN 00031924

Annexure 5

Particulars of the top 10 employees of the Company in terms of remuneration drawn during the year 2019-20

Sl No.	Name	Designation	Remuneration (₹ in Lakhs)	Nature of employment	Qualification & experience	Date of commencement of employment	Age	Last employment held by such employee before joining the Company
1	Rajesh S	CEO	91	Permanent	CWA, 25 Years	12.11.2018	49	Eastern
2	Ronald Nauts	Sales manager	78	Permanent	PG in Business Economics, 15 Years	01.05.2012	47	Vaculux Daylight Systems, Netherlands
3	Rama Varma	MD	73	Permanent	B.Sc, 47 years	01.08.2005	70	Varma Exports
4	Thimmaiah KD	General Manager	56	Permanent	MSW, 42 years	09.05.1990	65	Pierce Leslie Ltd.
5	Radhakrishnan T.R.	CFO	50	Permanent	B.Com., FCA, 32 years	21.10.1991	57	Fraser & Ross
6	Jebachandran. J	General Manager	47	Permanent	FCA, 26 years	08.08.1994	52	Amaravathi Spinning Mills.
7	Mohan Kurian	General Manager	42	Permanent	MBA, 27 years	01.11.2002	62	CEAT limited
8	Gopalakrishnan K.V	Head HR	28	Permanent	PG Diploma in Personnel Management, 23 years	12.06.2013	48	Air Travel Enterprises India ltd
9	Kiran Kumar Unni	AGM	23	Permanent	Commerce Graduate, 28 years	19.06.2003	51	Bluebell Shipping LLC, Dubai
10	Praveen B	AGM	22	Permanent	CA, 17 years	15.09.2015	45	SRF Limited, Trichy

Ratios of the Company

Ratios	Units	FY 2020	FY 2019
Debtors Turnover	Days	54	45
Inventory Turnover	Days	256	260
Current Ratio	Times	1.45	1.49
Interest Coverage	Times	1.69	2.41
Debt-Equity Ratio	%	76	84
Operating Profit Margin	%	0.23	3.55
Net Profit Margin	%	0.43	2.71
Return on Net Worth	%	0.83	5.44

SECTORAL RATIOS

Ratios	Units	FY 2020				FY 2019			
		Logistics	Plantation	NFD	Coffee	Logistics	Plantation	NFD	Coffee
Debtors Turnover	Days	69	1	92	40	72	1	63	27
Inventory Turnover	Days	N.A.	36	66	309	N.A.	47	43	299
Current Ratio	Times	1.7	0.32	1.23	2.42	1.74	0.39	1.48	2.33

Explanation for reduction in Return on Net Worth:

The substantial profits of the Company is generated from Coffee Division followed by Logistics Division. The profits from Coffee Division has come down drastically this year, due to the reduction of price of Coffee after its procurement. Being seasonal in nature, the entire Coffee required for the season has to be purchased within July every year, which are being sold within September of the succeeding year. As such, there can be considerable fluctuation in profit margins, depending on the movement of prices between the period of completion of procurement and exports. Therefore, there's a long gestation period between procurement of Coffee and realisation of exports, which can widely affect the profit margins.

Further, the international prices of Coffee are generally based on the global production and the availability of Coffees for sale. During the financial years 2016-17 and 2017-18, the prices had improved after its procurement, which has enabled the Company to earn windfall profits. During the previous year, prices of Coffee were stable and normal. However, during the year under review, the prices of Coffee moved downwards, leading to lower margins, for a major part of the FY. Moreover, due to the devaluation of Indian Rupee towards the end of the financial year, the Mark to Market losses had increased, which is only a notional loss which is expected to be reversed during this year.

Also the performance of the Logistics Division, largely depends on the Policies of the Government, relating to the Imports of food grains. Considerable profits are generated through the bulk-cargo handling locations of the Division and the major cargo comprises of food grains and fertilizers.

ANNEXURE - 6 - REPORT ON CORPORATE GOVERNANCE

I. Company's Philosophy on Corporate Governance

Corporate governance is creation and enhancing long-term sustainable value for the stakeholders through ethically driven business process. At Aspinwall, it is imperative that our Company affairs are managed in a fair and transparent manner.

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

II. Board of Directors

The Board, as on March 31, 2020, comprises 8 Directors of which 4 are Independent Directors. None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees, across all the companies in which he/she is a Director. Necessary disclosures regarding Committee positions have been made by all the Directors.

Composition and category of Directors

The names and categories of Directors, their attendance at the Board Meetings held during last year and at the last Annual General Meeting, as also the number of Directorships and Committee positions held by them in other companies are given below:

a) The composition of the Board of Directors during the FY 2019 - 20 :

Name of Director	Executive/ Non-Executive	No.of outside Directorships*	Total no. of Com- mittee Mem- berships in other companies**	Total no. of Chairmanships in other companies**
Mr. Rama Varma	Managing Director	1	Nil	Nil
Mr.C.R.R.Varma	Non-Executive (holds 37,586 equity shares in the Company)	2	Nil	Nil
Mr.K.R.N.Menon#	Non-Executive, Independent (holds 50 equity shares in the Company)	1	Nil	Nil
Vice Admiral Sushil Krishnan Nair I.N. (Retd.)	Non-Executive, Independent (holds 30 equity shares in the Company)	-	Nil	Nil
Ms.Nina Nayar	Non-Executive, Independent	1	Nil	Nil
Mr.M.Lakshminarayanan	Non-Executive, Independent	1	1	Nil
Mr.Adithya Varma	Non-Executive (holds 80,916 equity shares)	-	-	-
Mr.Rajesh S @	Executive Director & CEO	-	Nil	Nil
Mr.Vijay K Nambiar	Non-Executive, Independent	-	-	-

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

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

Retired effective from the close of business hours of August 10, 2019.

@ Appointed effective from June 01, 2019.

The Board Meetings for the FY 2019-20 were held on the following dates:

- May 27, 2019;
- August 08, 2019;
- November 06, 2019
- February 04, 2020; and
- March 11, 2020.

Web-link where details of familiarization programmes are uploaded – www.aspinwall.in

- b) The attendance of each Director at the above Board Meetings and the last AGM which was held on August 08, 2019 is given below:

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

#Mr.KRN Menon, Director, retired from the Board effective from August 10, 2019.

*Mr.Rajesh S, Executive Director & CEO, was appointed effective from June 01, 2019.

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

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

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

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

III. Committees of the Board

Audit Committee: As on March 31, 2020, the Audit Committee comprises five Non-Executive Directors of whom four are Independent Directors.

Role of Audit Committee:

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

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

The composition of the Audit Committee (during the FY 2019-20), meetings held and attendance is as follows:

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

* Mr.KRN Menon, Director, retired from the Board effective from August 10, 2019.

Mr. Vijay K Nambiar was appointed as Director effective from May 27, 2019.

The meetings of the Audit Committee were held on the following dates during the FY 2019-20:

- May 27, 2019;
- August 08, 2019;
- November 06, 2019; and
- February 04, 2020.

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

Mr.M.Lakshminarayanan, Chairman of the Audit Committee, was present at the Annual General Meeting of the Company held on August 08, 2019.

Nomination and Remuneration Committee:

As on March 31, 2020, the Committee consists of 3 Independent Non-executive Directors as follows:

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

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

- May 27, 2019;
- November 06, 2019; and
- February 04, 2020.

The Nomination and Remuneration Policy of the Company is published in the web-link: www.aspinwall.in. The Chairperson of the Committee was present at the Annual General Meeting of the Company held on August 08, 2019.

Brief description of terms of reference:

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

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

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

Shareholders/Investors' Grievance Committee :

The Shareholders/Investors' Grievance Committee has been constituted to oversee the redressal of Investors' complaints relating to Share Transfer/Transmissions, non-receipt of Annual Reports etc. Minor grievances are redressed by the Company Secretary/Share Transfer Agents. The composition of the Committee as on March 31, 2020 is as follows:

SI. No.	Members of Shareholders Grievance Committee	Designation	Category
1.	Ms.Nina Nayar	Chairperson	Non-Executive, Independent
2.	Mr. CRR Varma	Member	Non-Executive
3.	Vice Admiral Sushil Krishnan Nair(I.N.Retd)	Member	Non-Executive, Independent

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

A meeting of the Shareholders/Investors' Grievance Committee was held on February 04, 2020, during the FY 2019-20. The Chairperson of the Committee was present at the Annual General Meeting which was held on August 08, 2019. The Status of Investor Complaints are as below:

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

Mr.Neeraj R Varma, Secretary of the Company acts as the Compliance Officer of the Committee.

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

Share Committee

As per the provisions of the Companies Act, 2013, issue of Duplicate Share Certificates requires the prior approval of the Board of Directors. In order to facilitate the requests of issue of Duplicate Share Certificates, a Sub-Committee of the Board of Directors was formed named "Share Committee" and as on March 31, 2020, the composition of Share Committee is as follows:

Members of Share Committee	Designation	Category
Ms.Nina Nayar	Chairperson	Non-Executive, Independent
Mr. C.R.R.Varma	Member	Non-Executive

During the FY 2019-20, no meetings of the Share Committee Meetings were held.

Corporate Social Responsibility (CSR) Committee

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

A meeting of CSR Committee was held on February 04, 2020.

● **Internal Auditors**

The Company appointed M/s.Suri and Co., Chartered Accountants as Internal Auditors for the FY 2019-20 who have periodically verified the accounting and other functional procedures followed by the company and submitted reports to the Management.

● **Code of Conducts**

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

● **Details of remuneration to Directors**

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

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

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

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

a) Mr.Rama Varma – Managing Director

Particulars	Amount in Rs.
Consolidated Salary/Month	5,25,000
HRA/Month	50,000
Annual Bonus	5,25,000
Medical Benefits/Year	80,000
Total per annum	75,05,000

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

Company's contribution to PF @ 12% of Basic, Rs 63,000/- per month;

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

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

Mediclaime premium, as applicable to the Executive Staff:

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

Provision of car with chauffeur.

COMMISSION ON PROFITS:

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

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

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

Particulars	Amount in Rs. lacs
Basic Salary/Year	33.68
HRA/Year	13.47
Annual Bonus	6.75
Various Allowances/Year	28.31
Total per annum	82.21
Leave Encashment	As applicable to the Executive Staff of the Company

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

- a) Company's contribution to Provident Fund at the rate of 12% of the Basic Pay.
- b) Company's contribution of 15% of Basic Pay to the Executive Staff Superannuation Fund.
- c) Gratuity as per the Rules applicable to the Executive Staff of the Company.
- d) Medclaim premium as applicable to the Executive Staff of the Company.
- e) Reimbursement of chauffeur expenses as per the Policy of the Company.
- f) Reimbursement of car expenses as per the Policy of the Company.

COMMISSION ON PROFITS:

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

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

*Appointed effective from June 01, 2019.

Annual General Meetings and Dividend Declared:

Financial Year	Date	Time	Location
2016-17	02-08-2017	10:30 a.m.	Gokulam Park, Kochi
2017-18	01-08-2018	10:30 a.m.	Gokulam Park, Kochi
2018-19	08-08-2019	10:30 a.m.	KTDC Mascot Hotel, Thiruvananthapuram

Special Resolutions passed in the previous 3 AGMs:

Sl.No.	Date of AGM	Special Resolutions	Dividend
1.	02-08-2017	a) Re-appointment of Mr.Rama Varma as Managing Director and fixing of his remuneration. b) Appointment of Mr.Venkitraman Anand as Executive Director and fixing of his remuneration.	First and Final - 30%
2.	01-08-2018	a) Re-appointment of Mr.Sushil Krishnan Nair as Independent Director; b) Appointment of Mr.M.Lakshminarayanan as Independent Director; c) Appointment of Mr.Adithya Varma as the Non-Executive Director; d) Appointment of Mr.CRR Varma as Non-executive Director; e) Increase of Sitting Fee payable to Non-Executive Directors.	First and Final - 35%
3.	08-08-2019	a) Re-appointment of Ms.Nina Nayar (DIN:02874239) as the Independent Director b) Appointment of Mr.Vijay Kunhianandan Nambiar (DIN:08457639) as the Independent Director c) Appointment of Mr.Rajesh.S. (DIN: 08093860) as the Executive Director & CEO	First and Final – 30%

Following Item has been passed as a Special Resolution, through postal ballot during the last year:

a) Change of Registered Office of the Company, outside the local limits of the city, from “**926/A1 to A5, Devankulangara, Edappally, Kochi, Kerala – 682 024**” to “**Aspinwall House, T.C.No.24/2269(7), Kawdiar-Kuravankonam Road, Kawdiar, Thiruvananthapuram, Kerala – 695 003**”, effective from September 01, 2019.

V Disclosures:

Related party transactions during the year have been disclosed as a part of the Accounts as required under Indian Accounting Standards issued by the Institute of Chartered Accountants of India.

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

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

The criteria for making payments to the Non-Executive Directors have been uploaded in the web-link: www.aspinwall.in.

The Board of Directors of the Company comprises of qualified personnel who possess relevant skills, expertise and competence for the effective functioning of the Company. In compliance with the SEBI Listing Regulations, the Company has identified the following skills / expertise / competencies fundamental for the effective functioning of the Company which are taken into consideration by the Nomination and Remuneration Committee while recommending appointment of any candidate to the Board of the Company:

a)Businesses of the Company

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

b)Strategy and Planning

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

c)Governance

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

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

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

VI. Means of communication:

a) The Company declares its quarterly results through Stock Exchange and the same is uploaded to the website of the Company.

b) The Company normally publishes its quarterly results in Financial Express and Mangalam newspapers.

c) Website of the Company wherein the results are displayed: www.aspinwall.in under financials tab.

d) Company in normal course of business does not provide any official news releases.

e) Company has not made any presentations to institutional investors or to the analysts during the FY 2019-20.

VII. General Shareholders' Information

- a) Registered Office: Aspinwall House, T.C.No.24/2269(7), Kawdiar-Kuravankonam Road, Kawdiar, Thiruvananthapuram, Kerala – 695 003.
- b) Annual General Meeting:
 - Date: August 20, 2020
 - Day: Thursday
 - Time: 11:00 A.M.
 - Venue: N.A. (Meeting via VC)
 - Dividend Payment Date (if declared): NA
- c) Date of Book Closure: August 13, 2020 to August 20, 2020 (both days inclusive)
- d) Plant location
 - Coffee Processing: Mangalore
 - Rubber Plantation: Pullangode
 - Coir & Natural Fibre: Pollachi

VIII. Information pertaining to the Share Capital Distribution and the remuneration paid to the Directors of the Company are given in detail in the Annexures to the Directors' Report.**● Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting of the Company.****a) Mr.Rama Varma, Managing Director**

Mr.Rama Varma, who hails from the Travancore Royal Family, the Promoters of the Company, has been associated with the Company for over 4 decades and has contributed immensely for the furtherance of the business of the Company. Mr.Rama Varma was inducted as Additional Director on 29th October, 2004 and was elected to the Board as a regular Director at the AGM held on 27th July, 2005. He was appointed as the Executive Director from 01.08.2005 and was designated as the Managing Director, effective from 01.04.2007. In the AGM held on 12.08.2008, he was re-appointed as Managing Director, for a period of 3 years effective from 01.08.2008. Thereafter, he was re-appointed on a 3 year tenure basis.

The present term of Mr.Rama Varma, Managing Director, is expiring on 31st July, 2020 and therefore the Board based on the recommendation of Nomination and Remuneration Committee has approved the re-appointment of Mr.Rama Varma as the Managing Director for a further period of 3 years.

Director retiring by rotation:

Mr.CRR Varma, who is one of the promoters, has been associated with the Company for more than four decades in the capacity of Managing Director and Non-Executive Director, combined. Pursuant to the Articles of Association of the Company, and the provisions of the Companies Act, 2013, Mr.CRR Varma, Director is liable to retire by rotation at this AGM. Mr.CRR Varma, Director, being eligible has offered himself for re-appointment.

Dematting:

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

IX. ADDITIONAL INFORMATION:**a) Investors Relation Section :**

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

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

b) Bankers:

Syndicate Bank State Bank of India Axis Bank HDFC Bank Yes Bank

c) Auditors:

M/s. BSR & Associates LLP, Chartered Accountants, 3rd Floor, Syama Business Centre, NH Bypass Road, Vytilla, Kochi – 682 019.

d) Share Registrars and Transfer Agents:

M/s. S.K.D.C. Consultants Ltd., Registrars and Share Transfer Agents, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006.

e) Cost Auditors:

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

f) Secretarial Auditors:

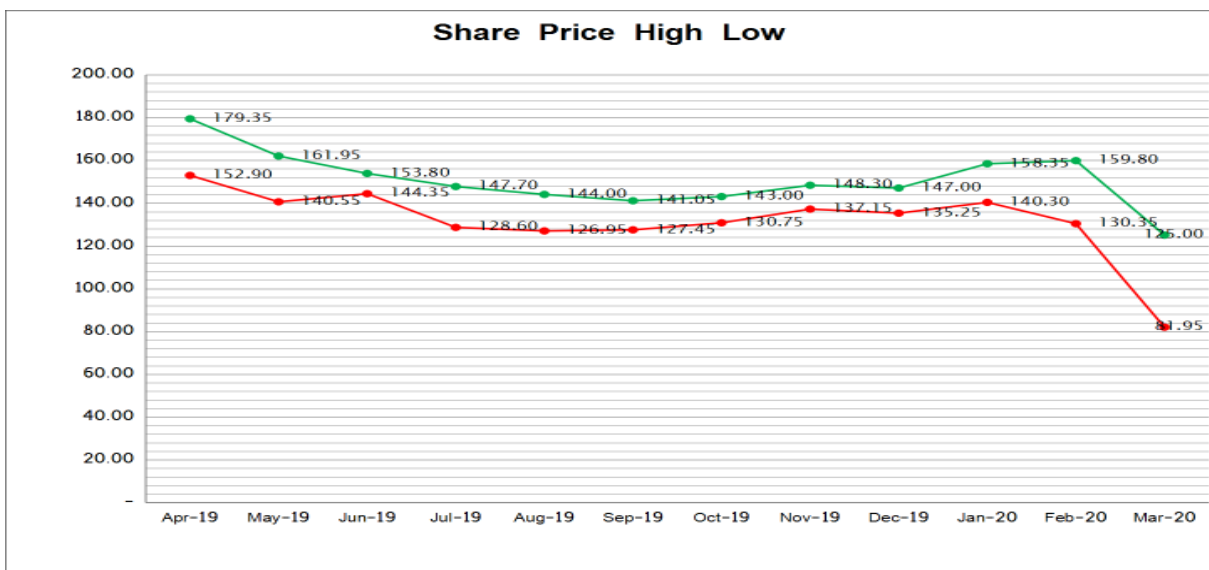
M/s BVR & Associates, Swastika, 53/3933, Lal Salam Road, Off-Covent Road, Ponnuranni, Vyttila P.O., Kochi – 682019.

g) Stock Exchange:

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

h) Stock Code: ASPINWALL

i) Market Price Data



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

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

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

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

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

To the best of our knowledge and belief and on the basis of declarations given to us, we hereby affirm that all the Board Members and the Senior Management personnel have fully complied with the provisions of the Code of Conduct for Directors and Senior Management Personnel during the financial year ended March 31, 2020.

X. Establishment of Vigil Mechanism and Whistle-Blower Policy

The Company has established a Vigil Mechanism in its system and it is affirmed that no personnel has been denied access to the Audit Committee.

XI. Disclosure on materially significant related party transactions

During the FY 2019-20, there were no materially significant related party transactions that have potential conflict with the interests of the Company at large.

XII. Compliance of discretionary requirements

- a) Modified opinion (s) in audit report

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

By Order of the Board

RAMA VARMA
Managing Director
DIN 00031890
Place: Mangalore
Date: 30 June 2020

CRR VARMA
Director
DIN 00031924
Place: Trivandrum
Date: 30 June 2020

Annexure - 7
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH 2020
[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies (Appointment and Remuneration of Managerial Personnel)
Rules, 2014]

To

The Members

ASPINWALL AND COMPANY LIMITED

CIN: L74999KL1920PLC001389

We, BVR & Associates Company Secretaries LLP, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Aspinwall and Company Limited** [CIN: L74999KL1920PLC001389] (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of **Aspinwall and Company Limited's** books, papers, minutes book, forms and returns filed and other records produced to us and according to the information and explanations given to us by the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31/03/2020 complied with the provisions of the Companies Act, 2013 (Act) and the Rules made there under, the Memorandum and Articles of Association of the Company and also applicable provisions of the aforesaid laws, standards, guidelines, agreements, etc.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Aspinwall and Company Limited ("the Company") for the financial year ended on 31/03/2020 according to the provisions of:

1. The Companies Act, 2013 and the Rules made there under.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under.
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
4. Foreign Exchange Management Act, 1999 and the applicable rules and regulations made there under.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & 2015.
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
 - e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - f. The Securities and Exchange Board of India (Depositories And Participants) Regulations, 1996
 - g. Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
 - h. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998
6. The Listing Agreement has been entered into by the Company with National Stock Exchange.

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

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

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

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

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

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

We report that, during the year under review:

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

12. The Company has not issued and allotted the securities during the period under scrutiny.
13. The Company has declared dividends to its shareholders during the period under scrutiny. Declared a final dividend of Rs. 3 per equity share of Rs. 10 each, on AGM held on 08th August, 2019 and declared an interim dividend of Rs. 2.5 per equity share of Rs. 10 each, on the Board meeting held on 11.03.2020.
14. The Company has not issued debentures and not accepted fixed deposits.
15. The Company has paid all its statutory dues and satisfactory arrangements have been made for arrears of any such dues.
16. The Company being a listed entity has complied with the provisions of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, *except an omission in filing the Report on Investor Grievance (Regulation 13(3) of SEBI (LODR) Regulations, 2015).*
The company has filed report within the specified due date, however the acknowledgement were not generated which were found later and filed the report after the due date. The non-compliance occurred is not a wilful omission and company has paid 3 days fine for such omission and filed the report thereafter.
17. The Company has provided a list of statutes in addition to the laws as mentioned above and it has been observed that there are proper systems in place to ensure compliance of all laws applicable to the Company.

We further report that:

1. The Company has followed the Secretarial Standards issued by the Institute of Company Secretaries of India.
2. The Company has complied with the provisions of Equity listing Agreements and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with National Stock Exchange.
3. The provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 are not applicable for the Company during the period under scrutiny.
4. The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015 including the provisions with regard to disclosures and maintenance of records required under the Regulations.
5. The provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations are not applicable for the Company during the period under scrutiny.
6. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 with regard to grant of Stock Options and implementation of the Schemes are not applicable for the Company during the period under scrutiny.
7. The provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 are not applicable for the Company during the period under scrutiny.
8. The Company has complied with the provisions of the Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
9. The provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 with regard to buy back of Equity Shares are not applicable for the Company during the period under scrutiny.
10. The Company has complied with the provisions of the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 including the provisions with regard to disclosures and maintenance of records required under the Regulations;
11. The Company had complied with the provisions of The Competition Act, 2002 with regard to prohibition of anti-competitive agreements, abuse of dominance and ensuring of competition advocacy. As per the verification, the Company is ensuring fair competition in the market among its competitors.

We further report that:

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

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

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

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

Ernakulam
27/06/2020

FOR BVR & ASSOCIATES COMPANY SECRETARIES LLP

Sd/-

CS N BALASUBRAMANIAN

Designated Partner,

FCS No. F6439

C P No.: 4996

UDIN: F006439B000390064

'ANNEXURE'

To

The Members

ASPINWALL AND COMPANY LIMITED

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the Management representation about the Compliance of Laws, Rules and Regulations and happening of events etc.
6. The Compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For BVR & Associates Company Secretaries LLP

Sd/-

CS N BALASUBRAMANIAN

Designated Partner,

FCS No. F6439

C P No.: 4996

UDIN: F006439B000390064

Ernakulam

27/06/2020

B S R & Associates LLP

Chartered Accountants

Salarpuria Knowledge City
Orwell, B Wing, 6th Floor, Unit - 3
Sy No. 83/1, Plot No. 2, Raidurg
Hyderabad - 500 081, India

Telephone +91 40 7182 2000
Fax +91 40 7182 2399

INDEPENDENT AUDITOR'S CERTIFICATE ON THE CORPORATE GOVERNANCE REPORT FOR THE PERIOD 1 APRIL 2019 TO 31 MARCH 2020

To

The Members of Aspinwall and Company Limited

- 1 This Certificate is issued in accordance with the terms of our engagement letter dated 1 June 2020.
- 2 Aspinwall and Company Limited ('the Company') requires Independent Auditor's Certificate on compliance with conditions of Corporate Governance as per Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and Paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, for the period 1 April 2019 to 31 March 2020, for annexing the same to its Directors' Report for the year ended 31 March 2020.

Management Responsibility

- 3 The preparation of the Corporate Governance Report is the responsibility of the Management of the Company along with the maintenance of all its relevant supporting records and documents. The Management is also responsible for ensuring that the Company complies with the requirements of Regulation 17-27, Clauses (b) to (i) of Regulation 46(2) and Paragraphs C, D and E of Schedule V of the Listing Regulations for the period 1 April 2019 to 31 March 2020. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report and applying an appropriate basis of preparation.

Auditor's Responsibility

- 4 Pursuant to the requirements of the Listing Regulations, our responsibility is to certify whether the Company has complied with the conditions of the Corporate Governance as stipulated in Listing Regulations for the period 1 April 2019 to 31 March 2020.
- 5 We have examined the compliance of the conditions of Corporate Governance by the Company for the period 1 April 2019 to 31 March 2020 as per Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and Paragraphs C, D and E of Schedule V of the Listing Regulations. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.
- 6 We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificates issued for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India ("Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- 7 We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**INDEPENDENT AUDITOR'S CERTIFICATE ON THE CORPORATE GOVERNANCE REPORT FOR THE PERIOD
1 APRIL 2019 TO 31 MARCH 2020 (continued)**

Conclusion

- 8 In our opinion and to the best of our information and according to the explanations given to us and representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17 to 27, Clauses (b) to (i) of Regulation 46(2) and Paragraphs C, D and E of the Schedule V of the Listing Regulations, as applicable.
- 9 We state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Restriction on use

This Certificate is issued solely for the purpose of complying with Regulations 17-27, Clauses (b) to (i) of Regulation 46(2) and Paragraphs C, D and E of Schedule V of the Listing Regulations for the period 1 April 2019 to 31 March 2020 and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 116231W/ W-100024

Vikash Somani

Partner

Membership No: 061272

ICAI Unique Identification number: 20061272AAAABL9555

Place: Hyderabad

Date: 30 June 2020

ASPINWALL AND COMPANY LIMITED

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

CEO/CFO CERTIFICATION

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

Certificate in connection with the results for the financial year ended on March 31, 2020

- a) We have reviewed the working results for the financial year ended March 31, 2020 and to the best of our knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with the applicable accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or violative of the Company's code of conduct.
- 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, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
- i. Significant changes in internal control over financial reporting during the period;
 - ii. Significant changes in accounting policies during the period; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-
(RAMA VARMA)
Managing Director
DIN 00031890
Place: Mangalore
Date: 30 June 2020

Sd/-
(T. R. RADHAKRISHNAN)
Chief Financial Officer
Place: Kochi
Date: 30 June 2020

ASPINWALL AND COMPANY LIMITED

Form AOC - 1

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

Statement containing salient features of the financial statement of subsidiaries

₹ in Lakhs)

Particulars	ASPINWALL TECHNOLOGIES LIMITED	ASPINWALL GEOTECH LIMITED	MALABAR COAST MARINE SERVICES PRIVATE LIMITED	SFS PHARMA LOGISTICS PRIVATE LIMITED	ASPINWALL HEALTHCARE PRIVATE LIMITED
1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	No	No	No	No	24.02.2020 till 31.03.2020
2. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
3. Share Capital	16	120	5	100	20
4 Reserves & surplus	23	(220)	487	(100)	(3)
5 Total assets	40	40	531	125	29
6 Total Liabilities	1	140	39	125	12
7 Investments	-	-	139	-	
8 Turnover (Total Revenue)	2	*	208	161	-
9 Profit/(Loss) before taxation	1	(7)	51	*	(3)
10 Provision for taxation	*	-	6	(*)	-
11 Profit/(Loss) after taxation	1	(7)	45	*	(3)
12 Proposed Dividend	-	-	-	-	-
13 % of shareholding	100%	100%	100%	100%	100%

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

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

RAMA VARMA
Managing Director
DIN 00031890

M LAKSHMINARAYANAN
Director
DIN 05003710

T. R. RADHAKRISHNAN
Chief Financial Officer
NEERAJ R VARMA
Company Secretary
Membership No. A29030

Date: 30 June 2020



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

We have examined the statutory records of Aspinwall and Company Limited CIN- L74999KL1920PLC001389. We here by certify as per notification dated 09.05.2018 issued by SEBI, amendment to schedule V, part C, Clause 10 new sub clause (h) and (i) that the none of the Directors on board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Board / Ministry of Corporate Affairs or any such statutory authority.

LIST OF DIRECTORS AS ON 15.06.2020

Sl. No.	NAME	DESIGNATION	ADDRESS
1	Mr. Rama Varma	Managing Director	ASHIRWAD, Maroli Kulshekar P O Mangalore 575 005. 04712738900
2	Mr. Rajesh S	Executive Director & CEO	VP 4/1385, Devaprayag, Sankar Lane, Melethumele Junction, Vattiyurkavu, Trivandrum-695013 04712738900
3	Mr. Raja Raja Varma	Director	Kaudiar Palace Trivandrum 695 003 04712738900
4	Mr. Adithya Varma	Director	Kaudiar Palace Trivandrum 695 003 04712738900
5	Mr. Sushil Krishnan Nair	Director	50/1286 A, Iyyangali Road, Poonithura, Kochi-682038 04712738900
6	Ms. Nina Nayar	Director	Thekke Ambady Poornathreyeesa Temple Road, Poonithura, Ernakulam – 682317 04712738900
7	Mr. M Lakshminarayanan	Director	26 Madhavam, 25th Main, J P Nagar, 1st Phase, Bangalore-560078 04712738900
8	Mr. Vijay K Nambiar	Director	D-41 IFS Apartment Mayur Vihar Mayur Vihar Ph-1 Preet Vihar East Delhi -110 091 04712738900

Sd

SAJEEV S, B.Com. A.C.S

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

B S R & Associates LLP

Chartered Accountants

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Orwell, B Wing, 6th Floor, Unit - 3
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Fax +91 40 7182 2399

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASPINWALL AND COMPANY LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Aspinwall and Company Limited ("the Company"), which comprise the standalone balance sheet as at 31 March 2020, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2020, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Independent Auditors' Report on the standalone financial statements of Aspinwall and Company Limited for the year ended 31 March 2020 (continued)
Key Audit Matters (continued)

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

Independent Auditors' Report on the standalone financial statements of Aspinwall and Company Limited for the year ended 31 March 2020 (continued)

Other information

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

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

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

If based on the work we have performed on the other information that we obtained prior to the date of this Auditor's Report we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

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

Management's and Board of Directors' Responsibility for the Standalone Financial Statements

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

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

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

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

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

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

Independent Auditors' Report on the standalone financial statements of Aspinwall and Company Limited for the year ended 31 March 2020 (continued)

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A) As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

Independent Auditors' Report on the standalone financial statements of Aspinwall and Company Limited for the year ended 31 March 2020 (continued)

Report on Other Legal and Regulatory Requirements (Continued)

- (c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account
- (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31 March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors') Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31 March 2020 on its financial position in its standalone financial statements - Refer Note 27 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
 - iv. The disclosures in the standalone financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2020.
- (C) With respect to the matter to be included in the Auditors' Report under Section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

for B S R & Associates LLP

Chartered Accountants

ICAI Firm's Registration Number: 116231W/W-100024

Sd/-

Vikash Somani

Partner

Membership Number: 061272

ICAI Unique Document Identification Number: 20061272AAAABH1198

Place: Hyderabad

Date: 30 June 2020

ASPINWALL AND COMPANY LIMITED

Annexure - A to the Independent Auditors' Report

The Annexure A referred to in our Independent Auditor's Report to the Members of the Aspinwall and Company Limited ("the Company") on the standalone financial statements for the year ended 31 March 2020. We report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain fixed assets were physically verified during the year. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company other than the following:
 - i. The title of land included in Plantation Land and Development, that was taken on long term lease is under dispute (refer Note 27(2) to the standalone financial statements).
 - ii. The Company is in the process of rectifying the defects in the title to 60.50 cents of land parcel in Shasthamangalam which is currently disclosed under assets held for sale in Note 42 to the standalone financial statements (Rs. Nil as at 31 March 2020).
- (ii) The inventories, except inventories with third parties, have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stock and the book records were not material. For inventories lying with third parties at the year-end, written confirmations have been obtained by the management.
- (iii) The Company has granted unsecured loans to two companies covered in the Register maintained under Section 189 of the Companies Act, 2013 (the 'Act').
 - (a) In our opinion and according to the information and explanations given to us, the terms and conditions on which the loans were granted to the companies listed in the Register maintained under Section 189 of the Act are not prejudicial to the Company's interest.
 - (b) In the case of the loans granted to the companies listed in the Register maintained under Section 189 of the Act, the borrowers have been regular in the repayment of the principal and payment of interest, wherever stipulated.
 - (c) There are no amounts of loans granted to companies in the Register maintained under section 189 of the Act, which are overdue for more than ninety days.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to the loans given, investments made and guarantees given. Further, there is no security given in respect of which provisions of Sections 185 and 186 of the Act are applicable.

ASPINWALL AND COMPANY LIMITED

Annexure - A to the Independent Auditors' Report (continued)

- (v) The Company has not accepted any deposits from the public within the meaning the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 of the Act, any other relevant provisions of the Act and the relevant rules framed thereunder.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including, Provident fund, Employees State Insurance, Duty of customs, Goods and Service Tax, Cess and any other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities. However, there have been delays in depositing income-tax deducted at source, with the appropriate authorities with delays ranging from 1 to 96 days.

According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employee State Insurance, Income-tax, Duty of customs, Goods and Service Tax, Cess and any other material statutory dues were in arrears, as at 31 March 2020, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of Income tax or Sales tax or Service tax or Duty of customs or Duty of excise or Value added tax or Goods and Service tax which have not been deposited by the Company on account of disputes, except for the following:

Name of the statute	Nature of dues	Amount (in Rs. in lakhs)	Period to which the amount relates	Forum where dispute is pending
Finance Act, 1994 and Service Tax Rules, 1994	Service Tax (Demand)	9	April, 2006 to March, 2010	Customs, Excise and Service Tax Appellate Tribunal, Bangalore
		680 (40)*	April, 2004 to March, 2012	Customs, Excise and Service Tax Appellate Tribunal, Chennai
		23# (1)*	April 2007 to March 2012	Commissioner (Appeals), Chennai
Kerala Value Added Tax Act, 2003	Kerala Value Added Tax	49 (12)*	FY 2007-08	Kerala Value Added Appellate Tribunal
The Kerala Agricultural Income Tax Act, 1991	Agricultural Income Tax	98 #	FY 2011-12 and FY 12-13	Kerala Sales Tax Appellate Tribunal, Ernakulam
The Kerala Agricultural Income Tax Act, 1991	Agricultural Income Tax	114#	FY 2013-14 and FY 2014-15	Deputy Commissioner Appeals Agriculture Income-tax
Income-tax Act, 1961	Income-tax	64	FY 2016-17	Commissioner Income-tax Appellate Tribunal

* The amount represents the payments made under protest

Includes interest and penalty on demand

ASPINWALL AND COMPANY LIMITED

Annexure - A to the Independent Auditors' Report *(continued)*

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to banks. The Company did not have any outstanding loans or borrowings from government and financial institutions and there are no dues to debenture holders during the year.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on examination of the records of the Company, the Company has paid/ provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) According to the information and explanations given to us, in our opinion, the Company is not a Nidhi Company as prescribed under Section 406 of the Act.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and Section 188 of the Act, where applicable, and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanation given to us and in our opinion the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

for B S R & Associates LLP

Chartered Accountants

ICAI Firm's Registration Number: 116231W/ W-100024

Sd/-

Vikash Somani

Partner

Membership number: 061272

ICAI Unique Identification Number: 20061272AAAABH1198

Place: Hyderabad

Date: 30 June 2020

Annexure B to the Independent Auditor's report on the standalone financial statements of Aspinwall and Company Limited for the year ended 31 March 2020

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

(Referred to in paragraph 2A(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls over financial reporting of Aspinwall and Company Limited ('the Company') as of 31 March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2020, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Annexure B to the Independent Auditor's report on the standalone financial statements of Aspinwall and Company Limited for the year ended 31 March 2020 (continued)

Meaning of Internal Financial Controls over Financial Reporting

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

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

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

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's Registration Number: 116231W/ W-100024

Sd/-

Vikash Somani

Partner

Membership number: 061272

ICAI Unique Identification Number: 20061272AAAABH1198

Place: Hyderabad

Date: 30 June 2020

ASPINWALL AND COMPANY LIMITED

STANDALONE BALANCE SHEET AS AT 31 MARCH, 2020 (All amounts in Indian rupees lakhs)

	Notes	As at 31 March 2020	As at 31 March 2019
Assets			
Non-current assets			
Property, plant and equipment	3	6,277	6,346
Capital work-in-progress	3	7	-
Investment Property	4	1,136	1,155
Biological assets other than bearer plants	40	485	442
Financial assets			
Investments	5	156	136
Loans	6	51	51
Other financial assets	7	316	226
Deferred tax assets (net)	37	423	393
Income tax assets (net)	37	581	318
Other non-current assets	8	97	78
Total non-current assets		9,529	9,145
Current assets			
Inventories	9	6,868	9,860
Financial assets			
Loans	6	32	32
Trade receivables	10	4,158	3,328
Cash and cash equivalents	11	392	342
Bank balances other than cash and cash equivalents	11	66	59
Other financial assets	7	1,503	1,401
Other current assets	8	520	703
		13,539	15,725
Assets held for sale	42	490	490
Total current assets		14,029	16,215
TOTAL ASSETS		23,558	25,360
EQUITY AND LIABILITIES			
Equity			
Equity share capital	12	782	782
Other equity		12,403	12,785
Total equity		13,185	13,567
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	13	216	608
Provisions	14	463	361
Total non-current liabilities		679	969
Current liabilities			
Financial liabilities			
Borrowings	13	4,268	5,966
Trade payables	15		
-total outstanding dues of micro enterprises and small enterprises		-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		1,378	842
Other financial liabilities	16	2,001	2,012
Other current liabilities	17	1,173	928
Provisions	14	506	717
Current tax liabilities (net)	37	368	359
Total current liabilities		9,694	10,824
Total equity and liabilities		23,558	25,360

Significant accounting policies

2

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

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

Vikash Somani
Partner
Membership No.: 061272

Place: Hyderabad
Date: 30 June 2020

Rama Varma
Managing Director
DIN: 00031890

Place: Mangalore
Date: 30 June 2020

M Lakshminarayanan
Director
DIN: 05003710

Place: Bangalore
Date: 30 June 2020

T.R. Radhakrishnan
Chief Financial Officer

Place: Kochi
Date: 30 June 2020

Neeraj R. Varma
Company Secretary
Membership No.: A29030

Place: Trivandrum
Date: 30 June 2020

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

ASPINWALL AND COMPANY LIMITED
STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED
31 MARCH 2020 (All amounts in Indian rupees lakhs)

	Notes	Year ended 31 March, 2020	Year ended 31 March, 2019
Income			
Revenue from operations	18	25,329	27,242
Other income	19	821	904
Total income		26,150	28,146
Expenses			
Cost of materials consumed	20	8,139	13,029
Purchases of stock-in-trade	21	1,187	1,027
Changes in inventories of finished goods and stock -in-trade	22	1,154	(1,691)
Employee benefits expense	23	3,512	3,467
Finance costs	24	520	702
Depreciation expense	25	330	252
Other expenses	26	11,278	10,443
Total expenses		26,120	27,229
Profit before tax		30	917
Tax expense:	37		
Current tax		16	235
Income tax charge/(credit) for earlier years		21	(49)
Deferred tax credit		(61)	(70)
Total tax (credit)/ expenses		(24)	116
Profit for the year		54	801
Other comprehensive income			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Remeasurement of defined benefit liability	38	76	(87)
Income tax related to items that will not be reclassified to profit or loss	37	(21)	24
Total other comprehensive income for the year, net of income tax		55	(63)
Total comprehensive income for the year		109	738
Earnings per equity share (Equity shares of face value Rs. 10 each)	28		
Basic (Rs.)		0.69	10.24
Diluted (Rs.)		0.69	10.24

Significant accounting policies

2

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

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

Vikash Somani
Partner
Membership No.: 061272

Rama Varma
Managing Director
DIN: 00031890

M Lakshminarayanan
Director
DIN: 05003710

for and on behalf of the Board of Directors of
Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

Neeraj R. Varma
Company Secretary
Membership No.: A29030

Place: Hyderabad
Date: 30 June 2020

Place: Mangalore
Date: 30 June 2020

Place: Bangalore
Date: 30 June 2020

Place: Kochi
Date: 30 June 2020

Place: Trivandrum
Date: 30 June 2020

ASPINWALL AND COMPANY LIMITED
STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020
 (All amounts in Indian rupees lakhs)

For the year ended 31 March 2019

Particulars	Equity share capital	Other equity				Total equity attributable to equity shareholders of the Company
		Reserves and surplus		Items of other comprehensive income		
		Retained earnings	General reserve	Remeasurements of the net defined benefit liability/net of tax	Total	
Balance at 1 April 2018	782	1,569	10,800	-	-	13,369
Profit for the year	-	801	-	-	801	801
Other comprehensive income for the year (net of tax)	-	-	-	(63)	(63)	(63)
Total comprehensive income for the year	-	801	-	(63)	738	738
Transferred to retained earnings	-	(63)	-	63	-	-
Transferred (from)/ TO general reserve	-	(450)	450	-	-	-
Dividend paid during the year	-	(274)	-	-	(274)	(274)
Dividend distribution tax paid during the year	-	(48)	-	-	(48)	(48)
Total contributions by and distributions to owners	-	(835)	450	63	(322)	(322)
Balance at 31 March 2019	782	1,535	11,250	-	12,785	13,567

For the year ended 31 March 2020

Particulars	Equity share capital	Other equity				Total equity attributable to equity shareholders of the Company
		Reserves and surplus		Items of other comprehensive income		
		Retained earnings	General reserve	Remeasurements of the net defined benefit liability/net of tax	Total	
Balance at 1 April 2019	782	1,535	11,250	-	-	13,567
Profit for the year	-	54	-	-	54	54
Other comprehensive income for the year (net of tax)	-	-	-	55	55	55
Total comprehensive income for the year	-	54	-	55	109	109
Transferred to retained earnings	-	55	-	(55)	-	-
Dividend paid during the year	-	(430)	-	-	(430)	(430)
Dividend distribution tax paid during the year	-	(61)	-	-	(61)	(61)
Total contributions by and distributions to owners	-	(436)	-	(55)	(491)	(491)
Balance at 31 March 2020	782	1,153	11,250	-	12,403	13,185

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

for **BSR & Associates LLP**

Chartered Accountants

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

Vikash Somani

Partner

Membership No.: 061272

Place: Hyderabad

Date: 30 June 2020

Rama Varma

Managing Director

DIN: 00031890

Place: Mangalore

Date: 30 June 2020

M Lakshminarayanan

Chief Financial Officer

DIN: 05003710

Place: Bangalore

Date: 30 June 2020

Neeraj R. Varma

Company Secretary

Membership No.: A29030

Place: Trivandrum

Date: 30 June 2020

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

ASPINWALL AND COMPANY LIMITED

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2020

(All amounts in Indian rupees lakhs)

	Year ended 31 March, 2020	Year ended 31 March, 2019
Cash flows from operating activities		
Profit before tax	30	917
Adjustments for :		
Depreciation expense	330	252
Finance costs	520	702
Interest income	(22)	(23)
loss / (Profit) on disposal of property, plant and equipment (net)	(3)	1
Profit on sale of rubber trees (bearer plants)	(70)	(209)
Gain on remeasurement of biological assets	(43)	(37)
Dividend income	(133)	(42)
Liabilities/ provisions no longer required written back	(452)	(393)
Provision on diminution in value of investment written back	-	(116)
Credit impaired trade receivables written off	9	6
Allowance for credit loss on financial assets	218	146
Net unrealised exchange (gain) / loss	301	(12)
Operating profit changes before working capital changes	685	1,192
<i>Changes in assets and liabilities:</i>		
Decrease in inventories	2,992	918
Increase in trade receivable	(976)	(76)
(Increase) / Decrease in other financial assets	(345)	334
Decrease in other assets	164	61
Increase / (Decrease) in trade payables	553	(25)
Decrease in other financial liabilities	(108)	(243)
Increase/ (Decrease) in other liabilities	245	(172)
Increase in provisions	217	86
Cash generated from operating activities	3,427	2,075
Income taxes paid, net of refund	(305)	(434)
Net cash generated from operating activities (A)	3,122	1,641
Cash flows from investing activities		
Purchase of property, plant and equipment including movements in capital work-in-progress and capital advances	(214)	(592)
Proceeds from sale of property, plant and equipment (including bearer plants)	78	211
Investment in subsidiary company	(20)	-
Repayment of loan by subsidiary company	-	8
Bank balances not considered as cash and cash equivalents	(6)	(2)
Purchase of mutual funds	-	(1)
Proceeds from sale of in mutual funds	-	90
Interest received	17	18
Dividend received	133	42

ASPINWALL AND COMPANY LIMITED

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2020 *(continued)*

(All amounts in Indian rupees lakhs)

	Year ended 31 March, 2020	Year ended 31 March, 2019
Net cash used in investing activities (B)	(12)	(226)
Cash flows from financing activities*		
Repayment of long-term borrowings	(392)	(428)
(Repayments)/ proceeds from short-term borrowings (net)	(1,698)	264
Finance costs	(489)	(824)
Transfer to investor education and protection fund	(8)	(7)
Dividend paid on equity shares	(413)	(266)
Tax on equity dividend paid	(61)	(48)
Net cash used in financing activities (C)	(3,061)	(1,309)
Increase in cash and cash equivalents, net (A+B+C)	49	106
Cash and cash equivalents at the beginning of the year	342	237
Effect of exchange differences on restatement of foreign currency cash and cash equivalents	1	(1)
Cash and cash equivalents at the end of the year (refer note 11)	392	342

*** Changes in liabilities arising from financing activities**

Particulars	As at 1 April 2019	Cash flows	Non-cash changes	As at 31 March 2020
Non-current borrowings (including current maturities)	1,000	(392)	-	608
Current borrowings	5,966	(1,698)	-	4,268
Total	6,966	(2,090)	-	4,876

Particulars	As at 1 April 2018	Cash flows	Non-cash changes	As at 31 March 2019
Non-current borrowings (including current maturities)	1,428	(428)	-	1,000
Current borrowings	5,702	264	-	5,966
Total	7,130	(164)	-	6,966

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

Significant accounting policies (refer to note 2)

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

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

Vikash Somani
Partner
Membership No.: 061272

Rama Varma
Managing Director
DIN: 00031890

M Lakshminarayanan
Director
DIN: 05003710

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

T.R. Radhakrishnan
Chief Financial Officer

Neeraj R. Varma
Company Secretary
Membership No.: A29030

Place: Hyderabad
Date: 30 June 2020

Place: Mangalore
Date: 30 June 2020

Place: Bangalore
Date: 30 June 2020

Place: Kochi
Date: 30 June 2020

Place: Trivandrum
Date: 30 June 2020

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March 2020 (continued)

1 Reporting entity

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

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

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

2 Basis of preparation and significant accounting policies

2.1 Statement of Compliance

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

The standalone financial statements were authorised for issue by the Company's Board of Directors on 30 June 2020.

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

2.2 Functional and presentation currency

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

2.3 Basis of measurement

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

Items	Basis
Certain financial assets and financial liabilities - Note 39	Fair value
Biological assets - Note 40	Fair value less cost to sell
Net defined benefit (asset)/ liability - Note 38	Fair value of plan assets less present value of defined benefit obligations

2.4 Use of estimates and judgements

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

i. Judgements:

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

ii. Assumptions and estimation uncertainties:

a. Useful lives of property, plant and equipment

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

b. Others:

Further information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment for the year ended 31 March 2020 is included in the following notes:

- **Notes 27 and 31** – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- **Note 40** – determining the fair value of biological assets;
- **Note 39** – recognition of impairment loss of financial assets;
- **Note 38** – measurement of defined benefit obligations: key actuarial assumptions;
- **Note 42** – assets held for sale; and
- **Note 4** – determining the fair value of investment property.

2.5 Measurement of fair values

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

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

2.5 Measurement of fair values (continued)

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

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

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

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

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

- **Note 4** – determining the fair value of investment property;
- **Note 39** – fair valuation of certain financial assets;
- **Note 40** – determining the fair value of biological assets.

2.6 Property, plant and equipment

i) Recognition and measurement

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

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

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

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

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

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

ii) Subsequent expenditure

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

iii) Depreciation

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

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

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

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

2.7 Investment Property

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

2.8 Financial Instruments

i. Recognition and initial measurement

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

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

ii. Classification and subsequent measurement

a. Financial assets:

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

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

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

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

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

Financial assets: subsequent measurement and gains and losses

Initial recognition

Subsequent measurement basis

Financial assets at FVTPL

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

Financial assets at amortised cost

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

Equity investments at FVOCI

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

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

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

iii. Derecognition

Financial assets

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

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

Financial liabilities

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

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

iv. Offsetting

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

v. Share capital

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

vi. Foreign exchange forward contracts

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

2.9 Biological assets

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

2.10 Non-current assets or disposal group held for sale

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

2.11 Foreign currency transactions and translations

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

2.12 Inventories

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

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

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

2.13 Impairment

i. Impairment of financial instruments

a. Recognition

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

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

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

c. Write off:

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

ii. Impairment of non-financial assets

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

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

2.13 Impairment (Continued)

ii) Impairment of non-financial assets (Continued)

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

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

2.14 Employee benefits

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

i. Short-term employee benefits

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

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

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

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

ii. Post-employment benefits

Provident Fund:

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

2.14 Employee benefits (Continued)

Gratuity:

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

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

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

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

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

iii. Other long-term employee benefits

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

2.15 Revenue recognition

i) Revenue from contract with customers

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

2.15 Revenue recognition (Continued)

Disaggregation of revenue

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

Contract balances

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

Performance obligations and revenue recognition policies

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

ii) Sale of goods

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

iii) Income from services

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

iv) Rubber tree sales

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

v) Export incentives

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

vi) Other income

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

2.16 Leases

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

Company as a lessee

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

i) Right-of-use assets

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

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

ii) Lease liabilities

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

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

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

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

Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees. The Company has adopted Ind AS 116, effective annual reporting period beginning 1 April 2019. The Company has decided to apply recognition exemptions to short-term

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

2.16 Leases (Continued)

leases. At transition, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Company's incremental borrowing rate as at 1 April 2019. Right-of-use assets are measured at their carrying amount as if Ind AS 116 had been applied since the commencement date, discounted using the lessee's incremental borrowing rate at the date of initial application.

The Company used the following practical expedients when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17:

- Applied a single discount rate to a portfolio of leases with similar characteristics.
- Applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of lease term.
- Excluded initial direct costs from measuring the right-of-use asset at the date of initial application.
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

Company as a lessee

As per the evaluation carried out by the management, there are no arrangements which qualify as a lease as per the requirements of Ind AS 116, accordingly, the Company is not required to make any adjustments on transition to Ind AS 116 for leases where it acts as a lessee.

Company as a lessor

The Company is not required to make any adjustments on transition to Ind AS 116 for leases in which it acts as a lessor.

2.17 Income tax

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

i) Current tax

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

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

ii) Deferred tax

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

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

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

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

iii) MAT credit

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

2.18 Provisions, contingent liabilities and contingent assets

i) Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

ii) Contingent liabilities and contingent assets

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

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

iii) Onerous contracts

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

2.19 Earnings per share

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

2.20 Cash and cash equivalents

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

Cash dividend to equity holders

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

2.21 Cash flow statement

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

2.22 Borrowing cost

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

2.23 Operating segment

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

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

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

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

2.24 Operating cycle

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

2.25 Other Amendments

There are no new accounting pronouncements that are applicable from 01 April 2020.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)
(All amounts in Indian rupees lakhs)

3. Property, plant and equipment

Reconciliation of carrying amount	Freehold land	Buildings [Refer Note (a) below]	Plant and equipment	Furniture and fixtures	Vehicles	Office equipments	Bearer plants	Total	Capital work in progress	Total
Cost or deemed cost										
Balance at 1 April 2018	2,322	1,072	666	34	268	39	1,219	5,620	1,782	7,402
Additions	-	690	242	186	11	91	127	1,347	489	1,836
Deletions	-	-	(13)	-	(2)	-	(27)	(42)	-	(42)
Capitalisation	-	-	-	-	-	-	-	-	(2,271)	(2,271)
Balance at 31 March 2019	2,322	1,762	895	220	277	130	1,319	6,925	-	6,925
Balance at 1 April 2019	2,322	1,762	895	220	277	130	1,319	6,925	-	6,925
Additions	-	5	80	6	-	15	141	247	7	254
Deletions	-	-	(7)	(*)	-	(*)	(44)	(51)	-	(51)
Capitalisation	-	-	-	-	-	-	-	-	-	-
Balance at 31 March 2020	2,322	1,767	968	226	277	145	1,416	7,121	7	7,128
Accumulated depreciation										
Balance at 1 April 2018	-	(87)	(104)	(11)	(78)	(7)	(72)	(359)	-	(359)
Depreciation for the year	-	(45)	(64)	(8)	(51)	(16)	(66)	(250)	-	(250)
Deletions	-	-	1	-	2	-	27	30	-	30
Balance at 31 March 2019	-	(132)	(167)	(19)	(127)	(23)	(111)	(579)	-	(579)
Balance at 1 April 2019	-	(132)	(167)	(19)	(127)	(23)	(111)	(579)	-	(579)
Depreciation for the year	-	(56)	(82)	(24)	(50)	(36)	(63)	(311)	-	(311)
Deletions	-	-	2	*	-	*	44	46	-	46
Balance at 31 March 2020	-	(188)	(247)	(43)	(177)	(59)	(130)	(844)	-	(844)
Net Carrying amount										
At 31 March 2019	2,322	1,630	728	201	150	107	1,208	6,346	-	6,346
At 31 March 2020	2,322	1,579	721	183	100	86	1,286	6,277	7	6,284

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

Notes

a. Include buildings constructed on leasehold land

Particulars	As at 31 March 2020		As at 31 March 2019		Lease period expiry
	Gross Block	Net Block	Gross Block	Net Block	
Office building (30,000 square feet) - Willington Island	36	5	36	6	28 June 2046
Godown - Willington Island	306	47	306	50	28 June 2016**
Office building - Tuticorin	49	14	49	15	31 December 2023
Total	391	66	391	71	

* The Company is in discussion with the Cochin Port Trust (the lessor) and is expected to be renewed the lease within next 12 months

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

4 Investment property

A Reconciliation of Carrying amount	Amount	
Cost (gross carrying amount)		
Balance as at 1 April 2018	-	
Additions	1,157	
Balance as at 31 March 2019	1,157	
Balance as at 1 April 2019	1,157	
Additions	-	
Balance as at 31 March 2020	1,157	
Accumulated depreciation		
Balance as at 1 April 2018	-	
Depreciation for the year ended 31 March 2019	2	
Balance as at 31 March 2019	2	
Balance as at 1 April 2019	2	
Depreciation for the year ended 31 March 2020	19	
Balance as at 31 March 2020	21	
Net Carrying amounts		
At 31 March 2019	1,155	
At 31 March 2020	1,136	
Fair value		
At 31 March 2019	1,426	
At 31 March 2020	1,600	
B Information regarding income and expenditure of investment property	Year ended	Year ended
	31 March 2020	31 March 2019
Income		
Rental income	10	-
Expense		
Interest	59	6
Property tax	8	-
Depreciation	19	2
Total expense	86	8
Loss arising from investment property before indirect expenses	(76)	(8)

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

C Investment property comprises of the following:

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

D Measurement of fair value

(i) Fair valuation hierarchy

The fair value of investment property has been determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

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

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

Valuation technique	Significant inputs	31 March 2020	31 March 2019
Discounted Cash flow method	Estimated Rental value per sq.ft per month	INR 45-65	63-65
	Rent growth	5%	5%
	Periodicity of rent escalation	Every years	Every years
	Vacancy rate	5%	5%
	Discount rate	9.50%	14.55%

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	As at 31 March 2020	As at 31 March 2019
5 Investments		
Non-current, unquoted		
(i) Investment in equity instruments - at cost less provision for other than temporary impairment		
Interest in subsidiaries		
Malabar Coast Marine Services Private Limited, India 50,035 (31 March 2019: 50,035) equity shares of Rs. 10 each	1	1
Aspinwall Geotech Limited, India 1,200,000 (31 March 2019: 1,200,000) equity shares of Rs. 10 each	116	116
Aspinwall Health Care Private Limited 200,000 (31 March 2019: Nil) equity shares of Rs. 10 each	20	-
Aspinwall Technologies Limited 161,280 (31 March 2019: 161,280) equity shares of Rs.10 each	16	16
SFS Pharma Logistics Private Limited, India 1,000,000 (31 March 2019: 1,000,000) equity shares of Rs. 10 each	100	100
Less: Provision for diminution in value	(100)	(100)
(ii) Investment in other entities (fully paid-up) - at FVTPL		
Kailas Rubber Company Limited, India 13 (31 March 2019: 13) equity shares of Rs. 10 each	*	*
Cochin Stock Exchange Limited 911 (31 March 2019: 911) equity shares of Rs. 10 each	1	1
Kerala Enviro Infrastructure Limited 20,000 (31 March 2019: 20,000) equity shares of Rs. 10 each	2	2
Cochin Waste 2 Energy Private Limited 50,000 (31 March 2019: 50,000) equity shares of Rs. 10 each	5	5
Less: Provision for diminution in value	(5)	(5)
(iii) Investment in Government Securities	-	-
National Savings Certificate (NSC)	*	*
	156	136
(i) Total unquoted non-current investments	261	241
(ii) Aggregate provision for impairment in value of non-current investments	(105)	(105)

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	As at 31 March 2020	As at 31 March 2019
6 Loans		
Non-current		
Unsecured, considered good		
Loan to Aspinwall Geotech Limited (refer note 32)	51	51
	51	51
Current		
Unsecured, considered good		
Loan to SFS Pharma Logistics Private Limited (refer note 32)	32	32
	32	32
	83	83
7 Other financial assets		
Non-current		
<i>Unsecured, considered good</i>		
Non-current bank balances in earmarked accounts		
- margin money deposit	42	45
- deposit receipts pledged with customs, sales tax and other government authorities	34	32
Deposits	209	124
Employee and other advances	31	25
	316	226
Current		
<i>(Unsecured)</i>		
Considered good		
Deposits	184	200
Employee advances	50	50
Unbilled revenue	49	69
Jobs in progress	269	31
Accruals		
- interest accrued on deposits	1	2
- interest accrued on loans to subsidiaries	34	28
Contractually reimbursable expenses*	851	883
Fair value change in outstanding forward exchange contracts	-	99
Other receivables*	65	39
Considered credit impaired		
Contractually reimbursable expenses	160	102
	1,663	1,503
Less: Provision for credit impairment contractually reimbursable expenses (refer note 39)	(160)	(102)
	1,503	1,401

* Includes amounts due from wholly owned subsidiary companies (Refer Note 32)

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	As at 31 March 2020	As at 31 March 2019
8 Other assets		
Non-current		
<i>Unsecured, considered good</i>		
Capital advances	26	50
Balance with government authorities	36	27
Prepaid expenses	1	1
Net defined benefit asset with Provident Fund Trust	34	-
	97	78
Current		
<i>(Unsecured)</i>		
Considered good		
Prepaid expenses	22	22
Income tax refund due	24	-
Export incentives [Merchandise Exports from India Scheme (MEIS)/ duty drawback benefits]	210	379
Contract assets/ Advance to contractors	239	288
Balances with government authorities		
- VAT refund receivable	9	9
- customs/ port advance	16	5
	520	703
Considered credit impaired		
Contract assets/ Advance to contractors	6	6
Less: Provision for credit impairment on advances	(6)	(6)
	-	-
	520	703
9 Inventories (at lower of cost and net realisable value)		
(a) Raw materials		
Coffee	2,616	4,576
PVC resin	38	56
Coir Mats and mattings	169	51
	2,823	4,683
(b) Finished goods		
Coffee	3,747	4,809
Rubber	94	165
Coir Mats and mattings	-	3
	3,841	4,977
(c) Stock in trade		
Coffee	28	33
Rubber	-	14
Coir Mats and mattings	15	16
Others	2	-
	45	63
(d) Stores and spares	159	137
	6,868	9,860

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	As at 31 March 2020	As at 31 March 2019
10 Trade receivables		
Unsecured, considered good *	4,158	3,328
Unsecured, considered credit impaired	325	183
	4,483	3,511
Less: Allowance for credit loss (refer note 39)	(325)	(183)
	4,158	3,328
* Includes debts due from a wholly owned subsidiarys (refer note 32)	17	11
11 Cash and bank balances		
A. Cash and cash equivalents		
Cash on hand	6	5
Balances with banks		
(i) In current accounts	384	327
(ii) In EEFC accounts	1	1
(iii) In deposit accounts	1	9
	392	342
Total cash and cash equivalents - (A)		
B. Bank balances other than cash and cash equivalents		
In earmarked accounts		
- unclaimed dividend accounts	49	51
- dividend payable account	10	-
- interest warrant account	1	2
- deposits receipts pledged with customs, sales tax and other government authorities	6	6
	66	59
Other bank balances - (B)		

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	As at 31 March 2020	As at 31 March 2019
12 Equity share capital		
Authorised capital		
250 lakhs (31 March 2019: 250 lakhs) equity shares of Rs.10 each	2,500	2,500
	2,500	2,500
Issued, subscribed and paid-up capital		
78.18 lakhs (31 March 2019: 78.18 lakhs) equity shares of Rs.10 each fully paid up	782	782
	782	782

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

Particulars	As at 31 March 2020		As at 31 March 2019	
	No. of shares	Amount	No. of shares	Amount
Number of shares at the beginning of the year (lakhs)	78.18	782	78.18	782
Issued during the year (lakhs)	-	-	-	-
Shares at the end of the year (lakhs)	78.18	782	78.18	782

b. Rights, preferences and restrictions attached to equity shares

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

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

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

i) Equity shares:

Particulars	As at 31 March 2020		As at 31 March 2019	
	No. of shares (in lakhs)	% holding	No. of shares (in lakhs)	% holding
M/s. Narayanan Investment Trust Private Limited	17.05	21.82%	17.05	21.82%
Mr. Rama Varma	11.65	14.91%	11.65	14.91%
Her Highness Gouri Parvathi Bayi	10.45	13.37%	10.45	13.37%
M/s Kumari Investment Corporation Private Limited	4.59	5.87%	4.59	5.87%

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

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

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

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

	As at 31 March 2020	As at 31 March 2019
13 Borrowings		
Non-current		
<i>Secured</i>		
Term loans from banks	216	608
	216	608
Current		
<i>Secured</i>		
Current maturities of term loans from banks	392	392
Loan repayable on demand	954	751
Packing credit loan from banks	3,039	4,940
<i>Unsecured</i>		
Loan from subsidiary company (refer note 32)	275	275
	4,660	6,358
Less: amount included under other financial liabilities	(392)	(392)
	4,268	5,966

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

13 Borrowings (Continued)

Details of securities, terms and conditions on borrowings from banks

Type of borrowings	Lenders name	Outstanding as on 31 March 2020	Outstanding as on 31 March 2019	Tenure	Security and maturity term	Repayment Schedule and interest rates
Secured term loans from banks	YES Bank Limited	608	1,000	5 1/4 Years	Secured by exclusive charge over the land in Sy no. 3138/2 and 3139/9 at Kowdiar Village, Trivandrum, building constructed on the land and further an exclusive charge over the lease rentals/ cash flow from the building.	The term loan is repayable in 21 quarterly installments of commencing from 20 December 2016 and carry interest at base rate, presently @10.25% p.a. (previous year @10.25% p.a.)
Loan repayable on demand (Over draft)	Syndicate Bank	683	751	Yearly renewal	The bank overdraft and packing credit loan from Syndicate Bank are secured by hypothecation and first charge on all raw materials, finished goods, stock in trade and stores (including goods for export) of coffee division at Mangalore and book debts not older than 90 days of the company. Further secured by hypothecation of plant and machinery of coffee and logistics division at Mangalore, equitable mortgage of land and buildings in Sy. No. 129/1,129/1A,73/2B at Padavu and Maroli Village, Mangalore and equitable mortgage of land and building in Sy. No.1265/1,1265/2, 1266/1, 1266/2, 1259B/2, 1260/2B, 1261/2B in Meelavittam Village at Tuticorin.	Bank overdraft is repayable on demand and carry interest at base rate + 1.20%, presently @9.35% p.a. (previous year @10% p.a.)
Packing credit loan from banks	Syndicate Bank	2,585	2,762	Yearly renewal		Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at base rate+0.70% less interest equalisation scheme, presently @3.85% p.a. (previous year @4.50% p.a.)
Loan repayable on demand (Over draft)	State Bank of India	50	-	Yearly renewal	Packing credit loan and overdraft from State Bank of India is secured by hypothecation of stock and receivables of natural fibre division.	Bank overdraft is repayable on demand and carry interest at 1 year EBLR + 4%, presently @ 11.80% p.a. (previous year - NA)
Packing credit loan from banks	State Bank of India	347	347	Yearly renewal		Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at EBLR plus 0.55% less interest equalisation, presently @ 3.35% p.a. (previous year @4.10% p.a.)
Packing credit loan from banks	HDFC Bank Limited	107	466	Yearly renewal	Packing credit loan from HDFC Bank Limited is secured by equitable mortgage of land in Sy.no. 140/1, 155-1A and 154-1A along with built up area about 94,000 sq.ft. located in Iddya Village, Mangalore Taluk.	Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at base rate less interest equalisation, presently @3.50% p.a. (previous year @4.45% p.a.)
Packing credit loan from banks	Federal Bank Limited	-	1,365	Yearly renewal	Packing credit loan from Federal Bank Limited is secured by paripassu first charge on hypothecation of stock and advance to suppliers of the coffee division with a margin of 25% with other working capital lenders of coffee division.	Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at base rate less interest equalisation, presently @4.15% p.a. (previous year @4.15 p.a.)
Loan repayable on demand (Over draft)	Federal Bank Limited	221	-	Yearly renewal		Bank overdraft is repayable on demand and carry interest at 1 year MCLR + 0.25%, presently @9.15% p.a. (previous year - NA)
Unsecured loan from subsidiary company	Malabar Coast Marine Services Private Limited	275	275	NA	Term loan from subsidiary is unsecured.	Unsecured loan is maturing in August 2020. Interest rate @12.5% p.a. (previous year @12.5% p.a.)

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	As at 31 March 2020	As at 31 March 2019
14 Provisions		
Non-current		
Provision for employee benefits		
- Gratuity	174	105
- Compensated absences	289	256
	463	361
Current		
Provision foremployee benefits		
- Compensated absences	91	74
- Employee provident fund	-	21
Provision for contingencies (refer note 31)	415	622
	506	717
15 Trade payables		
- total outstanding dues of micro enterprises and small enterprises (refer note 33)	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	1,378	842
	1,378	842
16 Other financial liabilities		
Current maturities of term loan from bank	392	392
Interest accrued but not due on loans from banks	22	22
Interest accrued but not due on loan from subsidiary	31	-
Unclaimed dividends	50	51
Dividend payable	10	-
Payables on purchase of property, plant and equipment	16	-
Trade deposits received	48	47
Contractually reimbursable expenses/ liabilities	11	136
Retention money	31	31
Due to other creditors and accruals	869	876
Accrued salaries and benefits	300	456
Fair value change in outstanding forward exchange contracts	220	-
Unclaimed interest on deposits	1	1
	2,001	2,012

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	As at 31 March 2020	As at 31 March 2019
17 Other liabilities		
Contract liabilities/ Advance from customers	243	165
Unearned revenue	178	48
Advances received towards sale of land classified as asset held for sale	600	600
Withholding taxes and statutory dues	152	115
	1,173	928
	Year ended	Year ended
	31 March 2020	31 March 2019
18 Revenue from operations		
Sale of products		
Finished goods	12,358	15,551
Traded goods	1,532	1,250
Sale of services - Logistics		
Clearing and forwarding - bulk cargo	7,818	6,436
Clearing and forwarding - others	3,018	2,990
Steamer/Vessel agency related activities	71	118
Other operating revenues		
- Export incentives	493	700
- despatch money	24	183
- weighbridge income	14	13
- sale of coffee husk	1	1
	25,329	27,242
Break-up of sale of products		
<i>Finished goods</i>		
Coffee	9,710	12,755
Rubber	1,201	970
Coir Mats and mattings	1,447	1,826
	12,358	15,551
<i>Traded goods</i>		
Coffee	1,124	271
Rubber	102	663
Coir Mats and mattings	304	316
Others	2	-
	1,532	1,250
Refer Note 35 for segment-wise details.		
<i>Timing of revenue recognition</i>		
Goods transferred at a point in time	13,890	16,801
Services transferred over time	10,907	9,544
	24,797	26,345
<i>Contract balances</i>		
Contract liabilities/ Advance from customers (refer note 17)	243	165
	243	165

The contract liabilities primarily relate to advance consideration received from customers for sale of products, for which revenue is recorded at a point in time. The amount of Rs. 153 lakhs included in contract liabilities as at 31 March 2019 has been recognised as revenue in the current year.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	Year ended 31 March 2020	Year ended 31 March 2019
19 Other Income		
Interest income on effective interest method on:		
- Bank deposits	3	5
- Loans and advances	19	18
Dividend income from current investment	-	1
Fair value changes of current investments (FVTPL)	-	*
Dividend from subsidiary company	133	41
Other non-operating income		
- Rental income	20	10
- Profit on sale of property, plant and equipment (net)	3	-
- Liabilities/ provisions no longer required written back	452	393
- Provision on diminution in value of investment written back	-	116
- Profit on sale of rubber trees	70	209
- Sale of timber	20	24
- Insurance claim received	18	21
- Gain on remeasurement of biological assets	43	37
- Miscellaneous income	40	29
	821	904
20 Cost of materials consumed		
Inventory at the beginning of the year	4,683	7,296
Add: purchases	6,279	10,416
Less: Inventory at the end of the year	(2,823)	(4,683)
	8,139	13,029
Materials consumed include:		
Coffee	7,352	11,872
PVC resin	168	181
Coir yarn and others	619	976
	8,139	13,029
21 Purchases of stock-in-trade		
Coffee	919	177
Rubber	88	666
Mattress	177	184
Others	3	-
	1,187	1,027

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	Year ended 31 March 2020	Year ended 31 March 2019
22 Changes in inventories of finished goods and stock-in-trade		
<i>Inventories at the beginning of the year</i>		
Finished good		
Coffee	4,809	3,211
Rubber	165	38
Coir Mats and mattings	3	-
	4,977	3,249
Stock -in-trade		
Coffee	33	81
Rubber	14	-
Mats and mattress	16	19
	63	100
	5,040	3,349
<i>Inventories at the end of the year</i>		
Finished good		
Coffee	3,747	4,809
Rubber	94	165
Mats and mattings	-	3
	3,841	4,977
Stock -in-trade		
Coffee	28	33
Rubber	-	14
Mats and mattress	15	16
Others	2	-
	45	63
	3,886	5,040
Net changes in inventories	1,154	(1,691)
23 Employee benefits expense		
Salaries, wages and bonus	2,935	2,929
Contribution to provident and other funds (refer note 38)	366	351
Staff welfare expenses	211	187
	3,512	3,467
24 Finance costs		
Interest expense on :		
- borrowings	411	533
- agricultural income tax dues	9	9
- central income tax dues	-	21
- licence fee to port (refer note 31)	17	17
- loan from wholly owned subsidiary (refer note 32)	34	34
- others	26	51
Other borrowing costs	23	37
	520	702

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	Year ended 31 March 2020	Year ended 31 March 2019
25 Depreciation expense		
Depreciation on property, plant and equipment	311	250
Depreciation on investment property	19	2
	330	252
26 Other expenses		
Consumption of stores and spare parts	375	426
Handling charges	8,651	7,625
Transportation and ocean freight	143	183
Power and fuel	192	169
Rent	157	134
Repairs and maintenance		
- Buildings	122	83
- Plant and machinery	64	68
- Others	24	25
Insurance	87	93
Legal and professional	160	180
Payments to auditors (refer note 29)	45	34
Rates and taxes	146	84
Communication	46	50
Travelling and conveyance	264	241
Printing and stationery	31	29
Sales commission	56	61
Donations and contributions (refer note 26.1 below)	3	3
Credit impaired trade receivables written-off	9	6
[Net of adjustment against provision Rs. 18 lakhs (31 March 2019: Rs. 12 lakhs)]		
Allowance for credit loss on financial assets	218	146
Loss on disposal of property, plant and equipment (net)	-	1
Exchange loss on currency fluctuation realised and unrealised (net) *	141	343
Bank charges	46	75
Security and subcontracting charges	109	110
Directors' sitting fees	23	18
Expenditure on corporate social responsibility (refer note 26.2 below)	31	32
Miscellaneous expenses	135	224
	11,278	10,443
* Includes unrealised loss/ net of unrealised gain on contracts not designated in hedge relationships and measured at fair value.		

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	Year ended 31 March 2020	Year ended 31 March 2019
Note 26.1- Donations and contributions primarily includes following:		
Communist Party of India (Marxist)	*	*
Bharatiya Janata Party	*	-
Communist Party of India	*	-
Revolutionary Socialist Party	*	-
SDPI	-	*
Muslim League	-	*
RSP	*	-
Welfare Party of India	-	*
Indian National Congress	*	*
Indian Communist League (ML)	*	-
	1	1
26.2 - Details of corporate social responsibility expenditure		
a) Gross amount required to be spent during the year	31	32
b) Amount spent during the year on:		
i) Construction/acquisition of an asset	-	-
ii) On purposes other than above	31	32
	31	32

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

27 Contingent liabilities and commitments

Particulars	As at 31 March 2020	As at 31 March 2019
Contingent liabilities		
(i) Claims against the Company not acknowledged as debt:		
Disputed tax demands:		
-Service tax demands for the period from April, 2006 to March, 2012 under appeal before Customs, Excise and Service Tax Appellate Tribunal (CESTAT)	444	469
- Service tax demands for the period from April 2007 to March 2012, under appeal before Commissioner (Appeals)	12	24
-Kerala value added tax demand relating to assessment year 2007-08 on alleged sale consideration of goodwill to M/s. DLF Aspinwal Hotels Private Limited against which appeal is pending before the Honourable Kerala Value Added Tax Appellate Tribunal.	49	49
-Income-tax demand for the Financial year 2016-17 under appeal before Commissioner Income-tax Appeals [CIT(A)]	64	-
(ii) Bills discounted	388	611
(iii) Corporate guarantees (refer note 34)	48	48
(iv) Export obligation under Advance Authorisation Licence to be fulfilled. The Company is confident of meeting its obligations under the scheme within the stipulated time.	-	199
(v) Likely demand of interest on UNDP loan availed by M/s. Aspinwall Geotech Limited, wholly owned subsidiary company.	137	128
Commitments		
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for:	395	8

Note

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

28 Earnings per share ("EPS")

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

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Net profit for the year attributable to the equity shareholders (in lakhs)	54	801
Weighted average number of equity shares (Nos.)	78.18	78.18
Par value per share (Rs)	10	10
Earning per share - basic and diluted	0.69	10.24

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

29 Payment to auditors (net of goods and services tax)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
As auditor		
Statutory audit	17	17
Limited review	12	9
Other services	14	6
For reimbursement of expenses	2	2
Total	45	34

30 Details of borrowing costs capitalised

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Borrowing costs capitalised during the year	-	122

31 Details of provisions

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

Particulars	As at 1 April 2019	Additions	Reversal	As at 31 March 2020
Provision for contingencies towards disputed statutory dues	350	-	224	126
Provision for licence fee and interest to port [refer note (b) below]	272	17	-	289
Total provision for contingencies	622	17	224	415
Particulars	As at 1 April 2018	Additions	Reversal	As at 31 March 2019
Provision for contingencies towards disputed statutory dues [refer note (a) below]	549	-	199	350
Provision for licence fee and interest to port [refer note (b) below]	255	17	-	272
Total provision for contingencies	804	17	199	622

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

32 Related parties

A. Related party relationships

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

- | | |
|--|---|
| (a) Wholly-owned Subsidiaries | a) Aspinwall Technologies Limited
b) Malabar Coast Marine Services Private Limited
c) Aspinwall Geotech Limited
d) SFS Pharma Logistics Private Limited
e) Aspinwall Healthcare Private Limited
(incorporated on 24 February 2020) |
| (b) Key Management Personnel (KMP) | a) Mr.Rama Varma - Managing Director
b) Mr.Venkitraman Anand- Executive Director
(Resigned on 31 August 2018)
c) Mr.Rajesh S - Chief Executive Officer
(with effect from 12 November 2018) and Executive
Director and CEO (with effect from 01 June 2019)
d) Mr.T.R. Radhakrishnan - Chief Financial Officer
e) Mr.Neeraj R. Varma - Company Secretary |
| (c) Non-Executive Directors | a) Mr.C.R.R.Varma
b) Mr.K.R.N.Menon (Resigned on 10 August 2019)
c) Mr. Sushil Krishnan Nair I.N. (Retd)
d) Ms.Nina Nayar
e) Sri. Avittam Thirunal Adithya Varma
f) Mr. M.Lakshminarayanan (Appointed on 01 May 2018)
g) Mr. Vijay K. Nambiar (Appointed on 27 May 2019) |
| (d) Entities in which KMP / Relatives of KMP
can exercise significant influence | a) Narayanan Investment Trust Private Limited
b) Kumari Investment Corporation Private Limited |
| (e) Relatives of KMP (Managing Director) | a) H. H. Gouri Parvathi Bayi, sister
b) H. H. Gouri Lakshmi Bayi, sister
c) Dr (Mrs.) Girija Varma, spouse |
| (e) Post-employment benefit plan of the Company | a) Aspinwall & Co. Ltd. Provident Fund Trust
b) Aspinwall & Co. Ltd. Gratuity Fund Trust |

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

32 Related parties (Continued)

B. Related party transactions

Nature of transaction	Name of the related party	Year ended 31 March 2020	Year ended 31 March 2019
Sale of equipments	Aspinwall Healthcare Private Limited	2	-
Receipt of services	Malabar Coast Marine Services Private Limited	2	-
Investment in equity shares	Aspinwall Healthcare Private Limited	20	-
Rent payments	Mr. Rama Varma	20	19
Recoverable expenses incurred on behalf of subsidiaries	Malabar Coast Marine Services Private Limited	2	2
	SFS Pharma Logistics Private Limited	46	41
	Aspinwall Healthcare Private Limited	7	-
	Aspinwall Technologies Limited	2	5
	Aspinwall Geotech Limited	6	3
Dividend received	Malabar Coast Marine Services Private Limited	125	25
	Aspinwall Technologies Limited	8	16
Dividend paid	Narayanan Investment Trust Private Limited	94	60
	Kumari Investment Corporation Private Limited	25	16
	Mr. Rama Varma	64	41
	H. H. Gouri Parvathi Bayi	57	37
	H H Gouri Lakshmi Bayi	4	2
	Dr. (Mrs.) Girija Varma	*	*
	Sri Avittam Thirunal Adithya Varma	4	3
Mr. C.R.R. Varma	2	1	
Interest expense	Malabar Coast Marine Services Private Limited	34	34
Interest income	Aspinwall Geotech Limited	6	7
	SFS Pharma Logistics Private Limited	3	4
Remuneration to Key Management Personnel#	Mr. Rama Varma	81	72
	Mr. Venkitraman Anand	-	28
	Mr. Rajesh S	101	35
	Mr. T.R. Radhakrishnan	56	60
	Mr. Neeraj R. Varma	15	14
Sitting fee paid	Non-executive Directors	23	18
Rendering of services	SFS Pharma Logistics Private Limited	11	21
	Aspinwall Technologies Limited	*	-
	Malabar Coast Marine Services Private Limited	5	7
Expense incurred by subsidiary on behalf of Company	Malabar Coast Marine Services Private Limited	7	2
Repayment of dues to subsidiary companies	Malabar Coast Marine Services Private Limited	3	34
Loan amount received back	SFS Pharma Logistics Private Limited	-	8

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

32 Related parties (Continued)

C. The Company has the following amounts due from/ (to) related parties:

Nature of transaction	Name of the related party	As at 31 March 2020	As at 31 March 2019
Loans to related parties	Aspinwall Geotech Limited	51	51
	SFS Pharma Logistics Private Limited	32	32
Interest accrued on loans to related party	Aspinwall Geotech Limited	34	28
Corporate guarantee given	The United Nations Development Programme Loan on behalf of Aspinwall Geotech Limited	48	48
Trade receivables	SFS Pharma Logistics Private Limited	9	11
	Aspinwall Healthcare Private Limited	2	-
	Malabar Coast Marine Services Private Limited	6	-
Contractually reimbursable expenses	SFS Pharma Logistics Private Limited	1	1
Other financial assets -expense reimbursements on behalf of subsidiary	SFS Pharma Logistics Private Limited	47	29
	Aspinwall Healthcare Private Limited	7	-
	Malabar Coast Marine Services Private Limited	*	-
	Aspinwall Geotech Limited	6	-
Trade payables	Malabar Coast Marine Services Private Limited	4	-
Interest accrued on loans from related party	Malabar Coast Marine Services Private Limited	31	-
Loans and advances from subsidiary company	Malabar Coast Marine Services Private Limited	275	275

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

Refer to Note 38 for information on transactions with Aspinwall & Co. Ltd. Provident Fund Trust and Aspinwall & Co. Ltd. Gratuity Fund Trust.

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

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

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

Particulars	As at 31 March 2020	As at 31 March 2019
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	-	-

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

a) The Company has made investments in the following Company

Particulars	Aspinwall Healthcare Private Limited
As at 1 April 2019	-
Allotment/ purchases during the year	20
Sold during the year	-
Provision for diminution	-
As at 31 March 2020	20

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

Particulars	Aspinwall Geotech Limited	SFS Pharma Logistics Private Limited
As at 1 April 2019	51	32
Loan given during the year	-	-
Repaid during the year	-	-
As at 31 March 2020	51	32
Maximum balance outstanding during the year **	85	35

** Includes interest accrued during the year

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

35 Operating segment

A Basis for segmentation

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

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

B Information about reportable segments

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

35 Operating segment (Continued) C Business segment information (Continued)

SEGMENTS	Year ended 31 March 2020						Year ended 31 March 2019					
	Logistics	Coffee and Related Activities	Plantation	Natural Fibre Products	Others	TOTAL	Logistics	Coffee and Related Activities	Plantation	Natural Fibre Products	Others	TOTAL
1	10,945	11,229	1,305	1,850	-	25,329	9,740	13,600	1,633	2,269	-	27,242
	-	-	-	-	-	-	-	-	-	-	-	-
2	10,945	11,229	1,305	1,850	-	25,329	9,740	13,600	1,633	2,269	-	27,242
	708	496	57	(12)	(22)	1,227	692	1,368	184	50	(2)	2,292
						520						702
						677						673
						30						917
						-						-
						30						917
						(24)						116
						54						801
3	5,612	8,574	2,038	1,406	1,143	18,773	5,055	11,424	2,033	1,215	1,155	20,882
4						4,785						4,478
						23,558						25,360
	2,103	3,434	550	744	402	7,233	1,952	4,770	633	495	642	8,492
						3,140						3,301
						10,373						11,793
	16	20	146	44	-	226	15	71	141	32	-	259
						4						449
						230						708
	100	29	76	29	19	253	103	27	79	26	2	237
						77						15
						330						252
	218	280	-	29	-	527	153	16	-	5	-	174
						-						-
						527						174

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

35 Operating segment (continued)

D Geographical segment information

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

	Particulars	Year ended	Year ended
		31 March 2020	31 March 2019
1	Segment Revenue		
	Americas (including Canada and South American countries)	1,048	1,532
	Europe	9,298	11,397
	India	14,683	13,626
	Others	300	687
	Segment revenue	25,329	27,242
2	Segment Assets		
	Americas (including Canada and South American countries)	128	116
	Europe	1,746	1,231
	India	21,606	23,980
	Others	78	33
	Segment assets	23,558	25,360
3	Capital Expenditure		
	India	230	708
	Total capital expenditure	230	708

36 Leases

Company as a lessee

The Company is obligated under cancellable operating leases for office, port and residential space. Total rental expense under cancellable operating leases [including Rs. 574 lakhs (previous year - Rs. 550 lakhs) grouped under handling charges] during the year was Rs. 731 lakhs (previous year Rs. 684 lakhs). These arrangements do not qualify as a lease as per the requirements of Ind AS 116.

Company as a lessor

The Company has leased out premises under non-cancellable operating lease agreement by leasing out part of the office space in Registered Office in Trivandrum to a third party. The rent income recognised in the standalone Statement of profit and loss under other income for the year ended 31 March 2020 amounts to Rs. 10 lakhs (Previous year: Rs. Nil). The Company has also entered into a sub lease for the godown space in Willingdon Island. The total sub-lease rental income recognised under other income amounted to Rs. 10 lakhs (previous year Rs. 10 lakhs).

The details of future minimum lease payments receivable in respect of non-cancellable operating leases on an undiscounted basis is as follows:

Particulars	As at 31 March 2020	As at 31 March 2019
Due within one year	110	-
Due later than one year and not later than five years	446	-
Due more than five years	492	-
Total	1,048	-

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

37 Tax assets, liabilities and reconciliations

A. Deferred tax (asset)/ liabilities

(a) Movement in deferred tax balances for the year ended 31 March 2020

	Balance at 1 April 2019	Recognised in profit or loss	Recognised in OCI	Utilised	As at 31 March 2020		
					Net	Deferred tax asset	Deferred tax liability
Deferred tax (asset)/ liabilities							
Property, plant and equipment	84	4	-	-	88	-	88
Employee benefits*	(105)	(25)	21	-	(109)	109	-
Allowance for credit loss on financial assets	(85)	(51)	-	-	(136)	136	-
Biological assets	129	6	-	-	135	-	135
MAT credit	(92)	2	-	10	(80)	80	-
Fair valuation changes on forward contracts	29	(90)	-	-	(61)	61	-
Other disallowances	(353)	93	-	-	(260)	260	-
Net deferred tax	(393)	(61)	21	10	(423)	646	223

(b) Movement in deferred tax balances for the year ended 31 March 2019

	Balance at 1 April 2019	Recognised in profit or loss	Recognised in OCI	Utilised	As at 31 March 2019		
					Net	Deferred tax asset	Deferred tax liability
Deferred tax (asset)/ liabilities							
Property, plant and equipment	56	28	-	-	84	-	84
Employee benefits*	(102)	21	(24)	-	(105)	105	-
Allowance for credit loss on financial assets	(57)	(28)	-	-	(85)	85	-
Disallowances under Section 43B of the Income-Tax Act, 1961	(23)	23	-	-	-	-	-
Biological assets	142	(13)	-	-	129	-	129
MAT credit	-	(92)	-	-	(92)	92	-
Fair valuation changes on forward contracts	22	7	-	-	29	-	29
Other disallowances	(337)	(16)	-	-	(353)	353	-
Net deferred tax	(299)	(70)	(24)	-	(393)	635	242

*Includes provision for gratuity, provision for leave encashment, provision for provident fund, provision for bonus and actuarial gain/ loss on remeasurement of defined benefit liability recognised in other comprehensive income.

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

37 Tax assets, liabilities and reconciliations (Continued)

B. Income tax assets /(liabilities)

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current		
Advance tax, net of provision for tax	581	318
Current		
Provision for tax, net of advance tax	(368)	(359)

C. Amount recognised in statement of profit and loss

Particulars	As at 31 March 2020	As at 31 March 2019
Current tax	16	235
Income tax charge/(credit) for earlier years	21	(49)
Deferred tax credit	(61)	(70)
Net tax expense	(24)	116

D. Amount recognised in other comprehensive income

Particulars	Before Tax	Tax Expense / (Benefit)	Net of Tax
Year ended 31 March 2020			
Remeasurement of defined benefit liability	(76)	21	(55)
	(76)	21	(55)
Year ended 31 March 2019			
Remeasurement of defined benefit liability	87	(24)	63
	87	(24)	63

E. Reconciliation of effective tax rate

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Profit before tax	30	917
Company's domestic tax rate	27.82%	27.82%
Tax using Company's domestic tax rate	8	255
Impact of:		
Exempt income	(66)	(32)
Corporate social responsibility expenditure	9	6
Tax losses for which no deferred income tax was recognised	17	6
Adjustments for current tax of prior periods	21	(49)
Others	(13)	(70)
Income tax expense	(24)	116

The tax rate used for reconciliation above is the corporate tax rate of 27.82% payable by corporate entities in India on taxable profits under Indian tax law.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

38 Employee Benefits

a) The employee benefit schemes are as under:

(a) Defined contribution plan

The Company recognised Rs. 74 lakhs (31 March 2019: Rs. 65 lakhs) for superannuation contribution and other retirement benefit contributions in the standalone statement of profit and loss.

The Company also makes contribution towards social security and insurance in the case of a foreign national employee who is employed at Hertogenbosch (Netherlands). The Company had recognised Rs. 14 lakhs (31 March 2019: Rs. 14 lakhs) for social security and insurance contributions in the statement of profit and loss.

b) Defined benefit plan

The Company has various employee benefit plans covering different categories of employees based on location of employment.

A. Gratuity plan of the Company

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service. In the case of executive staff, gratuity is payable at 15 days salary (last drawn salary) for the first 15 years of service and at 30 days salary (last drawn salary) for service above 15 years. The scheme is funded and an amount of Rs. 88 lakhs (31 March 2019: Rs. 68 lakhs) has been recognised and included in "Contribution to provident and other funds" in the statement of profit and loss on account of provision.

B. Provident Fund plan of the Company

All employees of the Company receive benefits under the provident fund which is a defined benefit plan wherein the Company provides the guarantee of a specified return on contribution. The contribution is made both by the employee and the Company equal to 12% of the employees' salary (with Company's contribution to the plan being 12% less contribution towards employee pension scheme). These contributions are made to the Fund administered and managed by the Company's own Trust.

b) The following tables sets out the particulars of the employee benefits as required under the Ind AS 19-"Employee Benefits".

i) The amounts recognised in the balance sheet and the movements in the defined benefit obligation over the year for Gratuity are as follows:

	31 March 2020			31 March 2019		
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount
Opening balance	1,284	1179	105	1,128	1,124	4
Current service cost	84	-	84	70	-	70
Interest cost	88	-	88	79	-	79
Expected returns	-	84	(84)	-	81	
Total amount recognised in profit and loss	172	84	88	149	81	68
<i>Remeasurements</i>						
(Gain)/loss from change in financial assumptions	64	-	64	20	-	20
Experience (gains)/ losses	(26)	-	(26)	67	-	67
Return on plan assets, greater/ less discount rate*	-	57	(57)	-	*	-
Total amount recognised in other comprehensive income	38	57	(19)	87	-	87
Contributions	-	-	-	-	54	(54)
Benefits paid	(55)	(55)	-	(80)	(80)	-
Closing balance	1,439	1,265	174	1,284	1,179	105

* Includes unrealized gain on investments made.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

38 Employee Benefits (Continued)

li) The movement in the defined benefit obligation over the year for Provident fund is as follows:

	31 March 2020			31 March 2019		
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount
Opening balance	1,837	1,816	21	1,696	1,689	7
Current service cost	66	-	66	204	-	204
Interest cost	160	-	160	143	-	143
Expected returns on plan assets	-	159	(159)	-	142	(142)
Immediate recognition of (gains)/ loss	-	-	-	11	-	11
Total amount recognised in profit and loss	226	159	67	358	142	216
<i>Remeasurements recognised in other comprehensive income</i>						
Actuarial loss from change in financial assumptions	29	-	29	13	-	13
Actuarial loss/ (gain) on experience adjustments	1	-	1	(2)	-	(2)
Return on plan assets, greater/ less discount rate*	-	87	(87)	-	-	-
Actuarial gain) arising during current period	-	-	-	(11)	-	(11)
Total amount recognised in other comprehensive income	30	87	(57)	-	-	-
Contributions made	160	225	(65)	-	202	(202)
Benefits paid	(181)	(181)	-	(217)	(217)	*
Closing balance	2,072	2,106	(34)	1,837	1,816	21

* Includes unrealized gain on investments made.

iii) Actuarial assumptions:

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

	Gratuity		Provident Fund		Compensated absences	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Discount rate	6.10%	7.00%	6.10%	7.00%	6.10%	7.00%
Salary escalation rate	8.00%	8.00%	NA	NA	8.00%	8.00%
Expected return on fund	NA	NA	8.30%	8.70%	NA	NA
Expected return on EPFO	NA	NA	8.50%	Year 1 - 8.65% Thereafter - 8.60%	NA	NA
Attrition rate	3-12%	3-12%	12.00%	12.00%	3-12%	3-12%

Discount rate: The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields/ rates available on applicable bonds as on the current valuation date.

Salary escalation rate: The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

Attrition rate: Attrition rate indicated above represents the Company's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

38 Employee Benefits (continued)

iv) Sensitivity analysis

(a) Gratuity

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

	31 March 2020		31 March 2019	
	Increase	Decrease	Increase	Decrease
Effect of 1% change in the assumed discount rate	(70)	79	(62)	70
Effect of 1% change in the assumed salary growth rate	77	(70)	68	(62)
Effect of 1% change in the assumed attrition rate	(8)	(9)	(4)	4

(b) Provident Fund

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

	31 March 2020		31 March 2019	
	Increase	Decrease	Increase	Decrease
Increase/ (decrease) in the interest guarantee liability due to 0.5% change in expected return on exempt fund	(40)	69	(21)	46

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

v) Maturity profile of defined benefit obligation

Expected cash flows

	Gratuity	
	31 March 2020	31 March 2019
Year 1	307	249
Year 2	198	183
Year 3	204	179
Year 4	150	192
Year 5	149	138
Year 6 to 10	774	140

As at 31 March 2020, the weighted average duration of the defined benefit obligation was 5 years.

vi) Details of plan assets

	Gratuity		Provident fund	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Government of India Securities (Central and State)	48.52%	51.98%	47.62%	47.10%
High quality corporate bonds (including Public Sector bonds)	32.18%	12.10%	37.57%	38.59%
Cash (including Special Deposits)	14.08%	9.87%	11.01%	11.15%
Equity shares of listed companies	5.22%	26.05%	3.80%	3.16%
Total	100.00%	100.00%	100.00%	100.00%

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

39 Financial instruments - fair values and risk management

A Accounting classifications and fair values*

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

Particulars	Carrying value			Fair value			
	Amortised cost	Financial assets/liabilities at FVTPL	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value							
Investments in equity instruments	-	3	3	-	3	-	3
	-	3	3	-	3	-	3
Financial assets not measured at fair value							
Investments in subsidiaries	153	-	153	-	-	-	-
Loans	83	-	83	-	-	-	-
Trade receivables	4,158	-	4,158	-	-	-	-
Cash and cash equivalents	392	-	392	-	-	-	-
Other bank balances	66	-	66	-	-	-	-
Other financial assets	1,819	-	1,819	-	-	-	-
	6,671	-	6,671	-	-	-	-
Financial liabilities measured at fair value							
Fair value change in outstanding forward exchange contracts	-	220	220	-	220	-	220
	-	220	220	-	220	-	220
Financial liabilities not measured at fair value							
Borrowings (including current maturities)	4,876	-	4,876	-	-	-	-
Trade payables	1,378	-	1,378	-	-	-	-
Other financial liabilities	1,389	-	1,389	-	-	-	-
	7,643	-	7,643	-	-	-	-

31 March 2019

Particulars	Carrying value			Fair value			
	Amortised cost	Financial assets/liabilities at FVTPL	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value							
Investments in equity instruments	-	3	3	-	3	-	3
Fair value change in outstanding forward exchange contracts	-	99	99	-	99	-	99
	-	102	102	-	102	-	102
Financial assets not measured at fair value							
Investment in subsidiaries	133	-	133	-	-	-	-
Loans	83	-	83	-	-	-	-
Trade receivables	3,328	-	3,328	-	-	-	-
Cash and cash equivalents	342	-	342	-	-	-	-
Other bank balances	59	-	59	-	-	-	-
Other financial assets	1,528	-	1,528	-	-	-	-
	5,473	-	5,473	-	-	-	-
Financial liabilities not measured at fair value							
Borrowings (including current maturities)	6,966	-	6,966	-	-	-	-
Trade payables	842	-	842	-	-	-	-
Other financial liabilities	1,62	-	1,620	-	-	-	-
	9,428	-	9,428	-	-	-	-

The fair value of investments in trade receivables, loans, other financial assets, cash and cash equivalents, other bank balances, borrowings, trade payables and other financial liabilities approximate their carrying amount largely due to short-term nature of these instruments.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

39 Financial instruments (Continued)

B Measurement of fair values

Derivative financial assets/ liabilities: The fair value is determined using forward exchange rates at the reporting date

i. Valuation technique and significant unobservable inputs

ii. Transfer between Level 1 and 2

There have been no transfers from Level 2 to Level 1 or vice-versa in 2019-20 and no transfers in either direction in 2018-19.

B Capital management

The key objective of the Company's capital management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor and customer confidence and to ensure future developments of the business. The Company is focused on maintaining a strong equity base to ensure independence, security as well as financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Company.

The Company's debt to equity ratio at the reporting date are as follows:

Particulars	As at	As at
	31 March 2020	31 March 2019
Total liabilities	10,373	11,793
Less: cash and cash equivalents	392	342
Net debt (A)	9,981	11,451
Total equity (B)	13,185	13,567
Debt to equity ratio (A/B)	0.76	0.84

There are no changes in the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements.

C Financial risk management

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

- (i) Credit risk;
- (ii) Liquidity risk; and
- (iii) Market risk

Risk management framework

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

39 Financial instruments (continued)

(i) Credit risk

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

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

Trade receivables (including contractually reimbursable expense)

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry.

Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers based on which the Company agrees on the credit terms with customers in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables and unbilled revenue. The provision matrix takes into account available external and internal credit risk factors and the Company's historical experience for customers.

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

	As at 31 March 2020	As at 31 March 2019
Allowance for credit loss		
Balance at the beginning	285	160
Impairment loss recognised	218	146
Specific provisions no longer required written back	-	9
Amounts written off	18	12
Balance at the end	485	285

'There was only one customer group (coffee segment) who contributed for more than 10% of the revenue for the year ended 31 March 2020 and 31 March 2019. Company's credit risk is primarily concentrated in logistics segment.

(ii) Liquidity risk

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

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank facilities and by ensuring adequate internally generated funds.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

39 Financial instruments (continued)

Exposure to liquidity risk

The contractual undiscounted cash flows associated with financial liabilities at reporting dates are as follows:

31 March 2020	Contractual cash flows					
	Carrying amount	Total	Less than one year	1-2 years	2-5 years	More than 5 years
Financial liabilities						
Term loan from banks (including current maturities)	608	608	392	216	-	-
Current borrowings from banks	3,993	3,993	3,993	-	-	-
Borrowings from related parties	275	275	275	-	-	-
Trade payables	1,378	1,378	1,378	-	-	-
Other financial liabilities	1,609	1,609	1,609	-	-	-
	7,863	7,863	7,647	216	-	-
31 March 2019	Contractual cash flows					
	Carrying amount	Total	Less than one year	1-2 years	2-5 years	More than 5 years
Financial liabilities						
Term loan from banks (including current maturities)	1,000	1,000	392	392	216	-
Current borrowings from banks	5,691	5,691	5,691	-	-	-
Borrowings from related parties	275	275	275	-	-	-
Trade payables	842	842	842	-	-	-
Other financial liabilities	1,620	1,620	1,620	-	-	-
	9,428	9,428	8,820	392	216	-

The gross (inflows)/ outflows disclosed in the above table represent the contractual undiscounted cash flows relating to financial liabilities.

(iii) Market risk

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

(a) Foreign currency risk

The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which transactions are denominated and the functional currency of the Company. The functional currency of company is INR. The currencies in which these transactions are primarily denominated is US Dollars, GBP, Euro and AED.

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)
(All amounts in Indian rupees lakhs)

39 Financial instruments (continued)

The summary quantitative data about the Company's exposure to currency risk at the end of reporting period expressed in INR are as follows:

As at 31 March 2020	USD	GBP	EURO	AED
Financial assets				
Trade receivables	1,826	-	58	-
Cash and cash equivalents				
Balance in EEFC account	*	*	*	-
Balance in foreign bank account	-	-	24	-
Net exposure to foreign currency risk (assets)	1,826	*	82	-
Financial liabilities				
Trade payables	41	-	6	3
Net exposure to foreign currency risk (liabilities)	41	-	6	3
As at 31 March 2019	USD	GBP	EURO	AED
Financial assets				
Trade receivables	1,221	-	11	-
Cash and cash equivalents				
Balance in EEFC account	*	*	*	-
Balance in foreign bank account	-	-	24	-
Net exposure to foreign currency risk (assets)	1,221	*	35	-
Financial liabilities				
Trade payables	4	-	1	-
Other liabilities	39	-	-	-
Net exposure to foreign currency risk (liabilities)	43	-	1	-

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

39 Financial instruments (continued)

Sensitivity analysis

The sensitivity of profit or loss to changes in exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Impact on profit or (loss)		Impact on equity, net of tax	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
USD sensitivity				
INR/USD - increase by 1%	21.26	17.91	15.35	12.93
INR/USD - decrease by 1%	(21.26)	(17.91)	(15.35)	(12.93)
GBP sensitivity				
INR/GBP - increase by 1%	*	*	*	*
INR/GBP - decrease by 1%	*	*	*	*
EURO sensitivity				
INR/EURO - increase by 1%	0.76	0.34	0.55	0.25
INR/EURO - decrease by 1%	(0.76)	(0.34)	(0.55)	(0.25)
AED sensitivity				
INR/AED - increase by 1%	(0.03)	-	(0.02)	-
INR/AED - decrease by 1%	0.03	-	0.02	-

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

39 Financial instruments (continued)

(a) Foreign currency risk (continued)

I. Assets	Foreign currency	As at 31 March 2020			As at 31 March 2019		
		Exchange rate	Amount in foreign currency	Amount in INR	Exchange rate	Amount in foreign currency	Amount in INR
Hedged by forward contracts	USD	75.20	23	1,757	68.69	15	998
	Euro	82.63	1	48	-	-	-
Unhedged	USD	75.20	1	69	68.69	3	223
	Euro	82.63	*	10	76.89	*	11

Note: The Company have entered into forward contracts to hedge its cash flows from receivables from foreign currencies amounting to Rs. 3,103 lakhs (USD 42 lakhs) and Rs. 151 lakhs (EURO 2 lakhs) [previous year Rs. 3,446 lakhs (USD 50 lakhs)].

II. Liabilities	Foreign currency	As at 31 March 2020			As at 31 March 2019		
		Exchange rate	Amount in foreign currency	Amount in INR	Exchange rate	Amount in foreign currency	Amount in INR
Unhedged (C) - (A)-(B)	USD	74.51	1	41	69.35	1	43
	Euro	83.73	*	6	78.17	*	1
	AED	20.74	*	3	-	-	-

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

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

39 Financial instruments (continued)

Financial risk management (continued)

(b) Interest rate risk

The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with a fixed/ floating interest rate and bank deposits.

Exposure to interest rate risk

Company's interest rate risk arises from borrowings and fixed deposits. Borrowings issued at fixed/ floating rates exposes to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows:

	Nominal amount	
	31 March 2020	31 March 2019
Fixed-rate instruments		
Financial assets - fixed deposits	83	92
Financial liabilities - borrowings (including current maturities of long-term loans)	883	1,275
	966	1,367
Variable-rate instruments		
Financial liabilities - borrowings	3,993	5,691
	3,993	5,691

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 1% in interest rates at the reporting date would have increased/ (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, remain constant.

INR	Profit/ (loss) for the year		Equity, net of tax	
	1% increase	1% decrease	1% increase	1% decrease
31 March 2020				
Variable-rate instruments	(39.93)	39.93	(28.82)	28.82
Cash flow sensitivity (net)	(39.93)	39.93	(28.82)	28.82
31 March 2019				
Variable-rate instruments	(56.91)	56.91	(41.08)	41.08
Cash flow sensitivity (net)	(56.91)	56.91	(41.08)	41.08

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

40 Biological assets other than bearer plants

Reconciliation of carrying amount

Particulars	Standing trees
Balance at 1 April 2019	442
New plantations	7
Sales	-
Changes in fair value less estimated cost to sell	
- due to price changes	(51)
- due to physical changes	87
Balance at 31 March 2020	485

Particulars	Standing trees
Balance at 1 April 2018	405
New plantations	-
Sales	-
Changes in fair value less estimated cost to sell	
- due to price changes	(20)
- due to physical changes	57
Balance at 31 March 2019	442

41 Dividends

The Board of Directors in their meeting held on 11 March 2020 have recommended an interim dividend of Rs. 2.5/- per equity share of Rs. 10/- each for the year ended 31 March 2020. This has been paid on 23 March 2020. During the previous year, the Board of Directors had proposed a final dividend of Rs. 3/- per share for the year ended 31 March 2019.

42 Asset held for sale

	31 March 2020	31 March 2019
Land	1,017	1,017
Less: Provision for reduction in recoverable value	527	527
	490	490

Represents land at Sasthamangalam. Management is fully committed to dispose off the said land in the near future. As at 31 March 2020, the same has been stated at book value (being lower of the fair value less cost to sell).

ASPINWALL AND COMPANY LIMITED

Notes to the standalone financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

43 Impact of COVID-19

In view of the lockdown due to the outbreak of COVID pandemic, the operations of the Company were scaled down from second half of March 2020. The duration of this lockdown is uncertain at this point in time. However, the Company has resumed its operations in compliance with the directives issued by Government authorities. While this has impacted the sales performance of the Company, the Management continues to closely monitor the situation and will take appropriate action, as necessary, to scale up operations in due compliance with the applicable regulations. Further, the Company has taken various measures to reduce its fixed cost - for example, optimisation of administrative, sales and marketing costs, deferment of capital expenditure along with judicious resource allocation, etc. As per the Management's current assessment, no significant impact is expected on the carrying amounts of inventories, trade receivables, investments and other financial assets and it continues to monitor changes in future economic conditions. The eventual outcome of the impact of this global health pandemic may be different from those estimated as on the date of approval of these standalone financial statements.

44 As at 31 March 2020 and 31 March 2019, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

45 Previous year figures have been regrouped/ reclassified wherever necessary to conform to the current year's presentation.

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's registration

number: 116231W/W-100024

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

Vikash Somani

Partner

Membership No.: 061272

Rama Varma

Managing Director

DIN: 00031890

M Lakshminarayanan T.R. Radhakrishnan

Director

DIN: 05003710

Chief Financial Officer

Neeraj R. Varma

Company Secretary

Membership No.: A29030

Place: Hyderabad

Date: 30 June 2020

Place: Mangalore

Date: 30 June 2020

Place: Bangalore

Date: 30 June 2020

Place: Kochi

Date: 30 June 2020

Place: Trivandrum

Date: 30 June 2020

B S R & Associates LLP

Chartered Accountants

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASPINWALL AND COMPANY LIMITED

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Aspinwall and Company Limited (hereinafter referred to as the "Holding Company" or "the Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2020, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2020, of its consolidated loss and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

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

Independent Auditors' Report on the consolidated financial statements of Aspinwall and Company Limited for the year ended 31 March 2020 (continued)

Revenue recognition	
See note 17 to the consolidated financial statements	
The key audit matter	How the matter was addressed in our audit
<p>Refer to Note 2.16 of the summary of significant accounting policies to the consolidated financial statements.</p> <p>The Group has diversified business activities including coffee processing, trading and logistics services.</p> <p>We have identified timing of revenue recognition as a key audit matter because there are variations in different sale contracts and consequently there is a risk of revenue being overstated on account of recognition before transfer of control particularly due to pressures for achieving the performance targets at the reporting period end.</p>	<p>In view of the significance of the matter, we applied the following audit procedures in this area, among others, to obtain sufficient appropriate audit evidence:</p> <ol style="list-style-type: none"> 1. We assessed the appropriateness of the revenue recognition accounting policies and compliance with applicable accounting standards; 2. We evaluated the design and implementation of key internal financial controls with respect to revenue recognition and tested operating effectiveness of controls on selected transactions; 3. We performed substantive testing on samples selected using statistical sampling of revenue transactions, recorded during the year by testing the underlying documents to assess whether criteria for revenue recognition are met; 4. We tested sample journal entries selected based on specified risk-based criteria, to identify unusual items; 5. We tested, on a sample basis, specific revenue transactions recorded around the year-end date to check whether the revenue had been recognised in the correct reporting period; and 6. We carried out analytical procedures on revenue recognised during the year to identify unusual variances.

Independent Auditors' Report on the consolidated financial statements of Aspinwall and Company Limited for the year ended 31 March 2020 (continued)

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises of Management Reports such as Board's Report Management Discussion and Analysis Corporate Governance Report and Business Responsibility Report (but does not include the Consolidated Ind AS Financial Statements and our Auditor's Report thereon) which we obtained prior to the date of this Auditor's Report and the remaining sections of Annual Report which are expected to be made available to us after that date.

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

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

If based on the work we have performed on the other information that we obtained prior to the date of this Auditor's Report we conclude that there is a material misstatement of this other information we are required to report that fact. We have nothing to report in this regard.

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

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

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

The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

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

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

Independent Auditors' Report on the consolidated financial statements of Aspinwall and Company Limited for the year ended 31 March 2020 (continued)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on the internal financial controls with reference to the consolidated financial statements and the operating effectiveness of such controls based on our audit.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and the Board of Directors.
- Conclude on the appropriateness of the Management's and the Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the

Independent Auditors' Report on the consolidated financial statements of Aspinwall and Company Limited for the year ended 31 March 2020 (continued)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements *(continued)*

key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- (a) We did not audit the financial information of four subsidiaries, whose financial information reflect total assets of Rs. 736 lakhs as at 31 March 2020, total revenues of Rs. 315 lakhs and net cash flows amounting to Rs. 0.25 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the audit reports of the other auditors.
- (b) The financial information of one subsidiary, whose financial information reflect total assets of Rs. 29 lakhs as at 31 March 2020, total revenues of Rs. Nil and net cash flows amounting to Rs. 5 lakhs for the year ended 31 March 2020, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. The unaudited financial information has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-sections (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, this financial information is not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

- A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2020 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group Companies are disqualified as on 31 March 2020 from being appointed as a director in terms of Section 164(2) of the Act.

Independent Auditors' Report on the consolidated financial statements of Aspinwall and Company Limited for the year ended 31 March 2020 (continued)

Report on Other Legal and Regulatory Requirements (continued)

- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries and the unaudited financial information of a subsidiary furnished by the Management as noted in the 'Other Matters' paragraph:
- i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2020 on the consolidated financial position of the Group - Refer Note 26 to the consolidated financial statements;
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2020;
 - iii. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2020; and
 - iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the consolidated financial statements since they do not pertain to the financial year ended 31 March 2020
- C. With respect to the matter to be included in the Auditor's report under Section 197(16):
- In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

for **B S R & Associates LLP**

Chartered Accountants

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

Sd/-

Vikash Somani

Partner

Membership Number: 061272

ICAI Unique Document Identification Number: 20061272AAAABI1855

Place: Hyderabad

Date: 30 June 2020

Annexure A to the Independent Auditor's report on the consolidated financial statements of Aspinwall and Company Limited for the year ended 31 March 2020

Report on the Internal Financial Controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

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

Opinion

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2020, we have audited the internal financial controls with reference to the consolidated financial statements of Aspinwall and Company Limited (hereinafter referred to as 'the Holding Company') and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, as of that date.

In our opinion, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2020 based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Annexure A to the Independent Auditor's report on the consolidated financial statements of Aspinwall and Company Limited for the year ended 31 March 2020

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

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

Inherent Limitations of Internal Financial controls with Reference to consolidated Financial Statements

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

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to four subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

for **B S R & Associates LLP**

Chartered Accountants

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

Sd/-

Vikash Somani

Partner

Membership Number: 061272

ICAI Unique Document Identification Number: 20061272AAAABI1855

Place: Hyderabad

Date: 30 June 2020

ASPINWALL AND COMPANY LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH, 2020

(All amounts in Indian rupees lakhs)

	Notes	As at 31 March 2020	As at 31 March 2019
ASSETS			
Non-current assets			
Property, plant and equipment	3	6,322	6,387
Capital work-in-progress	3	9	-
Investment Property	4	1,136	1,155
Biological assets other than bearer plants	38	485	442
Financial assets			
Investments	5	3	3
Other financial assets	6	323	227
Deferred tax assets (net)	35	425	395
Income tax assets (net)	35	616	348
Other non-current assets	7	109	78
Total non-current assets		9,428	9,035
Current assets			
Inventories	8	6,885	9,874
Financial assets			
Investments	5	139	285
Trade receivables	9	4,174	3,340
Cash and cash equivalents	10	492	438
Bank balances other than cash and cash equivalents	10	66	59
Other financial assets	6	1,448	1,367
Other current assets	7	541	731
		13,745	16,094
Assets held for sale	41	490	490
Total current assets		14,235	16,584
TOTAL ASSETS		23,663	25,619
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	782	782
Other equity		12,701	13,207
Total equity		13,483	13,989
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	12	264	656
Provisions	13	480	376
Deferred tax liabilities (net)	35	1	7
Total non-current liabilities		745	1,039
Current liabilities			
Financial liabilities			
Borrowings	12	3,993	5,691
Trade payables	14		
- total outstanding dues of micro enterprises and small enterprises		-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		1,417	878
Other financial liabilities	15	1,971	2,013
Other current liabilities	16	1,177	931
Provisions	13	509	719
Current tax liabilities (net)	35	368	359
Total current liabilities		9,435	10,591
Total equity and liabilities		23,663	25,619

Significant accounting policies

2

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

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

Vikash Somani
Partner
Membership No.: 061272

Place: Hyderabad
Date: 30 June 2020

Rama Varma
Managing Director
DIN: 00031890

Place: Mangalore
Date: 30 June 2020

M Lakshminarayanan
Director
DIN: 05003710

Place: Bangalore
Date: 30 June 2020

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

T.R. Radhakrishnan
Chief Financial Officer

Place: Kochi
Date: 30 June 2020

Neeraj R. Varma
Company Secretary
Membership No.: A29030

Place: Trivandrum
Date: 30 June 2020

ASPINWALL AND COMPANY LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2020

(All amounts in Indian rupees lakhs)

	Note No.	Year ended 31 March, 2020	Year ended 31 March, 2019
Income			
Revenue from operations	17	25,626	27,584
Other income	18	699	756
Total Income		26,325	28,340
Expenses			
Cost of materials consumed	19	8,139	13,029
Purchases of stock-in-trade	20	1,187	1,027
Changes in inventories of finished goods and stock -in-trade	21	1,154	(1,691)
Employee benefits expense	22	3,574	3,528
Finance costs	23	486	669
Depreciation expense	24	333	254
Other expenses	25	11,512	10,656
Total expenses		26,385	27,472
(Loss)/Profit before tax		(60)	868
Tax expense:	35		
Current tax		28	262
Income tax charge/(credit) for earlier years		21	(52)
Deferred tax credit		(67)	(68)
Total tax (credit)/ expense		(18)	142
(Loss)/ profit for the year		(42)	726
Other comprehensive income <i>Items that will not be reclassified subsequently to profit or loss</i>			
Remeasurement of defined benefit liability	36	76	(87)
Income tax related to items that will not be reclassified to profit or loss	35	(21)	24
Total other comprehensive income for the year, net of income tax		55	(63)
Total comprehensive income for the year		13	663

ASPINWALL AND COMPANY LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2020

(All amounts in Indian rupees lakhs)

	Note No.	Year ended 31 March, 2020	Year ended 31 March, 2019
(Loss)/Profit attributable to:			
Owners of the Company		(42)	726
Non-controlling interest		-	-
(Loss)/Profit for the year		(42)	726
Other comprehensive income			
Owners of the Company		55	(63)
Non-controlling interest		-	-
Other comprehensive income for the year, net of income tax		55	(63)
Total comprehensive income attributable to:			
Owners of the Company		13	663
Non-controlling interest		-	-
Total comprehensive income for the year		13	663
Earnings per equity share (Equity shares of face value Rs. 10 each)	27		
Basic (Rs.)		(0.54)	9.28
Diluted (Rs.)		(0.54)	9.28

Significant accounting policies

2

The notes referred to above form an integral part of the consolidated financial statements

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

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

Vikash Somani

Partner

Membership No.: 061272

Place: Hyderabad

Date: 30 June 2020

Rama Varma

Managing Director

DIN: 00031890

Place: Mangalore

Date: 30 June 2020

M Lakshminarayanan

Director

DIN: 05003710

Place: Bangalore

Date: 30 June 2020

T.R. Radhakrishnan

Chief Financial Officer

Place: Kochi

Date: 30 June 2020

Neeraj R. Varma

Company Secretary

Membership No.: A29030

Place: Trivandrum

Date: 30 June 2020

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

ASPINWALL AND COMPANY LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020

(All amounts in Indian rupees lakhs)

For the year ended 31 March 2019

Particulars	Equity share capital				Reserves and surplus				Other equity			Total equity attributable to equity shareholders of the Company
	Equity share capital	Reserves and surplus			Investment Subsidy reserve	Items of other comprehensive income		Total				
		Retained earnings	General reserve	Capital reserve		Remeasurements of the net defined benefit liability, net of tax						
Balance at 1 April 2019	782	1500	11310	49	15	-	-	12,874	13656			
Profit for the year	-	726	-	-	-	-	-	726	726			
Other comprehensive income for the year (net of tax)	-	-	-	-	-	-	(63)	(63)	(63)			
Total comprehensive income for the year	-	726	-	-	-	-	(63)	663	663			
Transferred to retained earnings	-	(63)	-	-	-	-	63	-	-			
Transferred (from)/ to general reserve	-	(450)	450	-	-	-	-	-	-			
Dividend paid during the year	-	(274)	-	-	-	-	-	(274)	(274)			
Dividend distribution tax paid during the year	-	(56)	-	-	-	-	-	(56)	(56)			
Total contributions by and distributions to owners	-	(843)	450	-	-	-	63	(330)	(330)			
Balance at 31 March 2019	782	1,383	11,760	49	15	-	-	13,207	13,989			

For the year ended 31 March 2020

Particulars	Equity share capital				Reserves and surplus				Other equity			Total equity attributable to equity shareholders of the Company
	Equity share capital	Reserves and surplus			Investment Subsidy reserve	Items of other comprehensive income		Total				
		Retained earnings	General reserve	Capital reserve		Remeasurements of the net defined benefit liability, net of tax						
Balance at 1 April 2019	782	1,383	11,760	49	15	-	-	13,207	13,989			
Loss for the year	-	(42)	-	-	-	-	-	(42)	(42)			
Other comprehensive income for the year (net of tax)	-	-	-	-	-	-	55	55	55			
Total comprehensive income for the year	-	(42)	-	-	-	-	55	13	13			
Transferred to retained earnings	-	55	-	-	-	-	(55)	-	-			
Dividend paid during the year	-	(430)	-	-	-	-	-	(430)	(430)			
Dividend distribution tax paid during the year	-	(89)	-	-	-	-	-	(89)	(89)			
Total contributions by and distributions to owners	-	(464)	-	-	-	-	(55)	(519)	(519)			
Balance at 31 March 2020	782	877	11,760	49	15	-	-	12,701	13,483			

*Nature and purpose of other reserves

Capital reserve

Capital reserve represents gain on account of settlement of loan taken in earlier years.

Investment subsidy reserve

Investment subsidy reserve represents subsidy received from Government of Kerala.

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's registration

Number: 116231W/ W-100024

Vikash Somani

Partner

Membership No.: 061272

Place: Hyderabad

Date: 30 June 2020

Rama Varma

Managing Director

DIN: 00031890

Place: Mangalore

Date: 30 June 2020

M Lakshminarayanan

Director

DIN: 05003710

Place: Bangalore

Date: 30 June 2020

T.R. Radhakrishnan

Chief Financial Officer

Place: Kochi

Date: 30 June 2020

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

Neeraj R. Varma

Company Secretary

Membership No.: A29030

Place: Trivandrum

Date: 30 June 2020

ASPINWALL AND COMPANY LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2020

(All amounts in Indian rupees lakhs)

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Cash flows from operating activities		
(Loss)/ profit before tax for the year	(60)	868
Adjustments for:		
Depreciation expense	333	254
Finance costs	486	669
Interest income	(15)	(17)
(Profit)/ loss on disposal of property, plant and equipment	(7)	1
Profit on sale of rubber trees (bearer plants)	(70)	(209)
Gain on remeasurement of biological assets	(43)	(37)
Dividend income	-	(2)
Fair value changes of current investments (FVTPL)	(7)	(13)
Profit on sale of Investments	(6)	-
Liabilities/provisions no longer required written back	(455)	(394)
Credit impaired trade receivables written off	9	6
Allowance for credit loss on financial assets	218	146
Net unrealised exchange (gain) / loss	300	(12)
Operating cash flows before working capital changes	683	1,260
<i>Changes in assets and liabilities:</i>		
Decrease in inventories	2,989	919
Increase in trade receivables	(979)	(74)
Decrease/ (increase) in other financial assets	(336)	321
Decrease in other assets	166	73
Increase/ (decrease) in trade payables	556	(22)
Decrease in other financial liabilities	(105)	(241)
Increase/ (decrease) in other liabilities	246	(172)
Increase in provisions	220	89
Cash from operating activities	3,440	2,153
Income taxes paid, net of refund	(318)	(469)
Net cash generated from operating activities (A)	3,122	1,684
Cash flows from investing activities		
Purchase of property, plant and equipment including movement in capital work-in-progress and capital advances	(234)	(592)
Proceeds from sale of property, plant and equipment (including bearer plants)	82	211
Bank balances not considered as cash and cash equivalents	(6)	(2)
Purchase of mutual funds	(60)	(102)
Proceeds from sale of mutual funds	219	165
Interest received	16	16
Dividend received	-	2
Net cash generated from/ (used in) investing activities (B)	17	(302)

ASPINWALL AND COMPANY LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2020

(All amounts in Indian rupees lakhs)

Particulars	Year ended 31 March, 2020	Year ended 31 March, 2019
Cash flows from financing activities*		
Repayment of long-term borrowings	(392)	(428)
Proceeds/ (repayments) from short-term borrowings (net)	(1,698)	264
Finance costs	(486)	(791)
Transfer to investor education and protection fund	(8)	(7)
Dividend paid on equity shares	(413)	(266)
Tax on equity dividend paid	(89)	(56)
Net cash used in financing activities (C)	(3,086)	(1,284)
Increase in cash and cash equivalents, net (A+B+C)	53	98
Cash and cash equivalents at the beginning of the year	438	341
Effect of exchange differences on restatement of foreign currency cash and cash equivalents	1	(1)
Cash and cash equivalents at the end of the year (refer note 10)	492	438

* Changes in liabilities arising from financing activities

Particulars	As at 1 April 2019	Cash flows	Non-cash changes	As at 31 March 2020
Non-current borrowings (including current maturities)	1,048	(392)	-	656
Current borrowings	5,691	(1,698)	-	3,993
Total	6,739	(2,090)	-	4,649

Particulars	As at 1 April 2018	Cash flows	Non-cash changes	As at 31 March 2019
Non-current borrowings (including current maturities)	1,476	(428)	-	1,048
Current borrowings	5,427	264	-	5,691
Total	6,903	(164)	-	6,739

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

Significant accounting policies (refer to note 2)

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's registration

Number: 116231W/ W-100024

Vikash Somani

Partner

Membership No.: 061272

Rama Varma

Managing Director

DIN: 00031890

M Lakshminarayanan

Director

DIN: 05003710

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

T.R. Radhakrishnan

Chief Financial Officer

Date: 30 June 2020

Neeraj R. Varma

Company Secretary

Membership No.: A29030

Place: Hyderabad

Date: 30 June 2020

Place: Mangalore

Date: 30 June 2020

Place: Bangalore

Date: 30 June 2020

Place: Kochi

Date: 30 June 2020

Place: Trivandrum

Date: 30 June 2020

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements

Note

1 Reporting entity

These consolidated financial statements relate to Aspinwall and Company Limited (“the Company” or “the Holding Company”) and its subsidiary companies (collectively, the Group).

The Company has its registered office at ‘Aspinwall House’ T.C. No. 24/2269(7), Kawdiar - Kuravankonam Road, Kawdiar, Thiruvananthapuram, Kerala – 695 003 (Previously Devankulangara, Edapally, Cochin – 682 024). The Group has diversified business activities comprising Logistics Services across 10 branches in India, Rubber Plantations at Malappuram, Coffee Processing and Trading at Mangalore, Natural Fiber Division at Alleppey and Pollachi, Sales office in Hertogenbosch (Netherlands). The Group caters to both domestic and international markets.

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

2 Basis of preparation and significant accounting policies

2.1 Statements of Compliance

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

The consolidated financial statements were authorised for issue by the Holding Company’s Board of Directors on 30 June 2020.

Details of the Group’s accounting policies are included in Note 2.7 to 2.27.

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Holding Company and its subsidiary companies (together referred to as “the Group”). Subsidiary Companies are wholly owned by the Company over which the Group has control. Control is achieved through voting rights.

The consolidated financial statements have been prepared on the following basis:

i. Subsidiaries:

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together line items of assets, liabilities, income and expenses after eliminating intra group balances, intra group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements

2 Basis of preparation and significant accounting policies (continued)

2.2 Basis of consolidation (continued)

ii. Transactions eliminated on consolidation:

Intra group balances and transactions, and any unrealised income and expenses arising from intra group transactions are eliminated.

The subsidiaries consolidated under the Group comprise the entities listed below:

Name of the entity	Relationship	Country of Incorporation	Ownership held by	% of Holding and voting power either directly or indirectly through subsidiary as at	
				31 March, 2020	31 March, 2019
Aspinwall Geotech Limited	Wholly owned Subsidiary Company	India	Aspinwall and Company Limited	100	100
Aspinwall Technologies Limited	Wholly owned Subsidiary Company	India	Aspinwall and Company Limited	100	100
Malabar Coast Marine Services Private Limited	Wholly owned Subsidiary Company	India	Aspinwall and Company Limited	100	100
SFS Pharma Logistics Private Limited	Wholly owned Subsidiary Company	India	Aspinwall and Company Limited	100	100
Aspinwall Healthcare Private Limited	Wholly owned Subsidiary Company	India	Aspinwall and Company Limited	100	NA

2.3 Functional and presentation currency

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

2.4 Basis of measurement

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

Items	Basis
Certain financial assets and liabilities - Note 37	Fair value
Biological assets - Note 38	Fair value less cost to sell
Net defined benefit (asset)/ liability - Note 36	Fair value of plan assets less present value of defined benefit obligations

2.5 Use of estimates and judgements

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements

2 Basis of preparation and significant accounting policies (continued)

2.5 Use of estimates and judgements (continued)

i. Judgements:

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

ii. Assumptions and estimation uncertainties:

a. Useful lives of property, plant and equipment

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

b. Others:

Further information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment for the year ended 31 March 2020 is included in the following notes:

- Notes 26 and 30 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 38 – determining the fair value of biological assets;
- Note 37 – recognition of impairment loss of financial assets;
- Note 36 – measurement of defined benefit obligations: key actuarial assumptions;
- Note 41 – assets held for sale; and
- Note 4 – determining the fair value of investment property.

2.6 Measurement of fair values

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

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

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements

2 Basis of preparation and significant accounting policies (continued)

2.6 Measurement of fair values (continued)

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

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

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair value is included in the following notes:

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

- Note 4 – determining the fair value of investment property;
- Note 37 – fair valuation of certain financial assets;
- Note 38 – determining the fair value of biological assets.

2.7 Property, plant and equipment

i) Recognition and measurement

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

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

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

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

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

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

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

ii) Subsequent expenditure

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

iii) Depreciation

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

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements

2 Basis of preparation and significant accounting policies (continued)

2.7 Property, plant and equipment (Continued)

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

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

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

2.8 Investment property

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

2.9 Financial instruments

ii) *Recognition and initial measurement*

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

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

ii) *Classification and subsequent measurement*

Financial assets

On initial recognition, a financial asset is classified as measured at:“- amortised cost; or “- Fair value through other comprehensive income (FVOCI)“- Fair value through profit and loss (FVTPL)

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements

2 Basis of preparation and significant accounting policies (continued)

2.9 Financial instruments (Continued)

Further, in cases where the Group has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss. All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. This includes all derivative financial assets. These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets: subsequent measurement and gains and losses

Initial recognition	Subsequent measurement basis
Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in consolidated statement of profit and loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in consolidated statement of profit and loss. Any gain or loss on derecognition is recognised in consolidated statement of profit and loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in consolidated statement of profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to consolidated statement of profit and loss.

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

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

iii) **Derecognition**

Financial assets

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

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

Financial liabilities

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements

2 Basis of preparation and significant accounting policies (continued)

2.9 Financial instruments (Continued)

iv) Offsetting

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

iv) Share capital

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

iv) Foreign exchange forward contracts

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

2.10 Biological assets

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

2.11 Non-current assets or clarified as disposal group held for sale

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

2.12 Foreign currency transactions and translations

"Transactions in foreign currencies are translated into the functional currency of the Group at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. "Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Exchange differences are recognised in profit or loss."

2.13 Inventories

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

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements

2 Basis of preparation and significant accounting policies (continued)

2.14 Impairment

i) Impairment of financial assets

a) *Recognition*

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

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

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

c. *Write off:*

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

ii. Impairment of non-financial assets

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

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

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

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements

2 Basis of preparation and significant accounting policies (continued)

2.15 Employee benefits

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

i) Short-term employee benefits

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

The cost of short-term compensated absences is accounted as under:“(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and“(b) in case of non-accumulating compensated absences, when the absences occur or when employees encash the leave, whichever is earlier.

ii) Post-employment benefits

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

Gratuity:

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

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

Remeasurement of the net benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interests) and the effect of the assets ceiling (if any, excluding interest) are recognised in other comprehensive income. The effect of any plan amendments are recognised in net profit in the Statement of Profit and Loss. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss. In case of subsidiary companies, the liability for gratuity liability which is actuarially determined at the balance sheet date as above, is not funded by plan assets.

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements

2 Basis of preparation and significant accounting policies (continued)

2.15 Employee benefits (continued)

Superannuation:

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

Others:

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

iii) Other long-term employee benefits

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

2.16 Revenue recognition

i) Revenue from contract with customers

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

Disaggregation of revenue

The Group disaggregates revenue from sale of goods and rendering of services at various levels as detailed in Note 17 to the consolidated financial statements. The Group believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of Group's revenues and cash flows are affected by industry, market and other economic factors.

Contract balances

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

Performance obligations and revenue recognition policies

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

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements

2 Basis of preparation and significant accounting policies (continued)

2.16 Revenue recognition (continued)

ii) **Sale of goods**

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

iii) **Income from services**

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

iv) **Rubber tree sales**

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

v) **Export incentives**

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

vi) **Other income**

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

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

2.17 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

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

i) **Right-of-use assets**

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements

2 Basis of preparation and significant accounting policies (continued)

2.17 Leases (continued)

i ii) **Lease liabilities**

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

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

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

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

Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees. The Group has adopted Ind AS 116, effective annual reporting period beginning 1 April 2019. The Group decided to apply recognition exemptions to short-term leases. At transition, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Group's incremental borrowing rate as at 1 April 2019. Right-of-use assets are measured at their carrying amount as if Ind AS 116 had been applied since the commencement date, discounted using the lessee's incremental borrowing rate at the date of initial application.

The Group used the following practical expedients when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17:

- Applied a single discount rate to a portfolio of leases with similar characteristics.
- Applied the exemption not to recognise right-of-use assets and liabilities for leases with less than 12 months of lease term.
- Excluded initial direct costs from measuring the right-of-use asset at the date of initial application.
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements

2 Basis of preparation and significant accounting policies (continued) 2.17 Leases (continued)

Group as a lessee

As per the evaluation carried out by the management, there are no arrangements which qualify as a lease as per the requirements of Ind AS 116, accordingly, the Group is not required to make any adjustments on transition to Ind AS 116 for leases where it acts as a lessee.

Group as a lessor

The Group is not required to make any adjustments on transition to Ind AS 116 for leases in which it acts as a lessor.

2.18 Income Tax

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

i) Current tax

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

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

ii) Deferred tax

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

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

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

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

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

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements

2 Basis of preparation and significant accounting policies (continued) 2.18 Income tax (continued)

iii) MAT credit

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

2.19 Provisions, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. Expected future operating losses are not provided for.

Contingent liabilities and contingent assets are not recognised in the consolidated financial statements. Contingent liabilities are disclosed in the consolidated financial statements unless the possibility of any outflow in settlement is remote. Contingent assets are disclosed in the financial statements where an inflow of economic benefits is probable.

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

2.20 Earnings per share

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

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

2.21 Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition) that are readily convertible into known amounts of cash.

2.22 Cash flow statement

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

2.23 Borrowing cost

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

ASPINWALL AND COMPANY LIMITED

Notes to the consolidated financial statements

2 Basis of preparation and significant accounting policies (continued)

2.24 Operating segment

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

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

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. "Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue/ expenses/ assets/ liabilities.

2.25 Operating cycle

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

2.26 Other Amendments

There are no new accounting pronouncements that are applicable from 01 April 2020.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)
(All amounts in Indian rupees lakhs)

3 Property, plant and equipment

Particulars	Freehold land	Buildings [refer Note (a) below]	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipments	Bearer plants	Total	Capital work in progress	Total
Cost										
Balance at 1 April 2018	2,338	1,072	695	35	268	40	1,219	5,667	1,782	7,449
Additions	-	690	242	186	11	91	127	1,347	489	1,836
Deletions	-	-	(13)	-	(2)	-	(27)	(42)	-	(42)
Capitalisation	-	-	-	-	-	-	-	-	(2,271)	(2,271)
Balance at 31 March 2019	2,338	1,762	924	221	277	131	1,319	6,972	-	6,972
Balance at 1 April 2019	2,338	1,762	924	221	277	131	1,319	6,972	-	6,972
Additions	-	5	80	11	-	17	141	254	9	263
Deletions	-	-	(7)	(*)	-	(*)	(44)	(51)	-	(51)
Capitalisation	-	-	-	-	-	-	-	-	-	-
Balance at 31 March 2020	2,338	1,767	997	232	277	148	1,416	7,175	9	7,184
Accumulated depreciation										
Balance at 1 April 2018	-	(87)	(108)	(11)	(78)	(7)	(72)	(363)	-	(363)
Depreciation for the year	-	(45)	(66)	(8)	(51)	(16)	(66)	(252)	-	(252)
Deletions	-	-	1	-	2	-	27	30	-	30
Balance at 31 March 2019	-	(132)	(173)	(19)	(127)	(23)	(111)	(585)	-	(585)
Balance at 1 April 2019	-	(132)	(173)	(19)	(127)	(23)	(111)	(585)	-	(585)
Depreciation for the year	-	(56)	(84)	(24)	(50)	(37)	(63)	(314)	-	(314)
Deletions	-	-	2	*	-	*	44	46	-	46
Balance at 31 March 2020	-	(188)	(255)	(43)	(177)	(60)	(130)	(853)	-	(853)
Net Carrying amount										
At 31 March 2019	2,338	1,630	751	202	150	108	1,208	6,387	-	6,387
At 31 March 2020	2,338	1,579	742	189	100	88	1,286	6,322	9	6,331

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

Note 3.1

Include buildings constructed on leasehold land

Particulars	As at 31 March 2020		As at 31 March 2019		Lease period expiry
	Gross Block	Net Block	Gross Block	Net Block	
Office building (30,000 square feet) - Willington Island	36	5	36	6	28 June 2046
Godown - Willington Island	306	47	306	50	20 June 2016*
Office building - Tuticorin	49	14	49	15	31 December 2023
Total	391	66	391	71	

* The Group is in discussion with Cochin Port Trust (the lessor) and is expected to be renewed the lease within next 12 months.

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

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

4 Investment property		(All amounts in Indian rupees lakhs)
A Reconciliation of Carrying amount		Amount
Cost (gross carrying amount)		
Balance as at 1 April 2018		-
Additions		1,157
Balance as at 31 March 2019		1,157
Balance as at 1 April 2019		1,157
Additions		-
Balance as at 31 March 2020		1,157
Accumulated depreciation		
Balance as at 1 April 2018		-
Depreciation for the year ended 31 March 2019		2
Balance as at 31 March 2019		2
Balance as at 1 April 2018		2
Depreciation for the year ended 31 March 2019		19
Balance as at 31 March 2019		21
Net Carrying amounts		
At 31 March 2019		1,155
At 31 March 2020		1,136
Fair value		
At 31 March 2019		1,426
At 31 March 2020		1,600

B Information regarding income and expenditure of investment property	Year ended	Year ended
	31 March 2020	31 March 2019
Income		
Rental income	10	-
Expense		
Interest	59	6
Property tax	8	-
Depreciation	19	2
Total expense	86	8
Loss arising from investment property before indirect expenses	(76)	(8)

C Investment property comprises of the following:

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

D Measurement of fair value

(i) Fair valuation hierarchy

The fair value of investment property has been determined by external, independent property valuers, having appropriate recognised professional qualifications and recent experience in the location and category of the property being valued.

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

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

Valuation technique	Significant inputs	31 March 2020	31 March 2019
Discounted Cash flow method	Estimated Rental value per sq.ft per month	INR 45 - 65	INR 63-65
	Rent growth	5%	5%
	Periodicity of rent escalation	Every year	Every year
	Vacancy rate	5%	5%
	Discount rate	9.50%	14.55%

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	As at 31 March 2020	As at 31 March 2019
5 Investments		
Non-current, unquoted		
(i) Investment in other entities (fully paid-up) - at FVTPL		
Kailas Rubber Company Limited, India 13 (31 March 2019: 13) equity shares of Rs.10 each	*	*
Kerala Enviro Infrastructure Limited 20,000 (31 March 2019: 20,000) equity shares of Rs.10 each	2	2
Cochin Stock Exchange Limited 911 (31 March 2019: 911) equity shares of Rs.10 each	1	1
Cochin Waste 2 Energy Pivate Limited 50,000 (31 March 2019: 50,000) equity shares of Rs.10 each	5	5
Less: Provision for dimunition in value	(5)	(5)
(ii) Investment in Government Securities		
National Savings Certificate (NSC)	*	*
	3	3
Current, unquoted Investments in mutual funds at FVTPL:		
i) Nil (31 March 2019:147109.862) units - UTI Fixed Income Interval Fund - I - Annual Interval Plan - Retail option - Growth Plan	-	38
ii) 317.769 (31March 2019:1297.56) units in UTI Money Market Fund- Regular Growth Plan	7	27
iii) Nil (31March 2019:62070.164) units in Aditya Birla Sun Life Short Term Opportunities Fund -Growth -Regular Plan	-	19
iv) Nil (31March 2019: 96401.648) units in ICICI Prudential Credit Risk Fund - Growth	-	19
v) 277,461.464(31March 2019: 277461.464) units in Principal Arbitrage Fund Regular Plan - Growth	32	30
vi) 31,496.062(31March 2019: 12132.122) units in Aditya Birla Sun Life Lliquid Fund - Growth-Regular Plan	100	36
vii) Nil (31March 2019: 2588.288) units in Aditya Birla Sun Life Low Duration Fund - Growth - Regular Plan	-	12
viii) Nil (31March 2019: 28025.452) units in Aditya Birla Sun Life Savings Fund - Growth - Regular Plan	-	104
	139	285
(i) Total unquoted non-current investments	8	293
(ii) Total quoted current investments	139	285
(iii) Aggregate provision for impairment in value of non-current investments	(5)	(5)
(iv) Aggregate market value of quoted current investments	139	285

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

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	As at 31 March 2020	As at 31 March 2019
6 Other financial assets		
Non-current		
<i>Unsecured, considered good</i>		
Non-current bank balances in earmarked accounts		
- margin money deposit	42	45
- deposit receipts pledged with customs, sales tax and other government authorities	34	32
Deposits	214	124
Employee and other advances	32	25
Accruals		
- interest accrued on deposits	1	1
	323	227
Current		
<i>(Unsecured)</i>		
Considered good		
Deposits	186	202
Employee advances	50	51
Unbilled revenue	49	69
Jobs in progress	269	31
Accruals		
- interest accrued on deposits	1	2
Contractually reimbursable expenses	888	903
Fair value change in outstanding forward exchange contracts	-	99
Other receivables	5	10
Considered credit impaired		
Contractually reimbursable expenses	160	102
	1,608	1,469
Less: Provision for credit impairment contractually reimbursable expenses (refer note 37)	(160)	(102)
	1,448	1,367
7 Other assets		
Non-current		
<i>Unsecured, considered good</i>		
Capital advances	37	50
Balance with government authorities	37	27
Prepaid expenses	1	1
Net defined benefit asset with Provident Fund Trust	34	-
	109	78
Current		
<i>(Unsecured)</i>		
Considered good		
Prepaid expenses	22	22
Income tax refund due	24	4
Export incentives (Merchandise Exports from India Scheme (MEIS)/ duty drawback benefits)	210	379

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	As at 31 March 2020	As at 31 March 2019
Contract assets/ Advance to contractors	245	296
Balances with government authorities		
- GST credit receivable	15	16
- VAT refund receivable	9	9
- customs/ port advance	16	5
	541	731
Considered credit impaired		
Contract assets/ Advance to contractors	6	6
Less: Provision for credit impairment on advances	6	6
	-	-
	541	731
8 Inventories (at lower of cost and net realisable value)		
(a) Raw materials		
Coffee	2,616	4,576
PVC resin	38	56
Coir mats and mattings	169	51
	2,823	4,683
(b) Finished goods		
Coffee	3,747	4,809
Rubber	94	165
Coir mats and mattings	-	3
	3,841	4,977
(c) Stock in trade		
Coffee	28	33
Rubber	-	14
Coir mats and mattings	15	16
Others	2	-
	45	63
(d) Stores and spares	176	151
	6,885	9,874
9 Trade receivables		
Unsecured, considered good	4,174	3,340
Unsecured, considered credit impaired	328	186
	4,502	3,526
Allowances for expected credit loss (refer note 37)	(328)	(186)
	4,174	3,340
10 Cash and bank balances		
A. Cash and cash equivalents		
Cash on hand	6	5
Balances with banks		
(i) In current accounts	444	384
(ii) In EEFC accounts	1	1
(iii) In deposit accounts	41	48
Total cash and cash equivalents - (A)	492	438
B. Bank balances other than cash and cash equivalents		
In earmarked accounts		
- unclaimed dividend accounts	49	51
- dividend payable account	10	-
- interest warrant account	1	2
- deposits receipts pledged with customs, sales tax and other government authorities	6	6
Tota Other bank balances - (B)	66	59

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	As at 31 March 2020	As at 31 March 2019
11 Equity share capital		
Authorised capital		
250 lakhs (31 March 2019: 250 lakhs) equity shares of Rs.10 each	2,500	2,500
	2,500	2,500
Issued, subscribed and paid-up capital		
78.18 lakhs (31 March 2019: 78.18 lakhs) equity shares of Rs.10 each fully paid up	782	782
	782	782

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

Particulars	As at 31 March 2020		As at 31 March 2019	
	No. of shares	Amount	No. of shares	Amount
Shares at the beginning of the year (lakhs)	78.18	782	78.18	782
Issued during the year (lakhs)	-	-	-	-
Number of shares at the end of the year (lakhs)	78.18	782	78.18	782

b. Rights, preferences and restrictions attached to equity shares

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

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

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

Particulars	As at 31 March 2020		As at 31 March 2019	
	No. of shares (lakhs)	% holding	No. of shares (lakhs)	% holding
M/s. Narayanan Investment Trust Private Limited	17.06	21.82%	17.06	21.82%
Mr. Rama Varma	11.65	14.91%	11.65	14.91%
Her Highness Gouri Parvathi Bayi	10.45	13.37%	10.45	13.37%
M/s Kumari Investment Corporation Private Limited	4.59	5.87%	4.59	5.87%

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

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

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

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

	As at 31 March 2020	As at 31 March 2019
12 Borrowings		
Non-current		
<i>Secured</i>		
Term loans from banks	216	608
<i>Other Unsecured loans</i>		
United Nations Development Programme (UNDP) loan	48	48
	264	656
Current		
<i>Secured</i>		
Current maturities of term loan from bank	392	392
Loan repayable on demand	954	751
Packing credit loan from banks	3,039	4,940
	4,385	6,083
Less: amount included under other financial liabilities	(392)	(392)
	3993	5,691

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

12 Borrowings (Continued)

Details of securities, terms and conditions on borrowings from banks

Type of borrowings	Lenders name	Outstanding as on 31 March 2020	Outstanding as on 31 March 2019	Tenure	Security and maturity term	Repayment Schedule and interest rates
Secured term loans from banks	YES Bank Limited	608	1,000	5 1/4 Years	Secured by exclusive charge over the land in Sy no. 3138/2 and 3139/9 at Kowdiar Village, Trivandrum, building constructed on the land and further an exclusive charge over the lease rentals/ cash flow from the building.	The term loan is repayable in 21 quarterly installments of commencing from 20 December 2016 and carry interest at base rate, presently @10.25% p.a. (previous year @10.25% p.a.)
Loan repayable on demand (Over draft)	Syndicate Bank	683	751	Yearly renewal	The bank overdraft and packing credit loan from Syndicate Bank are secured by hypothecation and first charge on all raw materials, finished goods, stock in trade and stores (including goods for export) of coffee division at Mangalore and book debts not older than 90 days of the company. Further secured by hypothecation of plant and machinery of coffee and logistics division at Mangalore, equitable mortgage of land and buildings in Sy. No. 129/1,129/1A,73/2B at Padavu and Maroli Village, Mangalore and equitable mortgage of land and building in Sy. No.1265/1,1265/2, 1266/1, 1266/2, 1259B/2, 1260/2B, 1261/2B in Meelavittam Village at Tuticorin.	Bank overdraft is repayable on demand and carry interest at base rate + 1.20%, presently @9.35% p.a. (previous year @10% p.a.)
Packing credit loan from banks	Syndicate Bank	2,585	2,762	Yearly renewal		Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at base rate+0.70% less interest equalisation scheme, presently @3.85% p.a. (previous year @4.50% p.a.)
Loan repayable on demand (Over draft)	State Bank of India	50	-	Yearly renewal	Packing credit loan and overdraft from State Bank of India is secured by hypothecation of stock and receivables of natural fibre division.	Bank overdraft is repayable on demand and carry interest at 1 year EBLR + 4%, presently @ 11.80% p.a. (previous year - NA)
Packing credit loan from banks	State Bank of India	347	347	Yearly renewal		Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at EBLR plus 0.55% less interest equalisation, presently @ 3.35% p.a. (previous year @4.10% p.a.)
Packing credit loan from banks	HDFC Bank Limited	107	466	Yearly renewal	Packing credit loan from HDFC Bank Limited is secured by equitable mortgage of land in Sy.no. 140/1, 155-1A and 154-1A along with built up area about 94,000 sq.ft. located in Iddya Village, Mangalore Taluk.	Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at base rate less interest equalisation, presently @3.50% p.a. (previous year @4.45% per annum.)
Packing credit loan from banks	Federal Bank Limited	-	1,365	Yearly renewal	Packing credit loan from Federal Bank Limited is secured by paripassu first charge on hypothecation of stock and advance to suppliers of the coffee division with a margin of 25% with other working capital lenders of coffee division.	Packing credit loan is repayable within a period of 270 days from the date of availment of loan and carry interest at base rate less interest equalisation, presently @4.15% p.a. (previous year @4.15 per annum)
Loan repayable on demand (Over draft)	Federal Bank Limited	221	-	Yearly renewal		Bank overdraft is repayable on demand and carry interest at 1 year MCLR + 0.25%, presently @9.15% p.a. (previous year - NA)per annum
Other unsecured loans	United Nations Development Programme	48	48	NA	Corporate guarantee by the Holding Company	The loan carries an interest presently @ 15% (Previous year @ 15%) per annum

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	As at 31 March 2020	As at 31 March 2019
13 Provisions		
Non-current		
Provision for employee benefits		
- Gratuity	185	114
- Compensated absences	295	262
	480	376
Current		
Provision for employee benefits		
- Compensated absences	92	75
- Gratuity	2	1
- Employee provident fund	-	21
Provision for contingencies (refer note 30)	415	622
	509	719
14 Trade payables		
- total outstanding dues of micro enterprises and small enterprises (refer note 32)	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	1,417	878
	1,417	878
15 Other financial liabilities		
Current		
Current maturities of term loan from bank	392	392
Interest accrued but not due on loans from banks	22	22
Unclaimed dividends	50	51
Dividend payable	10	-
Payables on purchase of property, plant and equipment	16	-
Trade deposits received	48	47
Contractually reimbursable expenses/liabilities	11	137
Retention money	31	31
Due to other creditors and accruals	870	876
Accrued salaries and benefits	300	456
Fair value change in outstanding forward exchange contracts	220	-
Unclaimed interest on deposits	1	1
	1,971	2,013
16 Other liabilities		
Contract liabilities/ Advance from customers	245	167
Unearned revenue	178	48
Advances received towards sale of land classified as asset held for sale	600	600
Withholding taxes and statutory dues	154	116
	1,177	931
	Year ended 31 March 2020	Year ended 31 March 2019
17 Revenue from operations		
<i>Sale of products</i>		
Own manufactured	12,358	15,551
Traded	1,532	1,250
<i>Sale of services - Logistics</i>		
Clearing and forwarding - bulk cargo	7,818	6,436
Clearing and forwarding - others	3,315	3,332
Steamer/Vessel agency related activities	71	118

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	Year ended 31 March 2020	Year ended 31 March 2019
<i>Other operating revenues</i>		
Export incentives	493	700
Despatch money	24	183
Weighbridge income	14	13
Sale of coffee husk	1	1
	25,626	27,584
Break-up of sale of products		
<i>Finished goods</i>		
Coffee	9,710	12,755
Rubber	1,201	970
Coir Mats and mattings	1,447	1,826
	12,358	15,551
<i>Traded goods</i>		
Coffee	1,124	271
Rubber	102,	663
Coir Mats and mattings	304	316
Others	2	-
	1,532	1,250
Refer Note 33 for segment-wise details.		
<i>Timing of revenue recognition</i>		
Goods transferred at a point in time	13,890	16,801
Services transferred over time	11,204	9,886
	25,094	26,687
<i>Contract balances</i>		
Contract liabilities/ Advance from customers (refer note 16)	245	167
	245	167
The contract liabilities primarily relate to advance consideration received from customers for sale of products, for which revenue is recorded at a point in time. The amount of Rs. 153 lakhs included in contract liabilities as at 31 March 2019 has been recognised as revenue in the current year.		
18 Other income		
Interest income on effective interest method on		
- Bank deposits	6	9
- Loans and advances	9	8
Dividend income from current investment	-	2
Fair value changes of current investments (FVTPL)	7	13
Profit on sale of Investments	6	-
Other non-operating income		
- Rental income	20	10
- Profit on sale of property, plant and equipment	7	-
- Liabilities/ provisions no longer required written back	455	394
- Profit on sale of rubber trees	70	209
- Sale of timber	20	24
- Insurance claim received	18	21
- Gain on remeasurement of biological assets	43	37
- Miscellaneous income	38	29
	699	756

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	Year ended 31 March 2020	Year ended 31 March 2019
19 Cost of materials consumed		
Inventory at the beginning of the year	4,683	7,296
Add: purchases	6,279	10,416
Less: Inventory at the end of the year	(2,823)	(4,683)
	8,139	13,029
Materials consumed comprise:		
Coffee	7,352	11,872
PVC resin	168	181
Coir yarn and others	619	976
	8,139	13,029
20 Purchases of stock-in-trade		
Coffee	919	177
Rubber	88	666
Coir Mats and mattings	177	184
Others	3	-
	1,187	1,027
21 Changes in inventories of finished goods and stock-in-trade		
<i>Inventories at the beginning of the year</i>		
Finished good		
Coffee	4,809	3,211
Rubber	165	38
Coir Mats and mattings	3	-
	4,977	3,249
Stock -in-trade		
Coffee	33	81
Rubber	14	-
Coir Mats and mattings	16	19
	63	100
	5,040	3,349
<i>Inventories at the end of the year</i>		
Finished good		
Coffee	3,747	4,809
Rubber	94	165
Coir Mats and mattings	-	3
	3,841	4,977
Stock -in-trade		
Coffee	28	33
Rubber	-	14
Coir Mats and mattings	15	16
Others	2	-
	45	63
	3,886	5,040
Net changes in inventories	1,154	(1,691)

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	Year ended 31 March 2020	Year ended 31 March 2019
22 Employee benefits expense		
Salaries, wages and bonus	2,989	2,982
Contribution to provident and other funds (refer note 36)	371	356
Staff welfare expenses	214	190
	3,574	3,528
23 Finance costs		
Interest expense on :		
- borrowings	411	533
- agricultural income tax dues	9	9
- central income tax dues	-	22
- licence fee to port (refer note 30)	17	17
- others	26	51
Other borrowing costs	23	37
	486	669
24 Depreciation and amortisation expense		
Depreciation on property, plant and equipment	314	252
Depreciation on investment property	19	2
	333	254
25 Other expenses		
Consumption of stores and spare parts	385	438
Handling charges	8,813	7,801
Transportation and ocean freight	162	183
Power and fuel	194	170
Rent (refer note 34)	168	139
Repairs and maintenance		
- Buildings	131	84
- Plant and machinery	64	68
- Others	25	26
Insurance	87	93
Legal and professional	166	185
Payments to auditors (refer note 28)	45	34
Rates and taxes	149	84
Communication	47	51
Travelling and conveyance	267	246
Printing and stationery	31	29

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	Year ended 31 March 2020	Year ended 31 March 2019
Sales commission	56	61
Donations and contributions (refer note 25.1 below)	3	3
Credit impaired trade receivables written off {Net of adjustment against provision Rs.18 lakhs (31 March 2019: Rs. 12 lakhs)}	9	6
Allowance for credit loss on financial assets	218	146
Loss on disposal of property, plant and equipment (net)	-	1
Exchange loss on currency fluctuation realised and unrealised(net)*	141	344
Bank charges	46	75
Security and subcontracting charges	110	111
Directors' sitting fees	23	18
Pre-incorporation expenses	2	-
Expenditure on corporate social responsibility (refer note 25.2 below)	31	32
Miscellaneous expenses	139	228
	11,512	10,656
* Includes unrealised loss/ net of unrealised gain on contracts not designated in hedge relationships and measured at fair value.		
Note 25.1- Donations and contributions primarily includes following:		
Communist Party of India (Marxist)	*	*
Bharatiya Janata Party	*	-
Communist Party of India	*	-
Revolutionary Socialist Party	*	-
SDPI	-	*
Muslim League	-	*
RSP	*	-
Welfare Party of India	-	*
Indian National Congress	*	*
Indian Communist League (ML)	*	-
	1	1

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

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

	Year ended 31 March 2020	Year ended 31 March 2019
Note 25.2 - Details of corporate social responsibility expenditure		
a) Gross amount required to be spent by the Group during the year	31	32
b) Amount spent during the year (in cash):		
i) Construction/acquisition of an asset	-	-
ii) On purposes other than (i) above	31	32
	31	32

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

26 Contingent liabilities and commitments

Particulars	As at 31 March 2020	As at 31 March 2019
A Contingent liabilities		
(i) Claims against the Company not acknowledged as debt:		
Disputed tax demands:		
-Service tax demands for the period from April, 2006 to March, 2012 under appeal before Customs, Excise and Service Tax Appellate Tribunal (CESTAT)	444	469
-Service tax demands for the period from April 2009 to March 2015, under appeal before Commissioner (Appeals)	12	24
-Kerala value added tax demand relating to assessment year 2007-08 on alleged sale consideration of goodwill to M/s. DLF Aspinwal Hotels Private Limited against which appeal is pending before the Honourable Kerala Value Added Tax Appellate Tribunal.	49	49
- Income Tax demand relating to assessment year 2014-15 on write back of loan, against which appeal is pending before Commissioner of Income Tax (Appeals)	22	22
- Income Tax demand relating to assessment year 2005-06 on insurance claim received on destruction/ damage of critical machineries, against which appeal is pending before Commissioner of Income Tax (Appeals)	48	48
- Income-tax demand for the Financial year 2016-17 under appeal before Commissioner Income-tax (Appeals) [CIT(A)]	64	-
(ii) Bills discounted	388	611
(iii) Corporate guarantees	48	48
(iv) Export obligation under Advance Authorisation Licence to be fulfilled. The Company is confident of meeting its obligations under the scheme within the stipulated time.	-	199
(v) Likely demand of interest on UNDP loan availed by M/s. Aspinwall Geotech Limited, wholly owned subsidiary company.	137	128
B Commitments		
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for:	420	8

Note

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

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

27 Earnings per share

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

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Net (loss)/ profit for the year attributable to the equity shareholders (in lakhs)	(42)	726
Weighted average number of equity shares (Nos. lakhs)	78.18	78.18
Par value per share (Rs)	10	10
Earning per share - basic and diluted	(0.54)	9.28

28 Payment to auditors (net of goods and services tax)

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
As auditor		
Statutory audit	17	17
Limited review	12	9
Other services	14	6
For Reimbursement of expenses	2	2
Total	45	34

29 Details of borrowing costs capitalised

Particulars	As at 31 March 2020	As at 31 March 2019
Borrowing costs capitalised during the year	-	122

30 Details of provisions

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

Particulars	As at 1 April 2019	Additions	Reversal	As at 31 March 2020
Provision for contingencies towards disputed statutory dues [refer note (a) below]	350	-	224	126
Provision for licence fee and interest to port [refer note (b) below]	272	17	-	289
Total provision for contingencies	622	17	224	415
Particulars	As at 1 April 2018	Additions	Reversal	As at 31 March 2019
Provision for contingencies towards disputed statutory dues [refer note (a) below]	549	-	199	350
Provision for licence fee and interest to port [refer note (b) below]	255	17	-	272
Total provision for contingencies	804	17	199	622

- a) Provision for litigations represents provision towards potential liability against various ongoing indirect tax cases based on Group's internal assessment. Time of future cash outflows in respect of above matters are dependent on the receipt of judgement - decisions pending at various forums/ authorities.
- (b) Provision for payment for licence fees to port authorities along with interest on the outstanding amount

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

33 Related parties

A. Related party relationships

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

- (a) Key Management Personnel (KMP)
- a) Mr. Rama Varma - Managing Director
 - b) Mr. Venkitraman Anand - Executive Director (Resigned on 31 August 2018)
 - c) Mr. Rajesh S - Chief Executive Officer (with effect from 12 November 2018) and Executive Director and CEO (with effect from 1 June 2019)
 - d) Mr. T.R. Radhakrishnan - Chief Financial Officer
 - e) Mr. Neeraj R. Varma - Company Secretary
- (b) Non-Executive Directors
- a) Mr. C.R.R. Varma
 - b) Mr. K.R.N. Menon (Resigned on 10 August 2019)
 - c) Mr. Sushil Krishnan Nair I. N.
 - d) Ms. Nina Nayar
 - e) Sri. Avittam Thirunal Adithya Varma
 - f) Mr. M. Lakshminarayanan (Appointed on 01 May 2018)
 - g) Mr. Vijay K. Nambiar (Appointed on 27 May 2019)
- (c) Entities in which KMP / Relatives of KMP can exercise significant influence
- a) Narayanan Investment Trust Private Limited
 - b) Kumari Investment Corporation Private Limited
- (d) Relatives of KMP (Managing Director)
- a) H. H. Gouri Parvathi Bayi, sister
 - b) H. H. Gouri Lakshmi Bayi, sister
 - c) Dr (Mrs.) Girija Varma, spouse
- (e) Post-employment benefit plan of the Company
- a) Aspinwall & Co. Ltd. Provident Fund Trust
 - b) Aspinwall & Co. Ltd. Gratuity Fund Trust

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

B. Related party transactions

Transaction	Related Party	Year ended 31 March 2020	Year ended 31 March 2019
Rent payments	Mr. Rama Varma	20	19
Dividend paid	Narayanan Investment Trust Private Limited	94	60
	Kumari Investment Corporation Private Limited	25	16
	Mr. Rama Varma	64	41
	H H Gouri Parvathi Bayi	57	37
	H H Gouri Lakshmi Bayi	4	2
	Dr. (Mrs.) Girija Varma	*	*
	Sri Avittam Thirunal Adithya Varma	4	3
Remuneration to Key Management Personnel#	Mr. C.R.R. Varma	2	1
	Mr. Rama Varma	81	72
	Mr. Venkitraman Anand	-	28
	Mr. Rajesh S	101	35
	Mr. T.R. Radhakrishnan	56	60
Sitting fee paid	Mr. Neeraj R. Varma	15	14
	Non-executive Directors	23	18

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

As the future liabilities for gratuity and leave encashment is provided on an actuarial basis and payment of insurance costs are made for the Group as a whole, the amount pertaining to the key management personnel is not ascertainable, therefore, not included above. Refer to Note 36 for information on transactions with Aspinwall & Co. Ltd. Provident Fund Trust and Aspinwall & Co. Ltd. Gratuity Fund Trust. All related party transactions entered during the year were in ordinary course of business and are on arm's length basis.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

32 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006,

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

Particulars	As at 31 March 2020	As at 31 March 2019
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	-	-

33 Operating segment

Basis for segmentation

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

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

B Information about reportable segments

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

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)
(All amounts in Indian rupees lakhs)

33 Operating segment (Continued) Business segment information (Continued)

SEGMENTS	Year ended 31 March 2020						Year ended 31 March 2019					
	Logistics	Coffee and Related Activities	Plantation	Natural Fibre Products	Others	TOTAL	Logistics	Coffee and Related Activities	Plantation	Natural Fibre Products	Others	TOTAL
1 Segment revenue Less: inter-segment revenue	11,242	11,229	1,305	1,850	-	25,626	10,082	13,600	1,633	2,269	-	27,584
	11,242	11,229	1,305	1,850	-	25,626	10,082	13,600	1,633	2,269	-	27,584
2 Segment result (before unallocated income/expenditure) Less: i) Finance costs ii) Other un-allocable expenditure net off un-allocable income	726	496	57	(13)	(23)	1,243	775	1,368	184	49	(3)	2,373
Total profit before tax and before exceptional items Exceptional items						817						836
(Loss)/ profit before tax Tax expense						(60)						868
(Loss)/ profit after tax						(60)						868
3 Other information						(18)						142
4 a) Segment assets Unallocated corporate assets	5,942	8,574	2,036	1,445	1,212	19,209	5,503	11,424	2,033	1,250	1,204	21,414
Total assets						4,454						4,205
b) Segment liabilities Unallocated corporate liabilities	2,167	3,434	550	792	404	7,347	2,015	4,770	633	544	642	25,619
Total liabilities						2,833						3,026
c) Capital expenditure Unallocated corporate capital expenditure	23	20	146	44	13	246	15	71	141	32	-	259
Total capital expenditure						4						449
d) Depreciation Unallocated depreciation on corporate assets	103	29	76	29	19	256	105	27	79	26	2	708
Total depreciation						77						239
e) Non-cash expenditure other than depreciation Unallocated non-cash expenditure other than depreciation	219	281	-	28	-	528	153	16	-	5	-	174
Total non-cash expenditure other than depreciation						528						174

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

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)
(All amounts in Indian rupees lakhs)

33 Operating segment (continued)

Geographical segment information

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

	Particulars	Year ended	Year ended
		31 March 2020	31 March 2019
1	Segment Revenue		
	Americas (including Canada and South American countries)	1,048	1,532
	Europe	9,298	11,397
	India	14,979	13,968
	Others	301	687
	Segment Revenue	25,626	27,584
2	Segment Assets		
	Americas (including Canada and South American countries)	129	116
	Europe	1,763	1,231
	India	21,675	24,239
	Others	97	33
	Segment Assets	23,663	25,619
3	Capital Expenditure		
	India	250	708
	Total Capital Expenditure	250	708

34 Group as a lessee

The Group is obligated under cancellable operating leases for office, port and residential space. Total rental expense under cancellable operating leases [including Rs. 574 lakhs (previous year - Rs. 550 lakhs) grouped under handling charges] during the year was Rs. 742 lakhs (previous year Rs. 689 lakhs). These arrangements do not qualify as a lease as per the requirements of Ind AS 116.

Group as a lessor

The Group has leased out premises under non-cancellable operating lease agreement by leasing out part of the office space in Registered Office in Trivandrum to a third party. The rent income recognised in the consolidated Statement of profit and loss under other income for the year ended 31 March 2020 amounts to Rs. 10 lakhs (Previous year: Rs. Nil). The Group has also entered into a sub lease for the godown space in Willingdon Island. The total sub-lease rental income recognised under other income amounted to Rs. 10 lakhs (previous year Rs. 10 lakhs).

The details of future minimum lease payments receivable for operating leases on an undiscounted basis was as follows:

Period	As at 31 March 2020	As at 31 March 2019
Due within one year	110	-
Due later than one year and not later than five years	446	-
Due more than five years	492	-
Total	1,048	-

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Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

35 Tax assets, liabilities and reconciliations

A. Deferred tax (asset)/ liabilities

(a) Movement in deferred tax balances for the year ended 31 March 2020

	Balance at 1 April 2019	Recognised in profit or loss	Recognised in OCI	As at 31 March 2020		
				Utilised	Net Deferred tax asset	Deferred tax liability
Deferred tax (asset)/ liabilities						
Property, plant and equipment	83	6	-	-	89	89
Employee benefits*	(107)	(27)	21	-	(113)	-
Allowance for credit loss on financial assets	(86)	(51)	-	-	(137)	-
Biological assets	129	6	-	-	135	135
MAT credit	(94)	2	-	10	(82)	-
Fair valuation changes on forward contracts	29	(90)	-	-	(61)	-
Other disallowances	(342)	87	-	-	(255)	-
Net deferred tax	(388)	(67)	21	10	(424)	224
Deferred tax assets					425	
Deferred tax liability						1

(b) Movement in deferred tax balances for the year ended 31 March 2019

	Balance at 1 April 2018	Recognised in profit or loss	Recognised in OCI	As at 31 March 2019		
				Utilised	Net Deferred tax asset	Deferred tax liability
Deferred tax (asset)/ liabilities						
Property, plant and equipment	55	28	-	-	83	83
Employee benefits*	(104)	21	(24)	-	(107)	-
Allowance for credit loss on financial assets	(58)	(28)	-	-	(86)	-
Disallowances under Section 43B of the Income - tax Act, 1961	(23)	23	-	-	-	-
MAT credit	(2)	(92)	-	-	(94)	-
Biological assets	142	(13)	-	-	129	129
Fair valuation changes on forward contracts	22	7	-	-	29	29
Other disallowances	(329)	(13)	-	-	(342)	-
Net deferred tax	(297)	(70)	(24)	-	(388)	241
Deferred tax assets					395	
Deferred tax liability						7

*Includes provision for gratuity, provision for leave encashment, provision for bonus and actuarial gain/ loss on remeasurement of defined benefit liability recognised in Other comprehensive income.

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

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Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

35 Tax assets, liabilities and reconciliations (Continued)

B. Income tax assets /(liabilities)

Particulars	As at 31 March 2020	As at 31 March 2019
Non-current		
Advance tax, net of provision for tax	616	348
Current		
Provision for tax, net of advance tax	(368)	(359)

C. Amount recognised in statement of profit and loss

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
Current tax	28	262
Income tax charge (credit) for earlier years	21	(52)
Deferred tax (credit)/ charge	(67)	(68)
Net tax expense	(18)	142

(b). Amount recognised in other comprehensive income

Particulars	Before Tax	Tax Expense / (Benefit)	Net of Tax
Year ended 31 March 2020			
Remeasurement of defined benefit liability	(76)	21	(55)
	(76)	21	(55)
Year ended 31 March 2019			
Remeasurement of defined benefit liability	87	(24)	63
	87	(24)	63

C. Reconciliation of effective tax rate

Particulars	Year ended 31 March 2020	Year ended 31 March 2019
(Loss)/ profit before tax	(60)	868
Group's domestic tax rate	27.82%	27.82%
Tax using Group's domestic tax rate	(17)	242
Impact of:		
Exempt income	(66)	(32)
Corporate social responsibility expenditure	9	6
Tax losses for which no deferred income tax was recognised	17	6
Adjustments for current tax of prior years	21	(52)
Others	18	(28)
Income tax expense	(18)	142

The tax rate used for reconciliation above is the corporate tax rate of 27.82% payable by corporate entities in India on taxable profits under Indian tax law.

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Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

36 Employee Benefits

I. The employee benefit schemes are as under:

(a) Defined contribution plan

The Group recognised Rs. 75 lakhs (31 March 2019: Rs. 66 lakhs) for superannuation contribution and other retirement benefit contributions in the statement of profit and loss.

The Group also makes contribution towards social security and insurance in the case of a foreign national employee who is employed at Hertogenbosch (Netherlands). The Group had recognised Rs. 14 lakhs (31 March 2019: Rs. 14 lakhs) for social security and insurance contributions in the statement of profit and loss.

b) Defined benefit plan

The Group has various employee benefit plans covering different categories of employees based on location of employment.

A. Gratuity plan of the Group

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn salary) for each completed year of service. In the case of executive staff, gratuity payable at 15 days salary (last drawn salary) for the first 15 years of service and at 30 days salary (last drawn salary) for service above 15 years. An amount of Rs. 157 lakhs (31 March 2019: Rs. 157 lakhs) has been recognised and included in "Contribution to provident and other funds" in the consolidated statement of profit and loss on account of provision for gratuity. The scheme is funded in case of holding company and unfunded in the case of subsidiary companies.

B. Provident Fund plan of the Holding Company

All employees of the Holding Company receive benefits under the provident fund which is a defined benefit plan wherein the Holding Company provides the guarantee of a specified return on contribution. The contribution is made both by the employee and the Holding Company equal to 12% of the employees' salary (with Holding Company's contribution to the plan being 12% less contribution towards employee pension scheme). These contributions are made to the Fund administered and managed by the Holding Company's own Trust.

Employees of the subsidiary companies are covered under statutory provident fund and the total contributions made by the subsidiaries companies towards statutory provident fund was Rs. 3 lakhs (31 March 2019 - Rs. 3 lakhs)

II. The following tables sets out the particulars of the employee benefits as required under the Ind AS 19-"Employee Benefits".

i) The amounts recognised in the balance sheet and the movements in the defined benefit obligation over the year for Gratuity are as follows:

Funded: Holding Company

	31 March 2020			31 March 2019		
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount
Opening balance	1,284	1,179	105	1,128	1,124	4
Current service cost	84	-	84	70	-	70
Interest cost	88	-	88	79	-	79
Expected returns	-	84	(84)	-	81	(81)
Total amount recognised in profit and loss	172	84	88	149	81	68
<i>Remeasurements</i>						
(Gain)/loss from change in financial assumptions	64	-	64	20	-	20
Experience (gains)/ losses	(26)	-	(26)	67	-	67
Return on plan assets, greater/ less discount rate *	-	57	(57)	-	*	(*)
Total amount recognised in other comprehensive income	38	57	(19)	87	*	87
Contributions	-	-	-	-	54	(54)
Benefits paid	(55)	(55)	-	(80)	(80)	-
Closing balance	1,439	1,265	174	1,284	1,179	105

* Includes unrealized gain on investments made.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

36 Employee Benefits (Continued)

Unfunded: Subsidiaries

	31 March 2020			31 March 2019		
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount
Opening balance	10	-	10	8	-	8
Current service cost	2	-	2	1	-	1
Interest cost	1	-	1	1	-	1
Total amount recognised in profit and loss	3	-	3	2	-	2
<i>Remeasurements</i>						
(Gain)/loss from change in financial assumptions	*	-	*	*	-	*
Experience (gains)/ losses	*	-	*	*	-	*
Total amount recognised in other comprehensive income	*	-	*	*	-	*
Contributions	-	-	-	-	-	-
Benefits paid	-	-	-	(*)	-	-
Closing balance	13	-	13	10	-	10

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

ii) The movement in the defined benefit obligation over the year for Provident fund is as follows:

	31 March 2020			31 March 2019		
	Present value of obligation	Fair value of plan assets	Net amount	Present value of obligation	Fair value of plan assets	Net amount
Opening balance	1,837	1,816	21	1,696	1,689	7
Current service cost	66	-	66	204	-	204
Interest cost	160	-	160	143	-	143
Expected returns	-	159	(159)	-	142	(142)
Immediate recognition of loss	-	-	-	11	-	11
Total amount recognised in profit and loss	226	159	67	358	142	216
<i>Remeasurements</i>						
Actuarial loss from change in financial assumptions	29	-	29	13	-	13
Experience (gains)/ losses	1	-	1	(2)	-	(2)
Return on plan assets, greater/ less discount rate*	-	87	(87)	-	-	-
Actuarial gain arising during current period	-	-	-	(11)	-	(11)
Total amount recognised in other comprehensive income	30	87	(57)	-	-	-
Contributions	160	225	(65)	-	202	(202)
Benefits paid	(181)	(181)	-	(217)	(217)	-
Closing balance	2,072	2,106	(34)	1,837	1,816	21

* Includes unrealized gain on investments made.

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Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

36 Employee Benefits (continued)

iii) Actuarial assumptions:

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

	Gratuity		Provident Fund		Compensated absences	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Discount rate	6.1%-7.3%	7%-7.3%	7.00%	7.30%	6.1%-7.3%	7%-7.3%
Salary escalation rate	8.00%	8%	NA	NA	8.00%	8%
Expected return on exempt fund	NA	NA	8.70%	8.70%	NA	NA
Expected return on EPFO	NA	NA	Year 1 - 8.65% Thereafter - 8.60%	8.55%	NA	NA
Attrition rate	3-12%	3-12%	12.00%	12%	3-12%	3-12%

Discount rate: The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields/ rates available on applicable bonds as on the current valuation date.

Salary escalation rate: The salary growth rate indicated above is the Company's best estimate of an increase in salary of the employees in future years, determined considering the general trend in inflation, seniority, promotions, past experience and other relevant factors such as demand and supply in employment market, etc.

Attrition rate: Attrition rate indicated above represents the Group's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.

iv) Sensitivity analysis

(a) Gratuity

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

	31 March 2020		31 March 2019	
	Increase	Decrease	Increase	Decrease
Effect of 1% change in the assumed discount rate	(71)	80	(63)	70
Effect of 1% change in the assumed salary growth rate	78	(71)	69	(64)
Effect of 1% change in the assumed attrition rate	(8)	(9)	(4)	4

(b) Provident Fund

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

	31 March 2020		31 March 2019	
	Increase	Decrease	Increase	Decrease
Increase/ (decrease) in the interest guarantee liability due to 0.5% change in expected return on exempt fund	(40)	69	(21)	46

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

(v) Maturity profile of defined benefit obligation:

Expected cash flows	Gratuity	
	31 March 2020	31 March 2019
Year 1	308	250
Year 2	200	184
Year 3	206	180
Year 4	152	193
Year 5	151	139
Year 6 to 10	787	150

As at 31 March 2020, the weighted average duration of the defined benefit obligation was 5 years.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

36 Employee Benefits (continued)

vi) Details of plan assets

Type of assets	Gratuity		Provident fund	
	31 March 2020	31 March 2019	31 March 2020	31 March 2019
Government of India Securities	48.52%	51.98%	47.62%	47.10%
High quality corporate bonds	32.18%	12.10%	37.57%	38.59%
Cash	14.08%	9.87%	11.01%	11.15%
Equity shares of listed companies	5.22%	26.05%	3.80%	3.16%
Total	100.00%	100.00%	100.00%	100.00%

37 Financial instruments - fair values and risk management

A Accounting classifications and fair values*

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

31 March 2020

Particulars	Carrying value			Fair value			
	Amortised cost	Financial assets/ liabilities at FVTPL (Mandatorily)	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value							
Investments in equity instruments	-	3	3	-	3	-	3
Investments in mutual funds	-	139	139	-	139	-	139
	-	142	142	-	142	-	142
Financial assets not measured at fair value							
Trade receivables	4,174	-	4,174	-	-	-	-
Cash and cash equivalents	492	-	492	-	-	-	-
Bank balances other than cash and cash	66	-	66	-	-	-	-
Other financial assets	1,771	-	1,771	-	-	-	-
	6,503	284	6,503	-	-	-	-
Financial liabilities measured at fair value							
Fair value change in outstanding forward exchange contracts	-	220	220	-	220	-	220
	-	220	220	-	220	-	220
Financial liabilities not measured at fair value							
Borrowings (including current maturities)	4,649	-	4,649	-	-	-	-
Trade payables	1,417	-	1,417	-	-	-	-
Other financial liabilities	1,359	-	1,359	-	-	-	-
	7,425	-	7,425	-	-	-	-

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Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

39 Financial instruments (Continued)

31 March 2019

Particulars	Carrying value			Fair value			
	Amortised cost	Financial assets/ liabilities at FVTPL (Mandatorily)	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value							
Investments in equity instruments	-	3	3	-	3	-	3
Investments in mutual funds		285	285	-	285	-	285
Fair value change in outstanding forward exchange contracts	-	99	99	-	99	-	99
	-	387	387	-	387	-	387
Financial assets not measured at fair value							
Trade receivables	3,340	-	3,340	-	-	-	-
Cash and cash equivalents	438	-	438	-	-	-	-
Bank balances other than cash and cash equivalents	59	-	59	-	-	-	-
Other financial assets	1,495	-	1,495	-	-	-	-
	5,332	-	5,332	-	-	-	-
Financial liabilities not measured at fair value							
Borrowings (including current maturities)	6,739	-	6,739	-	-	-	-
Trade payables	878	-	878	-	-	-	-
Other financial liabilities	1,621	-	1,621	-	-	-	-
	9,238	-	9,238	-	-	-	-

The fair value of investments in mutual funds and investment in other securities, trade receivables, other financial assets, cash and cash equivalents, other bank balances, borrowings, trade payables and other financial liabilities approximate their carrying amount largely due to short-term nature of these instruments.

B Measurement of fair values

i. Valuation technique and significant unobservable inputs

Investment in equity instruments: The fair value is determined based on the net assets in these entities as these unlisted entities and the carrying value is not material.

Investment in mutual funds: The fair value is determined based on net asset value (NAV) notified by the respective fund manager.

Fair value change in outstanding forward exchange contracts: The fair value is determined based on observable inputs between market participants (i.e FEDAI rates) as on the balance sheet date.

ii. Transfer between Level 1 and 2

There have been no transfers from Level 2 to Level 1 or vice-versa in 2019-20 and no transfers in either direction in 2018-19.

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Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

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37 Financial instruments (continued)

B Capital management

The key objective of the Group's capital management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor and customer confidence and to ensure future developments of the business. The Group is focused on maintaining a strong equity base to ensure independence, security as well as financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Group.

The Group's debt to equity ratio at the reporting date are as follows:

	As at 31 March 2020	As at 31 March 2019
Total liabilities	10,180	11,630
Less: cash and cash equivalents	492	438
Net debt (A)	9,688	11,192
Total equity (B)	13,483	13,989
Debt to equity ratio (A/B)	0.72	0.80

There are no changes in the Group's approach to capital management during the year. The Group is not subject to externally imposed capital requirements.

C Financial risk management

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

- (i) Credit risk;
- (ii) Liquidity risk; and
- (iii) Market risk

Risk management framework

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

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

(i) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in liquid mutual funds.

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

Trade receivables (including contractually reimbursable expense)

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry.

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Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

37 Financial instruments (continued)

Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers based on which the Group agrees on the credit terms with customers in the normal course of business. On account of adoption of Ind AS 109, the Group uses expected credit loss model to assess the impairment loss or gain. The Group uses a provision matrix to compute the expected credit loss allowance for trade receivables and unbilled revenue. The provision matrix takes into account available external and internal credit risk factors and the Group's historical experience for customers.

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

Allowance for credit loss	As at 31 March 2020	As at 31 March 2019
Balance at the beginning	288	163
Impairment loss recognised	218	146
Specific provisions no longer required written back	-	9
Amounts written off	18	12
Balance at the end	488	288

There was only one customer group (coffee segment) who contributed for more than 10% of the revenue for the year ended 31 March 2020 and 31 March 2019. Group's credit risk is primarily concentrated in logistics segment.

(ii) Liquidity risk

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

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank facilities and by ensuring adequate internally generated funds.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)
(All amounts in Indian rupees lakhs)

37 Financial instruments (continued)

Exposure to liquidity risk

The contractual undiscounted cash flows associated with financial liabilities at reporting dates are as follows:

Contractual cash flows						
31 March 2020	Carrying amount	Total	Less than one year	1-2 years	2-5 years	More than 5 years
Financial liabilities						
Non current borrowings from banks (including current maturities)	656	656	392	216	-	48
Current borrowings from banks	3,993	3,993	3,993	-	-	-
Trade payables	1,417	1,417	1,417	-	-	-
Other financial liabilities	1,579	1,579	1,579	-	-	-
	7645	7645	7381	216	-	48

Contractual cash flows						
31 March 2019	Carrying amount	Total	Less than one year	1-2 years	2-5 years	More than 5 years
Financial liabilities						
Term loan from banks (including current maturities)	1,048	1,048	392	392	216	48
Current borrowings from banks	5,691	5,691	5,691	-	-	-
Trade payables	878	878	878	-	-	-
Other financial liabilities	1,621	1,621	1,621	-	-	-
	9,238	9,238	8,582	392	216	48

The gross (inflows)/ outflows disclosed in the above table represent the contractual undiscounted cash flows relating to financial liabilities.

(iii) Market risk

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

(iv) Foreign currency risk

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which transactions are denominated and the functional currency of the Group. The functional currency of Group is INR. The currencies in which these transactions are primarily denominated is US Dollars, GBP, Euro and AED.

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

37 Financial instruments (continued)

The summary quantitative data about the Company's exposure to currency risk at the end of reporting period expressed in INR are as follows

As at 31 March 2020

Particulars	USD	GBP	EURO	SGD	AED
Financial assets					
Trade receivables	1,861	-	58	3	-
Cash and cash equivalents					
Balance in EEFC account	*	*	*		-
Balance in foreign bank account	-	-	24		-
Net exposure to foreign currency risk (assets)	1,861	*	82	3	-
Financial liabilities					
Trade payables	44	7	6	1	3
Net exposure to foreign currency risk (liabilities)	44	7	6	1	3

As at 31 March 2019

Particulars	USD	GBP	EURO	AED
Financial assets				
Trade receivables	1,235	1	11	-
Cash and cash equivalents				
Balance in EEFC account	*	*	*	-
Balance in foreign bank account	-	-	24	-
Net exposure to foreign currency risk (assets)	1,235	1	35	-
Financial liabilities				
Trade payables	4	3	4	-
Other liabilities	39	-	-	-
Net exposure to foreign currency risk (liabilities)	43	3	4	-

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

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

37 Financial instruments (continued)

Sensitivity analysis

The sensitivity of profit or loss to changes in exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Impact on profit or (loss)		Impact on equity, net of tax	
	As at 31 March 2020	As at 31 March 2019	As at 31 March 2020	As at 31 March 2019
USD sensitivity				
INR/USD - increase by 1%	18.17	18.05	13.12	13.03
INR/USD - decrease by 1%	(18.17)	(18.05)	(13.12)	(13.03)
EURO sensitivity				
INR/EURO - increase by 1%	0.76	0.31	0.55	0.22
INR/EURO - decrease by 1%	(0.76)	(0.31)	(0.55)	(0.22)
GBP sensitivity				
INR/GBP - increase by 1%	-	(0.02)	-	(0.02)
INR/GBP - decrease by 1%	-	0.02	-	0.02
AED sensitivity				
INR/AED - increase by 1%	(0.03)	-	(0.02)	-
INR/AED - decrease by 1%	0.03	-	0.02	-

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

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

37 Financial instruments (continued)

vi Foreign currency risk (continued)

I. Assets

Particulars	Foreign currency	As at 31 March 2020			As at 31 March 2019		
		Exchange rate	Amount in foreign currency	Rs	Exchange rate	Amount in foreign currency	Rs
Hedges by derivative contracts	USD	75.20	23	1,757	68.69	15	998
	Euro	-	1	48	-	-	-
Unhedged	USD	75.20	1	104	68.69	3	237
	Euro	82.63	*	10	76.89	*	11
	SGD	52.26	*	3	-	-	-
	GBP	-	-	-	89.55	*	1

Note: The Group have entered into forward contracts to hedge its cash flows from receivables from foreign currencies amounting to Rs. 3,103 lakhs (USD 42 lakhs) and Rs. 151 lakhs (Euro 2 lakhs) [previous year Rs. 3,446 lakhs (USD 50 lakhs)].

II. Liabilities

Particulars	Foreign currency	As at 31 March 2020			As at 31 March 2019		
		Exchange rate	Amount in foreign currency	Rs	Exchange rate	Amount in foreign currency	Rs
Unhedged	USD	75.71	1	44	69.35	1	43
	Euro	83.73	*	6	78.17	*	4
	AED	20.74	*	3	-	-	-
	SGD	53.42	*	1	-	-	-
	GBP	93.66	*	7	90.91	*	3

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

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

37 Financial instruments (continued)

Financial risk management (continued)

(b) Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with a fixed/ floating interest rate and bank deposits.

Exposure to interest rate risk

Group's interest rate risk arises from borrowings and fixed deposits. Borrowings issued at fixed/ floating rates exposes to fair value interest rate risk. The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows:

	Nominal amount	
	31 March 2020	31 March 2019
Fixed-rate instruments		
Financial assets - fixed deposits	123	131
Financial liabilities - borrowings (including current maturities of long-term loans)	656	1,048
	779	1,179
Variable-rate instruments		
Financial liabilities - borrowings	3,993	5,691
	3,993	5,691

Cash flow sensitivity analysis for variable-rate instruments

A reasonably possible change of 1% in interest rates at the reporting date would have increased/ (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, remain constant.

INR	Profit for the year		Equity, net of tax	
	1% increase	1% decrease	1% increase	1% decrease
31 March 2020				
Variable-rate instruments	(39.93)	39.93	(28.82)	28.82
Cash flow sensitivity (net)	(39.93)	39.93	(28.82)	28.82
31 March 2019				
Variable-rate instruments	(56.91)	56.91	(41.08)	41.08
Cash flow sensitivity (net)	(56.91)	56.91	(41.08)	41.08

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

38 Biological assets other than bearer plants

Reconciliation of carrying amount

Particulars	Standing trees
Balance at 1 April 2019	442
New plantations	7
Sales	-
Changes in fair value less estimated cost to sell	
- due to price changes	(51)
- due to physical changes	87
Balance at 31 March 2020	485

Particulars	Standing trees
Balance at 1 April 2018	405
New plantations	-
Sales	-
Changes in fair value less estimated cost to sell	
- due to price changes	(20)
- due to physical changes	57
Balance at 31 March 2019	442

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)
(All amounts in Indian rupees lakhs)

39 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Name of the entity	31 March 2020							
	Net assets, i.e., total assets		Share of profit or (loss)		Share of other comprehensive income		Total	
	As % of consolidated net assets	Amount (in lakhs)	As % of consolidated profit or (loss)	Amount (in lakhs)	As % of other comprehensive income	Amount (in lakhs)	As % of total comprehensive income	Amount (in lakhs)
Parent Aspinwall and Company Limited	97.79%	13,185	-128.57%	54	100.00%	55	838.47%	109
Subsidiaries Indian								
1 Aspinwall Geotech Limited	-0.73%	(99)	16.67%	(7)	-	-	-53.85%	(7)
2 Aspinwall Technologies Limited	0.30%	40	-2.38%	1	-	-	7.69%	1
3 Malabar Coast Marine Services Private Limited	3.65%	492	-107.14%	45	(*)	(*)	346.15%	45
4 SFS Pharma Logistics Private Limited	-	-	*	*	(*)	(*)	-	-
5. Aspinwall Healthcare Private Limited	0.13%	18	4.76%	(2)	-	-	-15.38%	(2)
Adjustments arising out of elimination	-1.14%	(153)	316.66%	(133)	-	-	-1023.08%	(133)
	100.00%	13,483	100.00%	(42)	100.00%	55	100.00%	13

Name of the entity	31 March 2019							
	Net assets, i.e., total assets		Share of profit or (loss)		Share of other comprehensive income		Total	
	As % of consolidated net assets	Amount (in lakhs)	As % of consolidated profit or (loss)	Amount (in lakhs)	As % of other comprehensive income	Amount (in lakhs)	As % of total comprehensive income	Amount (in lakhs)
Parent Aspinwall and Company Limited	96.98%	13,567	110.33%	801	100.00%	(63)	111.31%	738
Subsidiaries Indian								
1 Aspinwall Geotech Limited	-0.66%	(93)	-0.96%	(7)	-	-	-1.06%	(7)
2 Aspinwall Technologies Limited	0.35%	49	0.14%	1	-	-	0.15%	1
3 Malabar Coast Marine Services Private Limited	4.27%	598	10.88%	79	(*)	(*)	11.92%	79
4 SFS Pharma Logistics Private Limited	0.01%	1	1.24%	9	(*)	(*)	1.36%	9
Adjustments arising out of elimination	-0.95%	(133)	-21.63%	(157)	-	-	23.68%	(157)
	100.00%	13,989	100.00%	726	100.00%	(63)	100.00%	663

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

ASPINWALL AND COMPANY LIMITED

Notes to the Consolidated financial statements for the year ended 31 March, 2020 (Continued)

(All amounts in Indian rupees lakhs)

40 Dividends

The Board of Directors in their meeting held on 11 March 2020 have recommended an interim dividend of Rs. 2.5/- per equity share of Rs. 10/- each for the year ended 31 March 2020. This has been paid on 23 March 2020. During the previous year, the Board of Directors had proposed a final dividend of Rs. 3/- per share for the year ended 31 March 2019.

41. Asset held for sale

	31 March 2020	31 March 2019
Land	1,017	1,017
Less: Provision for reduction in recoverable value	527	527
	490	490

Represents land at Sasthamangalam. Management is fully committed to dispose off the said land in the near future. As at 31 March 2020, the same has been stated at book value (being lower of the fair value less cost to sell).

42 Change in significant accounting policies:

In view of the lockdown due to the outbreak of COVID pandemic, the operations of the Group were scaled down from second half of March 2020. The duration of this lockdown is uncertain at this point in time. However, the Group has resumed its operations in compliance with the directives issued by Government authorities. While this has impacted the sales performance of the Group, the Management continues to closely monitor the situation and will take appropriate action, as necessary, to scale up operations in due compliance with the applicable regulations. Further, the Group has taken various measures to reduce its fixed cost - for example, optimisation of administrative, sales and marketing costs, deferment of capital expenditure along with judicious resource allocation, etc. As per the Management's current assessment, no significant impact is expected on the carrying amounts of inventories, trade receivables, investments and other financial assets and it continues to monitor changes in future economic conditions. The eventual outcome of the impact of this global health pandemic may be different from those estimated as on the date of approval of these consolidated financial statements.

44 As at 31 March 2020 and 31 March 2019, the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

44 Previous year figures have been regrouped / reclassified wherever necessary to conform to the current year's presentation.

As per our report of even date attached

for **B S R & Associates LLP**

Chartered Accountants

ICAI Firm's registration

number: 116231W/ W-100024

Vikash Somani

Partner

Membership No.: 061272

Rama Varma

Managing Director

DIN: 00031890

M Lakshminarayanan

Director

DIN: 05003710

for and on behalf of the Board of Directors of

Aspinwall and Company Limited

CIN: L74999KL1920PLC001389

T.R. Radhakrishnan

Chief Financial Officer

Neeraj R. Varma

Company Secretary

Membership No.: A29030

Place: Hyderabad

Date: 30 June 2020

Place: Mangalore

Date: 30 June 2020

Place: Bangalore

Date: 30 June 2020

Place: Kochi

Date: 30 June 2020

Place: Trivandrum

Date: 30 June 2020



Coffee Division



Logistics Division



Natural Fibre Division



Plantation Division

ASPINWALL AND COMPANY LIMITED

CIN : L74999KL1920PLC001389

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Thiruvananthapuram, Kerala - 695 003.)*

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Mangalore - Mumbai - Pollachi - Pullangode
Thiruvananthapuram - Tuticorin
Overseas Office :
Hertogenbosch (Netherlands)