

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2020-2021

To,
The Members
For- Nutaste Food & Drink Labs Pvt Ltd.
(Formerly known as FuerstDay Lawson India Pvt. Ltd.)

Your Directors have pleasure in presenting the 15th Annual Report of your company along with the Audited Financial Statements for the Financial Year ended on 31st March, 2021. Further, in compliance with the Companies Act, 2013 the company has made all requisite disclosures in the Board Report with the objective of accountability and transparency in its operations and to make you aware about its performance and future perspective.

Financial Highlights

During the year under review, performance of your company was as under:

Particulars	Year ended	
	31st March 2021	31st March 2020
Turnover	211,046,040	244,837,940
Other Income	70,632,895	1,262,150
Profit/(Loss) before Depreciation and Amortization Expenses	80,639,216	21,335,628
Depreciation and Amortization Expense	4,792,007	5,607,627
Profit/(Loss) before Tax and Prior Period Items/ Adjustments	75,847,209	15,728,001
Profit/(Loss) Before Tax	75,847,209	15,728,001
Less : Tax Expense		
Current Tax	18,718,164	1,913,141
Previous year's tax	13,387	-
Deferred Tax Asset reversed	373,161	2,057,842
Profit/(Loss) after tax	56,742,497	11,757,019
Add: Balance b/f from the previous year	19,796,236	8,078,216
Less: Depreciation on assets no Longer required.	-	(38,999)
Balance Profit / (Loss) c/f to the next year	76,538,733	19,796,236

State of Company's Affairs and Future Outlook

Despite the challenging business environment throughout the year due to the global pandemic COVID 19, your Company delivered a consistent recovery in business performance after the lifting of lockdowns. The entire world was clamped with nationwide lockdowns imposed by respective central and state governments. Business was impacted severely during the first four months of the financial year and recovery initially was moderate. The last quarter however saw good growth establishing a significantly higher run rate. Your Directors are optimistic about the company's business and hopeful of better performance with increased revenue in future years.

NuTaste Food and Drink Labs Pvt Ltd
 (formerly Fuerst Day Lawson India Pvt Ltd)
 45, Milestone Naurangpur Road, Sector-78, Gurgaon 122050, India
 Telephone: + 91 124-2378550, Email: NuTaste@foodoo.co.in, Website: www.foodoo.co.in
 Registered Office: P-7/B, Basement Green Park Extn, New Delhi 110016, India
 CIN No. U51109DL2006FTC151445



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During the period covered under report there was a significant development as Fuerst Day Lawson Ltd. (UK), the holding company of your company controlling 99.99% equity exited by liquidating its holding to Vegro Solutions GMBH in the same proportion.

Further on account of this exit the net business liability owed by your company to Fuerst Day Lawson Ltd. (UK) holding company and its other subsidiary companies was foregone to the tune of Rs. 702.51 lakhs and form part of income of the company this financial year. Your directors proudly welcome the new entrant and look forward for long term strategic and business relationship with pouring of new business avenues.

Further on account of exiting of Fuerst Day Lawson Ltd. (UK), the name of your company was changed to *Nutaste Food And Drink Labs Pvt. Ltd.* and the same was approved by ROC-Delhi on 17th March 2021 by issuing new Certificate of Incorporation (CoI) under rule 29 of the Companies (Incorporation) Rules 2014.

During the reporting period the turnover of the company was Rs. 2110.46 lakhs as compared to previous year turnover of Rs. 2448.38 lakhs. There was decline in turnover of 13.80 %. Your company posted net profit after tax of Rs. 567.42 lakhs (Previous year post tax net profit of Rs. 117.57 lakhs). Still your directors are very hopeful of turnaround of the company in the ensuing financial year.

Change in nature of business, if any

There was no change in the nature of the main business carried on by the company during the period under review and neither your directors are interested in other business nature of which is different from the main business activity of the company.

Dividend

For future growth plans of the Company your directors are unable to declare any dividend.

Amounts Transferred to Reserves

The profits will be plough back into the business of the company therefore directors are unable to transfer to reserves.

Changes in Share Capital, if any

During the Financial Year 2020-21, the share capital of the Company was same as was in previous year.

Disclosure regarding Issue of Equity Shares with Differential Rights pursuant to Rule 4(4) of Companies (Share Capital and Debenture Rules, 2014)

During the period under review the Company had not issued Equity Shares with Differential Rights.

Disclosure regarding issue of Employee Stock Options pursuant to Rule 12(9) of Companies (Share Capital and Debenture Rules, 2014)

During the period under review the Company had not issued Employees Stock Options to the employees.

Disclosure regarding issue of Sweat Equity Shares pursuant to Rule 8(13) of Companies (Share Capital and Debenture Rules, 2014)

During the period under review the Company had not issued Employees Stock Options to its directors or employees at a discount or for consideration other than cash.

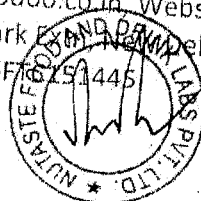
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Annual Return

The Company is having website i.e www.foodoo.co.in and Annual return in accordance with the Companies Act, 2013, in the prescribed format is available at-
<https://www.foodoo.co.in/investors/reportsfilings/annualreport/annual-reports.html>.

Number of Board Meetings

The Board meets at regular intervals to review, discuss and decide on Company policy and strategy apart from other Board business.

The notices of Board meetings were given well in advance to all the Directors. Usually, meetings of the Board are held in Delhi NCR Region. In addition to holding physical meetings the pandemic gave rise to holding Virtual meetings by means of video conferencing and your company held all meetings in reporting period by VCM. The Agenda of the Board meetings is circulated at least a week prior to the date of the meeting. The Agenda for the Board meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Board met Seven (7) times in financial year ended on 31st March, 2021 as follows-
 One meeting to be shown;

- 14/06/2020;
- 21/09/2020
- 23/09/2020;
- 07/12/2020;
- 08/02/2021;
- 18/02/2021;
- 26/02/2021

Particulars of Loan, Guarantees and Investments under Section 186

Details of Loans

During the Financial year no loans were made by the Company

Sl.	Date of making Loan	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of Board Resolution	Date of Special Resolution (if any)	Rate of Interest	Security
NOT APPLICABLE									

Details of Investments

During the Financial year no Investments were made by the Company

S. No.	Date of Investment	Details of Investee	Amount	Purpose for which the proceeds from investment is	Date of Board Resolution	Date of Special Resolution (If any)	Expected Rate of Return
NOT APPLICABLE							

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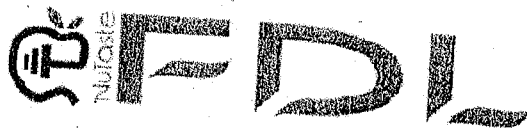
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				proposed to be utilized by the recipient			
NOT APPLICABLE							

Details of Guarantee / Security Provided

During the Financial year no Guarantee/Security was made by the Company

S. No.	Date of providing security/guarantee	Details of recipient	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of Board Resolution	Date of Special Resolution (If any)	Expected Rate of Return
NOT APPLICABLE							

Particulars of Contracts or Arrangements with Related Parties

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 for the Financial Year 2020-21 as per Form AOC-2 is enclosed as *Annexure-I*.

Material Changes Affecting the Financial Position of the Company, occurring after the Balance Sheet Date

There was no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

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

The Particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated in the Companies (Accounts) Rules, 2014 are given in *Annexure-II*.

Details of Subsidiary, Joint Venture or Associates

There are no Subsidiary, Joint Ventures and Associates of the Company.

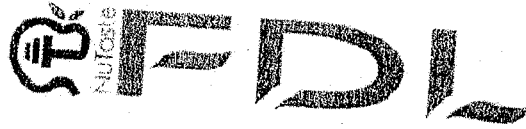
Risk Management Policy

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These risks are discussed at the meetings of the Board of Directors of the Company and are systematically addressed by the Board of Directors through mitigating actions. It is further stated that the Board of Director had not identify any element of risk which in the opinion of the Board may threaten the existence of the company.

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Details of Directors and Key Managerial Personnel

Following changes in the Board of Directors and Key Managerial Personnel of the company were made during the period covered under report:

S.No.	Name of Director	DIN	Date of appointment falling between 01.04.2020 to 31.03.2021	Date of Resignation falling between 01.04.2020 to 31.03.2021
1	Sh. Shailesh Kumar	08561987	-	21.09.2020
2	Sh. Manu Bajaj*	01673696	21.09.2020	-
3	Sh. James Bray	01673662	-	21.09.2020
4	Sh. Mark Treadway	08637266	-	21.09.2020
5	Sh. Kedar Ramesh Vaze*	00511325	21.09.2020	-

* Appointed as additional director on 21.09.2020 and the term was regularised w.e.f 31.12.2020

Details of significant & material orders passed by the regulators or courts or tribunal
There was no significant and material order passed by the regulators, Tribunal or Courts.

Statement in Respect of Adequacy of Internal Financial Control with Reference to the Financial Statements
The Company maintains appropriate systems of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances and are meant to ensure that all transactions are authorized, recorded and reported correctly. The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations.

Deposits

The Company had not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

Declaration by Independent Director

Since the company is a private limited company therefore section 149 of the Companies Act, 2013 is not applicable on the Company.

Re-appointment of Independent Auditor

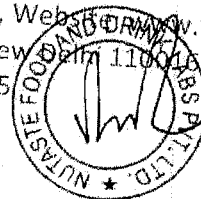
AMAA & Associates(FRN No. 013066C), Chartered Accountants, New Delhi were re-appointed as Statutory Auditors of the Company to hold office for a term of five years in the 13th Annual General Meeting held in F.Y. 2019-20 subject to ratification by the shareholders at every Annual General Meeting.

Your Board of Directors recommends the ratification of appointment of the Statutory Auditors for the financial year 2021-22, subject to approval of shareholders.

Explanation to Qualification, reservation or adverse remark or disclaimer made by Statutory Auditor in his Audit Report

There are no qualifications, reservations or adverse remarks or disclaimers made by AMAA & Associates, Chartered Accountants, Statutory Auditors of the Company, in their report and moreover the Auditor's Report is self explanatory.

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Fraud Reporting to the Central Government

During the period under review no fraud was noticed by the Statutory Auditor's of the Company.

Details in respect of frauds reported by Auditors

During the period under review no fraud was noticed by the Statutory Auditor's of the Company.

Secretarial Audit Report

Since the company is a private limited company therefore section 204 of the Companies Act, 2013 is not applicable on the Company.

Explanation to Qualification, reservation or adverse remark or disclaimer made by Company Secretary in practice in Secretarial Audit Report

Since the company is a private limited company therefore section 204 of the Companies Act, 2013 is not applicable on the Company.

Corporate Social Responsibility (CSR) Policy

Since the Net Worth of the Company is less than Rs. 500 Crore, Turnover of the Company is less than Rs. 1,000 Crore and the Net Profit of the Company is less than Rs. 5.00 Crore therefore section 135 of the Companies Act, 2013 is not applicable.

Audit Committee

Since the paid-up share capital of the Company is less than Rs. Ten crore, turnover of the company is less than One Hundred crore and the aggregate of outstanding loans, debentures and deposits are less than fifty crore, therefore section 177(8) of the Companies Act, 2013 is not applicable on the Company.

Statement Indicating the Manner in which Formal Annual Evaluation has been made by the Board of its own Performance, its Directors, and that of its Committees

Since the company is a private limited company therefore section 134(3) (p) is not applicable.

Disclosure on Establishment of a Vigil Mechanism

Since the company had not accepted public deposits and the borrowings from the from banks and public financial institutions are less than Rs. 50 Crore, therefore section 177(9) of the Companies Act, 2013 is not applicable on the Company.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

During the period under review no case under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 was filed.

Directors Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:
a) In the preparation of the annual accounts for the financial year ended 31st March, 2021, the applicable accounting standards had been followed along with proper explanation relating to material departures;

b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2021 and of the profit of the Company for that period;

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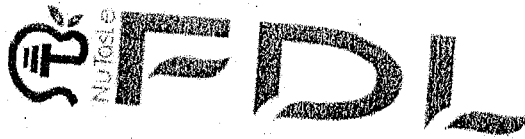
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CIN No. U51109DL2006FTC15144



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- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Policy relating to the remuneration for Directors, KMPs and other employees

Since the company is a private limited company therefore section 178 of the Companies Act, 2013 is not applicable on the Company.

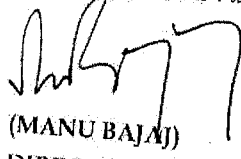
Cost Audit


Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014 dated 31/12/2014, the activity and turnover of your company is outside the purview as defined and therefore maintenance of cost records as well as the cost audit is not applicable to your Company.

Acknowledgment

The Directors express their sincere appreciation to the valued shareholders, bankers and clients for their support.

For and on behalf of the board of directors of
Nutaste Food & Drink Labs Pvt Ltd.
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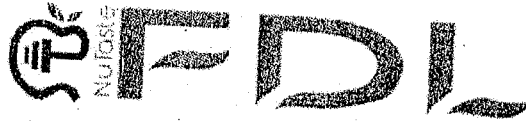

(MANU BAJAJ)
DIRECTOR
DIN: 01673696


(KEDAR RAMESH VAZE)
DIRECTOR
DIN:00511325

Place: GURUGRAM
Date: 18-11-2021



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Annexure-I

FORM NO. AOC-2

(Pursuant to clause (1) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso is given below:

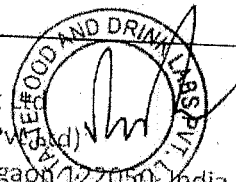
1. Details of contracts or arrangements or transactions not at arm's length basis: NOT APPLICABLE

S.No.	PARTICULARS	DETAILS
1	Name(s) of the related party and nature of relationship	NIL
2	Nature of contracts/arrangements/transactions	NIL
3	Duration of the contracts / arrangements/transactions	NIL
4	Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
5	Justification for entering into such contracts or arrangements or transactions	NIL
6	date(s) of approval by the Board	NIL
7	Amount paid as advances, if any:	NIL
8	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NIL

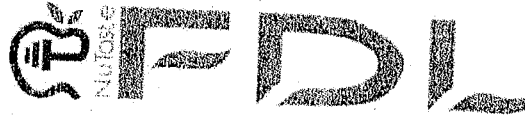
2. Details of material contracts or arrangement or transactions at arm's length basis:

S.No.	PARTICULARS	DETAILS
1	Name(s) of the Related Party	Fuerst Day Lawson Ltd-United Kingdom
2	Nature of relationship	Holding company with 99.99% equity share capital of Fuerst Day Lawson India Pvt. Ltd (relationship ceased to exist w.e.f- 21.09.2020)
3	Nature of contracts/arrangements/transactions	1.Purchase of goods 2.Sales of goods
4	Duration of the contracts / arrangements/transactions	01.04.2020 to 21.09.2020

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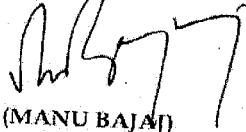


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5	Salient terms of the contracts arrangements or transactions including the value, if any	1.Purchase of goods Rs. 2.97 lakhs 2.Sales of goods Rs. 3.57 lakhs
6	date(s) of approval by the Board if any	N.A.

For and on behalf of the board of directors of
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(MANU BAJAJ)

DIRECTOR

DIN: 01673696



(KEDAR RAMESH VAZE)

DIRECTOR

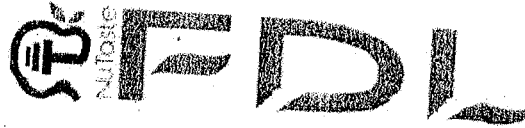
DIN:00511325

Place: GURUGRAM

Date: 10-11-2024



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Annexure-II

Particulars under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 for the year ended 31st March, 2021

(A)	Conservation of Energy:		
(a)	Energy conservation measures taken:		
1	The consumption of Diesel is under close supervision.		
2	Putting thrust on developing energy efficient lighting system,		
(b)	Additional investments and proposals if any, being implemented for reduction of consumption of energy: NIL		
(c)	Impact of measures at (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods: Saving in power cost		
(d)	Total energy consumption and energy consumption per unit of production as per prescribed Form A:		
A	Power & Fuel Consumption		
	1. Electricity:	2020-21	2019-20
a)	Purchased		
	Unit		
	Total Amount (in Rs.)	353149	525832
	Rate/ Unit	34,85,049	43,20,876
		9.87	8.22
b)	Own Generation		
	<i>Through Diesel Generator</i>		
	Diesel Qty (in Ltr)		
	No. of Units Generated	21000	39000
	Total Amount (in Rs.)	95697	160841
	Unit per Ltr of Diesel Oil	15,59,346	25,26,130
	Total Cost per Unit	4.56	4.12
	<i>Through Steam</i>	16.29	15.71
	Turbine/ Generator	NIL	NIL
		-	-

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	Unit	-	-
	Units per Litre of Fuel Oil/ Gas		
2	Coal (Specify quantity and - where used)	NIL	NIL
3	Furnace Oil:		
	Quantity in Litres	NIL	NIL
	Total Amount	NIL	NIL
	Average Rate/ Lt	NIL	NIL

B. CONSUMPTION PER UNIT OF PRODUCTION: Since the Company manufactures different types of concentrates, it is not practicable to give consumption per unit of production.

FORM B

[B] Technology Absorption:

(a) Research & Development:

(1) Specific area in which R & D is carried out by the Company:

1.1 The Company is in the process of establishing state of the art facilities for research.

1.2 The Company has been investing in setting up optimum testing facilities at various stages of production process.

(2) Benefits derived as a result of the above R & D

Improvement in quality and better product mix

(3) Future plan of action:

To invest more in R & D activities.

(4) Expenditure on R & D: NIL

(b) Technology Absorption, Adaptation & innovation:

(1) Efforts in brief, made towards technology absorption, adaptation and innovation.

Your Company has continued its efforts to upgrade its manufacturing facilities of Electronics & telecommunication transformers.

[C] Foreign Exchange earnings and outgo:

(Rs. In lakhs)

Sr. No.	Particulars	2020-21	2019-20
1	Earning from Export during the year-		

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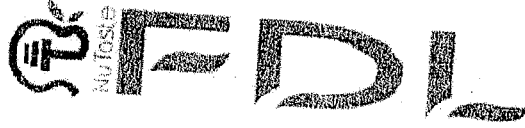
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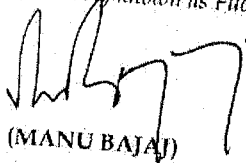



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	-from goods-from services	8.51	19.19
2	Outgo: a) CIF value of Imports	8.30	
	b) Expenditure in foreign currency including for purchase of goods	104.77	56.67
	c) Travelling	117.11	55.29
		-	-

For and on behalf of the board of directors of
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