



**EMAMI FRANK ROSS LIMITED**  
**DIRECTORS' REPORT**

To

The Members,

The Directors have pleasure in presenting the 105th Annual Report of your Company together with the Audited Financial Statements for the year ended 31st March 2023.

The Directors are pleased to share with you that your Company has maintained sustainable growth and earned cash profit in the financial year 2022-23.

**FINANCIAL RESULTS**

**Rs. In lakhs**

<b>PARTICULARS</b>	<b>Standalone</b>		<b>Consolidated</b>	
	2022-23	2021-22	2022-23	2021-22
Profit/(Loss) before Depreciation, Tax & exceptional items	1111.35	2479.19	1112.31	1573.70
Less/(Add): Depreciation	1770.34	2031.75	1770.34	2031.75
Profit/(Loss) before Tax & exceptional items	(658.99)	447.44	(658.03)	(458.05)
Exceptional Items	-	0.00	-	0.00
Profit /(Loss) before exceptional items and tax	(658.99)	447.44	(658.03)	(458.05)
Less: Provision for Taxation				
Deferred Tax	(264.93)	(85.16)	(264.93)	(85.16)
Wealth Tax	-	0.00	-	0.00
(Excess)/Short Provision of Earlier years	-	0.05	-	0.05
<b>Profit/(Loss) for the year</b>	<b>(394.06)</b>	<b>532.55</b>	<b>(393.10)</b>	<b>(372.95)</b>

<b>Total Comprehensive Income for the year</b>	<b>(399.77)</b>	<b>547.46</b>	<b>(398.81)</b>	<b>(358.03)</b>
Credit Balance Brought Forward	(6314.99)	(6862.42)	(6278.74)	(5920.68)
Adjustment to Equity	-	-	-	-
Fund available for appropriation	(6714.80)	(6314.99)	(6677.69)	(6278.74)
Balance Carried to Balance Sheet	(6714.80)	(6314.99)	(6677.69)	(6278.74)

The Company has prepared the Financial Statements for the financial year ended 31st March, 2023 in terms of Section 129, 133 and Schedule III to the Companies Act, 2013 (as amended) (the “Act”) read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

## **NATURE OF BUSINESS**

Emami Frank Ross Limited is one of Eastern India’s largest and oldest pharmacy chain with retail stores operation in West Bengal, Odisha, Assam, Raipur (Chhattisgarh), Tripura, Bihar, Karnataka and Tamil Nadu. Emami Frank Ross Ltd has also initiated e-commerce pharmacy business, currently running in Kolkata and nearby districts with the vision to serve the entire Eastern India and Karnataka in near future.

Apart from just pharma, Emami Frank Ross Ltd also deals in several other product categories including medical devices, personal care, baby care, health food & drinks, sexual wellness, ayurvedic, herbal and natural products. The Company’s private label brand “ROSSCARE” has already introduced more than 250 sku’s in the pharma and non-pharma categories and many of these products have been successfully launched.

## **BUSINESS REVIEW/STATE OF COMPANY’S OPERATIONS AND INDUSTRY SCENARIO**

The Company runs pharmacy in name and style of “Frank Ross Pharmacy” and leisure business of books, media, toys and stationery in the name of “Starmark” having retail outlets in Kolkata at South City, Mani Square, City Centre, Quest Mall.

The Company has shown considerable improvement in turnover which stands at Rupees 551 Crores for the year ended 31.03.2023 as against Rupees 496 Crores in the previous year recording a growth of 11%.

Frank Ross pharmacy is planning to aggressively open new branches and doctor’s chambers in greater Kolkata and in district town of West Bengal as well as in the neighbouring States

of Bihar, Odisha, Chhattisgarh, North East etc. The Company has also started giving 'Franchise' rights to various parties in all the above States.

Medicine spending in India is projected to grow 9-12% over the next five years, leading India to become one of the top 10 countries in terms of medicine spending. Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers, which are on the rise.

The Indian Government has taken many steps to reduce costs and bring down healthcare expenses. Speedy introduction of generic drugs into the market has remained in focus and is expected to benefit the Indian pharmaceutical companies. In addition, the thrust on rural health programs, lifesaving drugs and preventive vaccines also augurs well for the pharmaceutical companies.

#### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY, BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THIS REPORT**

There have been no material changes and commitments affecting the financial position of the Company, between the end of the financial year and the date of this report.

#### **CONSOLIDATED ACCOUNTS**

The consolidated financial statements for the year ended March 31, 2023, have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements under Section 134(5) read with Section 134(3)(c) of the Companies Act, 2013 ('Act') with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a) in the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023, and of the loss of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and  
f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

Not Applicable to this Company

## **DIVIDEND**

The directors have not recommended any dividend for the financial year 2022-2023 in view of carried forward losses.

## **TRANSFER TO RESERVES**

The Company is not transferring any amount to General Reserve due to inadequacy of profits during the financial year 2022-23.

## **CHANGES IN CAPITAL STRUCTURE**

Pursuant to Sections 13, 61 and 64 of the Companies Act, 2013 (including any Statutory modifications or re-enactments thereof for the time being in force), read with Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, with the consent of the members at the EGM held on 31st January, 2023 the existing Authorized Share Capital of the Company was re-classified from Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 38,00,000 (Thirty Eight Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 8,20,000 (Eight Lakhs Twenty Thousands) Non-Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred) each, to 58,00,000 (Fifty Eight Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) aggregating Rs. 5,80,00,000/- (Rupees Five Crores Eighty Lakhs only) each and 6,20,000 (Non-Cumulative Redeemable Preference Shares of Rs. 100/- each aggregating to Rs. 6,20,00,000 (Rupees Six Crores Twenty Lakhs only).

## **CREDIT RATING**

Care Edge Ratings has reaffirmed the credit rating of \*BBB\*; Stable for the bank facilities, short term/ long term borrowings and commercial paper programs of the Company.

India Ratings and Research has affirmed the credit Ratings \*IND A-/Stable for the Long term loan, Fund basis limits and Non-Convertible Debentures.

## **SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATES**

In compliance with Ind AS 110, Your Company has prepared Consolidated Financial Statements, which forms part of this Annual Report. Further pursuant to Section 129(3) of the Act, a statement containing the salient features of the financial statements of the Subsidiary in the prescribed Form AOC 1 is enclosed in **Annexure I** and forms part of this report.

The Company does not have any Associate Company and Joint Venture,

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year, following were the Directors/KMPs

- 1.Mr. Gautam Jatia: Managing Director
2. Mr. Amit Kumar Agarwal: Chief Financial Officer (Resigned w.e.f. 19<sup>th</sup> January, 2023)
- 2.Mr. Bimal Agarwal: Chief Financial Officer (Appointed w.e.f. 29th April,2023)
- 3.Ms. Amrita Bhattacharya: Company Secretary & Compliance Officer.

## **DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT/CHANGES:**

### **a. Retirement by rotation and reappointment of Whole-time director**

The Consent of Shareholders is being sought at the ensuing Annual General Meeting for continuation of holding of office by Mr. Gautam Jatia, Managing Director of the Company who retires by rotation and being eligible offers himself for reappointment. Your directors recommend his reappointment.

### **b. Retirement by rotation and reappointment of whole-time director**

The Consent of Shareholders is being sought at the ensuing Annual General Meeting for continuation of holding of office by Mrs. Mrs. Chadaravalli Srinivasabhatta Nalini, Whole Time Director of the Company who retires by rotation and being eligible offers herself for reappointment. Your directors recommend his reappointment.

## **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, the Independent Directors fulfil the conditions specified under the Act and Listing Regulations and are independent of the management. The Board skill/ expertise/ competencies matrix of all the Directors, including the Independent Directors is provided in the Corporate Governance Report forming part of this Annual Report.

## **FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS**

The Company has put in place a Familiarisation Programme for the Independent Directors to familiarise them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model etc. The details of the Familiarisation Programme conducted are available on the website of the Company: <https://www.frankrosspharmacy.com>

## **EVALUATION OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

During the year, annual performance evaluation of the Board and Committees of the Board, individual Directors including the Chairman of the Company, was carried out as per the criteria and process approved by Nomination and Remuneration Committee, which is in line with the SEBI Guidance Note on Board Evaluation.

The Chairman and other members of the Board discussed upon the performance evaluation outcome and concluded that they were satisfied with the overall performance of the Board and Committees of the Board and Directors individually.

#### **SEPARATE MEETING OF INDEPENDENT DIRECTORS:**

As stipulated by the Code of Independent Directors under the Companies Act, 2013 a separate meeting of the independent Directors of the Company was held on 14<sup>th</sup> November, 2022 to review the performance of Non-Independent Directors and the Board as a whole. The independent Directors also reviewed the quality, content and timeliness of flow of information between the Management and the Board and its committees.

#### **DISCLOSURES PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER:**

<b>S.No.</b>	<b>Particulars</b>	<b>Name of the Directors and KMP (s)</b>	<b>Ratio</b>
(i).	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Mr. Gautam Jatia Mr. Anurag Jatia Mr. Sujoy Chattaraj Mrs. Chadaravalli Srinivasa Bhatta Nalini	8% 10% 10% 10%
(ii).	*Percentage increase in remuneration of each director and CEO, CFO & CS in the financial year	Mr. Gautam Jatia – Managing Director & CEO Mr. Anurag Jatia – Whole Time Director Mr. Sujoy Chattaraj – Whole time Director Mrs. Chadaravalli Srinivasabhatta Nalini – Whole Time Director Mr. Amit Kumar Agarwal – Chief Financial Officer (Resigned w.e.f. 19 <sup>th</sup> January, 2023) Ms. Amrita Bhattacharya- Company Secretary	8% 10% 10% 10% NA 28%
(iii)	Increment of employees in the financial year (Median Remuneration)	Total increment of employees other than managerial personnel	15030
(iv)	Number of permanent employees on the rolls of company	Confirmed Employees	1846

(v)	*Average percentile increase in the salaries of employees other than the managerial personnel	-	6.45%
(vi)	Affirmation	The Board affirms that the remuneration is as per the remuneration policy of the company	-

#### **DISCLOSURES PURSUANT TO SECTION 197 (14) OF THE COMPANIES ACT, 2013:**

The Managing Director or Whole-Time Director(s) of the Company were not in receipt of any remuneration or commission from the Company's Holding or Subsidiary companies during the financial year.

#### **EMPLOYEES AND OTHER REPORT**

None of the employee is in receipt of remuneration in excess of amount as prescribed in the Rule No. 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES AND CRITERIA FOR APPOINTMENT OF DIRECTORS**

For the purpose of selection of any Director, the Nomination and Remuneration Committee identifies persons of integrity who possess relevant expertise, experience and leadership qualities required for the position. The Committee also ensures that the incumbent fulfils such criteria with regard to qualifications, positive attributes, independence, age and other criteria as laid down under the Act, Listing Regulations or other applicable laws. The Board has, on the recommendation of the Nomination and Remuneration Committee framed a Policy on remuneration of Directors, Key Managerial Personnel.

The complete Policy as approved by the Board is available on the website of the Company and can be accessed through the web link: [https:// www.frankcrosspharmacy.com](https://www.frankcrosspharmacy.com) Information as per Section 197 (12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in 'Annexure - A' to this Report. Further, the information pertaining to Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, pertaining to the names and other particulars of employees is available for inspection at the Registered office of the Company during business hours and pursuant to the second proviso to Section 136(1) of the Act, the Report and the accounts are being sent to the members excluding this. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary & Compliance Officer either at the Registered/ Corporate Office address or by email to [info@frankcrosspharmacy.com](mailto:info@frankcrosspharmacy.com)

#### **BOARD MEETINGS**

Board meetings were held during the financial year 2022-23 on the following dates:

SLNo.	Date of the meeting	No. of Directors attended the meeting
1	19.04.2022	7

2	30.06.2022	6
3	23.08.2022	7
4	14.11.2022	7
5	21.12.2022	7
6	14.02.2023	7

## COMMITTEES OF THE BOARD

### Audit Committee

The Board has formed the audit committee vide its meeting dated 30.05.2014 and thereafter due to change in directorship the Audit Committee has also been reconstituted on 25.07.2014. As on 31<sup>st</sup> March, 2023 Mr. Pramod Kumar Shah (Chairman), Mr. Anurag Jatia, & Mr. Debasish Bhaumik are members of the Audit Committee. All the members of the Audit Committee are financially literate. The Chairman of the Committee is an Independent (Non-Executive) Director, nominated by the Board. The company Secretary acts as the Secretary to the Committee. The minutes of the Audit Committee meetings are circulated to the Board, discussed and taken note at the Audit Committee meetings. All recommendations made by the Audit Committee during the year was accepted by the Board.

At least one meeting of the Audit Committee was held in every quarter of the financial year ended March 31<sup>st</sup>, 2023 and the time gap between any two consecutive meetings of the Audit Committee did not exceed 120 days. During the financial year from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023, 5 (Five) Audit Committee Meetings were held on the following dates:

SL. No.	Date of the meeting	No. of Members attended the Audit Committee meeting
1	19.04.2022	3
2	23.08.2022	3
3	14.11.2022	3
4	21.12.2022	3
5	14.02.2023	3

The detailed composition and attendance of the members of the Audit Committee are as follows:

Sl. No.	Name of the directors	Position	No. of meetings attended
1	Mr. Pramod Kumar Shah	Chairman	5
2	Mr. Anurag Jatia	Member	5
3	Mr. Debasish Bhaumik	Member	5

### Nomination and Remuneration Committee and Company's Policy on Directors' Appointment and Remuneration

The Board of directors of the Company had constituted a Nomination and Remuneration Committee in terms of the requirements of Section 178 of the Companies Act read with Rule



7 of companies (Meeting of Board and its powers) Rules, 2014 Act and Rules framed thereunder read with Regulation 19 of the Listing Regulations. Further, The Board has reconstituted the Nomination and Remuneration Committee which as on date of 31<sup>st</sup> March, 2023 comprises of Mr. Debasish Bhaumik (Chairman), Mr. Pramod Kumar Shah & Mrs. Karabi Sengupta as the members of the Committee. The Committee has formulated the policy with respect to remuneration for the directors, key managerial personnel and other employees.

During the year ended 31.03.2023, 3 (Three) meetings of the Nomination & Remuneration Committee were held on **19<sup>th</sup> April, 2022, 23<sup>rd</sup> August, 2022 and 14<sup>th</sup> November, 2022.**

The detailed composition and attendance of the members of the Nomination and Remuneration Committee are as follows:

Sl. No.	Name of the directors	Position	No. of meetings attended
1	Mr. Debasish Bhaumik	Chairman	3
2	Mr. Pramod Kumar Shah	Member	3
3	Mrs. Karabi Sengupta*	Member	3

\* Appointed as a member w.e.f. 19<sup>th</sup> October, 2020

The policy is laid down as follows:

- I. The Nomination and Remuneration committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- II. The Nomination and remuneration committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees.
- III. At the time of appointment or reappointment, the Managing Director, other Whole Time Directors or Key Managerial Personnel shall be paid such remuneration as may be agreed mutually between the company (which includes the Nomination & Remuneration Committee and the Board of Directors) and the Managing Director, other Whole Time Directors or Key Managerial Personnel which should be within the overall limits prescribed as per Companies Act, 2013.
- IV. The Remuneration shall be subject to the approval of Members of the Company in General Meeting if it falls under the criteria of Schedule V of the Companies Act.
- V. In determining Remuneration, the Committee shall consider the following:
  - a. The level & composition of remuneration is reasonable and sufficient to attract and motivate Managing Director, other Whole Time Directors or Key Managerial Personnel.

- b. Relationship of remuneration & performance benchmark is clear.
- c. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to time working of the company and its goals.

### **Share Transfer Committee**

The Board has formed the Share Transfer Committee at its meeting held on 14.08.2017. As on 31<sup>st</sup> March, 2023 Mr. Debashis Bhaumik (Chairman), Mr. Gautam Jatia, & Mr. Anurag Jatia are members of the Share Transfer Committee.

1 (One) Share Transfer Committee Meeting was held 14<sup>th</sup> February, 2023 during the financial year from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023.

The composition of the Share Transfer Committee and attendance of its members is as follows:

Sl. No.	Name of the directors	Position	No. of meetings attended
1	Mr. Debasish Bhowmik\$	Chairman	1
2	Mr. Gautam Jatia	Member	1
4	Mr. Anurag Jatia	Member	1

\$ Inducted as a member w.e.f. 31<sup>st</sup> July, 2020 and become Chairman w.e.f. 26<sup>th</sup> August, 2020

### **RELATED PARTY TRANSACTIONS**

The particulars of material contracts or arrangements entered into by the Company with Related Parties referred to in Section 188(1) of the Act in Form AOC-2 prescribed under the Companies (Accounts) Rules, 2014 are appended as “**Annexure II–\***” hereto and forms part of this Report.

### **INTERNAL FINANCIAL CONTROLS**

The Company has a well-established internal financial controls framework, which is designed to continuously assess the adequacy, effectiveness and efficiency of internal financial controls. The management is committed to ensuring an effective internal financial controls environment, commensurate with the size and complexity of the business, which provides an assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

The Company has proper internal control procedures commensurate with its size and nature of Business. During the year the Company has appointed Saraf & Chandra LLP, Chartered Accountants (FRN\*) as Internal Auditors and also to perform professional services towards Internal Financial Controls over Financial Reporting.

### **RISK MANAGEMENT POLICY**

The Company has developed and implemented a Risk Management Policy, which identifies major risks which may threaten the existence of the Company. The same has also been

adopted by Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelt out in the said policy which is available on the website of the Company and can be accessed through the web link: <http://www.frankcrosspharmacy.com>.

### **WHISTLE BLOWER POLICY/ VIGIL MECHANISM**

To create enduring value for all stakeholders and ensure the highest level of honesty, integrity and ethical behaviour in all its operations, the Company has adopted a "Whistle Blower Policy" which is available on the website of the Company and can be accessed through the web link: <http://www.frankcrosspharmacy.com>.

### **AUDIT AND AUDITORS**

#### **STATUTORY AUDITORS**

At the Annual General Meeting held on 30th September, 2019, M/s. M/S Agrawal Tondon & Co., Chartered Accountants (FRN: 329088E) were appointed as Statutory Auditor of the Company for the term of 5 consecutive years subject to ratification of the Members annually.

In view of the amendment made to Section 139 of the Act vide the Companies (Amendment) Act, 2017 which is effective from 7th May, 2018, annual ratification of appointment of statutory auditors is no more necessary. Accordingly, M/S Agrawal Tondon & Co., (FRN:329088E) Chartered Accountants, shall continue to be the Statutory Auditors of the Company till the conclusion of the Annual General Meeting to be held in the year 2024 and their appointment shall not be subject to ratification by the Members annually.

A certificate under section 141 of the companies Act, 2013 has been received from M/S Agrawal Tondon & Co Associates to the effect that they are eligible to be appointed as Statutory Auditors of the company.

The reports given by the Auditors on the Standalone Financial Statements of the Company for the financial year ended March 31, 2023 forms part of this Annual Report and there is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Reports. The Auditors of the Company have not reported any fraud in terms of the second proviso to Section 143(12) of the Act.

#### **SECRETARIAL AUDITORS:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, Rules made thereunder & other applicable provisions if any, the Company has appointed Arun Kumar Maitra & Co., Practicing Company Secretaries vide ICSI Unique Code P2015WB086500, as its Secretarial Auditor to undertake Secretarial Audit for the Financial Year Ending 31.03.2023. The Secretarial Auditor's Report for the Financial Year ended 31.03.2023 is attached, which is self-explanatory (Annexure III).

### **CORPORATE SOCIAL RESPONSIBILITY**

The CSR Policy of the Company was approved at the Board meeting held on 29.04.2023 and it is available on the website of the Company and can be accessed through the web link: <http://www.frankcrosspharmacy.com>.

## **HUMAN RESOURCES**

Your directors would like to take this opportunity to express their gratitude and appreciation for the passion, dedication and commitment of the employees and look forward to their continued contribution.

## **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Your Company strongly believes in providing a safe and harassment free workplace for each and every individual working for the Company through various interventions and practices. It is the continuous endeavour of the Management of the Company to create and provide an environment to all its employees that is free from discrimination and harassment including sexual harassment. The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder.

The Company has submitted the Annual Returns to the local authorities, as required under the above-mentioned Act.

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

## **CORPORATE GOVERNANCE REPORT**

Corporate Governance Report is not Applicable to this Company

## **SECRETARIAL STANDARDS**

The Company has complied with the applicable Secretarial Standards as amended from time to time.

## **LOANS, GUARANTEES & INVESTMENTS**

In terms of Section 186 of the Companies Act and Rules framed thereunder, details of the loans given and investments made by the Company have been disclosed as notes to accounts of the Financial Statements for the year ended 31st March, 2023 which forms part of the Annual Report.

## **NON-CONVERTIBLE BONDS/DEBENTURES**

The Board of Directors has duly issued, offered and allotted on preferential basis 14800 (Fourteen Thousand Eight Hundred) Zero Coupon Un-Secured Optionally Convertible Debentures ("OCDs") @ Rs. 1,00,000/- (Rupees One Lakh Only) each for cash for an aggregate amount of Rs. 148,00,00,000/- (Rupees One Hundred and Forty-Eight Crores only) to M/s Suraj Finvest Pvt Ltd, M/s Sneha Enclave Private Limited and M/s Deevee Commercials (hereinafter referred to as the "Debenture holders"), in lieu of and against the conversion of loan or Advance of Rs. 148 Crores (Rupees One Hundred and Forty-Eight Crores) received from them.

The Company allotted 150 unlisted senior secured redeemable non-convertible bonds having face value of ₹ 1,00,00,000/- each aggregating to ₹ 150,00,00,000/- on private placement basis

out of which 25% of issue amount i.e. ₹ 37,50,00,000 was redeemed with the payment of interest at 12 percent per annum during the financial year 2020-2021. The balance amount i.e. ₹ 112,50,00,000/- has been redeemed on 06<sup>th</sup> June 2023.

#### **PREFERENTIAL ALLOTMENT OF EQUITY SHARES:**

The Company has created, issued and allotted on preferential basis ("Preferential Issue") maximum of Rs. 2,00,00,000/- (Two Crores) equity capital i.e. 20,00,000 (Twenty Lakhs) equity shares of face value of Rs. 10/- (Rupees Ten) each, upon the conversion of unsecured loan of Rs. 2,00,00,000/- (Rupees Two Crores Only) outstanding as on date in the name of the Proposed Allottees i.e. Suraj Finvest Private Limited and Sneha Enclave Private Limited.

#### **PUBLIC DEPOSITS**

The Company has not accepted any deposit from the Public during the year under review.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information pursuant to Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, related to conservation of energy and technology absorption are not applicable to the Company as there has been no manufacturing activity.

#### **Details of Foreign Exchange Earnings and Outgo**

Foreign exchange earned during the year : NIL

Foreign exchange used during the year : NIL

Purchase (Imports) : NIL

Product Listing : NIL

Travelling (Boarding & Lodging) : NIL

Total : NIL

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

There are no significant and material orders passed by the regulators or courts or tribunals, which impact the going concern status.

#### **BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the financial year 2022-23 under review.

#### **ANNUAL RETURN**

The Annual Return as required under sub-section (3) of Section 92 of the Companies Act, 2013 ('the Act') in form MGT-7 will be available on the website of the Company and can be accessed at <http://www.frankcrosspharmacy.com>.

#### **ACKNOWLEDGEMENT**

The directors wish to convey their appreciation to all the employees for their enormous personal efforts as well as their collective contribution to the company's performance. The directors would also like to thank all the shareholders, customers, suppliers, bankers and all

other business associates for the continuous support given by them to the company and their confidence in its management.

For and On behalf of the Board

SD/-

Gautam Jatia  
Managing Director  
(DIN 00604926)

Sujoy Chattaraj  
Whole time Director  
(DIN 08818352)

Place: Kolkata  
Date: 26th July, 2023



**Annexure I**

**Form No. 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/Associate Companies/Joint Ventures**  
**Subsidiary Details as on- 31.03.2023**

(Rupees in Lakhs)

No.	Particulars	Details
1	Name of Subsidiary	Lyfresh Private Limited
2	Date since when the Subsidiary was acquired	11.07.2017
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
5	Share capital	600.00
6	Reserves & surplus	(599.12)
7	Total assets	2.59
8	Total Liabilities	1.71
9	Investments	-
10	Turnover	2.07
11	Profit before taxation	0.95
12	Provision for taxation	-
13	Profit after taxation	0.95
14	Proposed Dividend	-
15	% of shareholding of Holding Company	100%

For and on behalf of the Board

SD/-

Gautam Jatia  
Managing Director  
(DIN 00604926)  
Place: Kolkata  
Date: 26<sup>th</sup> July, 2023

Sujoy Chattaraj  
Whole time Director  
(DIN 08818352)



**Annexure II**  
**Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

**1. Details of material contracts or arrangement or transactions not at arm's length basis**

Name(s) of the related party and nature of relationship	NA
Nature of contracts /arrangements /transactions	NA
Duration of the contracts / arrangements /transactions	NA
Salient terms of the contracts or arrangements or transactions including the value, if any	NA
Justification for entering into such contracts or arrangements or transactions	NA
date(s) of approval by the Board	NA
Amount paid as advances, if any:	NA
Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NA



**2A. Details of material contracts or arrangement or transactions at arm's length basis with Director(s)/Key Managerial Personnel (KMP) and Relatives**

<b>Description</b>	<b>Particulars</b>
Name of the related party and nature of relationship	NIL
Nature of Contracts / arrangements/transactions	NIL
Duration of the contracts/arrangements/ transactions	NIL
Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
Justification for entering into such contracts or arrangements or transactions	NIL
date(s) of approval by the Board	NIL
Amount paid as advances, if any:	NIL
Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NIL

**2B. Details of material contracts or arrangement or transactions at arm's length basis with Other Parties**

<b>Description</b>	<b>(1)</b>	<b>(2)</b>	<b>(3)</b>
Name(s) of the related party and nature of relationship	Suraj Finvest Pvt.Ltd. (Formerly Known as Sneha Gardens Pvt. Ltd.)	Diwakar Finvest Pvt. Ltd (Formerly known as Sneha Enclave Pvt. Ltd.)	Midkot Investment Private Limited
Nature of contracts /arrangements /transactions	Guarantor against the Bank Loan, Debentures/Bonds	Guarantor against the Bank Loan, Debentures/Bonds	Guarantor against the Debentures /Bonds
Duration of the contracts / arrangements /transactions	Yearly	Yearly	Yearly
Salient terms of the contracts or arrangements or transactions including the value, if any	Commission Paid to the party against Guarantee provided for securing Bank Loan and issue of Non-Convertible Debentures/ Bonds	Commission Paid to the party against Guarantee provided for securing Bank Loan and issue of Non-Convertible Debentures/Bonds	Commission Paid to the party against Guarantee provided for issue of Non-Convertible Debentures/Bonds

Justification for entering into such contracts or arrangements or transactions	For availing Loan from Banks and for issue of Non-Convertible Debentures/Bonds	For availing Loan from Banks and for issue of Non-Convertible Debentures/Bonds	For issue of Non-Convertible Debentures/Bonds
date(s) of approval by the Board	29 <sup>th</sup> April, 2023	29 <sup>th</sup> April, 2023	29 <sup>th</sup> April, 2023
Amount paid as advances, if any:	No	No	No
Date on which SR passed in general meeting as required under first proviso to Section 188	NA	NA	NA

For and on behalf of the Board

SD/-  
Gautam Jatia  
Managing Director  
(DIN 00604926)

Sujoy Chattaraj  
Whole time Director  
(DIN 08818352)

Place: Kolkata  
Date: 26<sup>th</sup> July, 2023



**ARUN KUMAR MAITRA & CO.**  
**Practicing Company Secretaries**  
**6/1, Merlin Park, Ballygunge Phari**  
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**Ph. No.- 8420975192**  
**E-mail:akmaitra83@gmail.com**  
**ICSI Unique CodeP2015WB086500**  
**Peer Review Certificate No. 1504/2021**  
**Dated 24<sup>th</sup> September,2021**  
**UDYAM REGISTRATION NUMBER**  
**UDYAM-WB-10-0044251**  
**PAN No- ABUFA9914A**

**FORM NO. MR – 3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED**  
**31<sup>ST</sup> MARCH, 2023**

*[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,**

**Emami Frank Ross Limited**

**7, Jawaharlal Nehru Road, Kolkata-700013, West Bengal**

We have conducted Secretarial Audit of compliance with the applicable statutory provisions and adherence to good corporate practices by **Emami Frank Ross Limited** **CIN:(U24232WB1919PLC003123** (hereinafter called 'the Company') for the **Financial Year ended 31<sup>st</sup> March, 2023**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books and papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in our opinion, the Company has, during the audit period covering the **Financial Year ended 31<sup>st</sup> March, 2023** complied with statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books and papers, minute books, forms and returns filed and other records maintained by the Company for the **Financial Year ended 31<sup>st</sup> March, 2023** according to the provisions of:



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- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – **Not applicable for External Commercial Borrowings as there was no reportable event during the financial year under review;**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 –
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014– **Not applicable as there was no reportable event during the financial year under review; ;**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 –
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client – **Not applicable as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not applicable as there was no reportable event during the financial year under review;**



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(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 –  
**Not applicable as there was no reportable event during the financial year under review;**  
and

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(vi) Management has identified and confirmed the following laws as being specifically applicable to the Company:

(a). The Drugs and Cosmetics Act, 1940;

(b). Food Safety and Standards Act, 2006 and Rules 2011 with allied rules and Regulations;

(c). Narcotic Drugs & Psychotropic Substances Act, 1985

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

(i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;

(ii) Listing Agreements entered into by the Company with BSE Limited.

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

**We further report that:**

(i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors including a Woman Independent Director. Changes in the composition of Board of Directors that took place during the year under review, were carried out in compliance with the provisions of the Act, **2013**



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

(iii) All the decisions of the Board and Committees thereof were carried through unanimously;

**We further report that** based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion there are adequate systems and processes in place in the Company which is commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; and

As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

**We further report that** during the financial year under review, following events/ actions having a major bearing on the Company's affairs in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc., have occurred:

- (a). The following proposals were approved by the shareholders by passing Special Resolutions at their 104<sup>th</sup> annual general meeting held on 23<sup>rd</sup> August,2022
- (i). Approval of the remuneration of Mr. Gautam Jatia (DIN: 00604926) Managing Director for the remaining period of his tenure up to 26th August, 2023a Special Resolution;
  - (ii). Approval of the remuneration of Mr. Anurag Jatia (DIN: 01184328) Whole time Director for remaining period of tenure up to 31st March 2024;
  - (iii). Approval of the remuneration of Mr. Sujoy Chattaraj (DIN: 08818352) Whole time Director for remaining period of tenure up to 31st July 2023;
  - (iv). Approval of the remuneration of Mrs. Chadaravalli Srinivasabhatta Nalini (DIN: 06806913) Whole time Director for the remaining period up to 30th September 2024;
  - (v). Approval for giving loan or guarantee or providing security in connection with loan availed by any of the Company's Directors, Subsidiary(ies) or any other person specified under section 185 of the Companies Act, 2013:er related party transaction of Mr. Rajendra Kumar Jatia u/s 188 of Companies Act, 2013;



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- (vi). Approval for entering into Related Party Transactions;
- (b). The following matters were approved by the shareholders by passing special resolutions at the EGM held on 31<sup>st</sup> January,2023:
  - (I). Alteration of Articles of Association of the Company;
  - (ii). Share capital: increase, reduction and re-classification;
  - (iii). Offer, issue and allotment of equity shares on preferential basis and
  - (iv). Issue of unsecured optionally convertible debenture

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

**For Arun Kumar Maitra & Co.**  
**Practicing Company Secretaries**

**SD/-**  
**(ARUN KUMAR MAITRA)**  
**Partner**  
**Membership No. A3010**  
**C.P. No.14490**  
**UDIN: A003010E000678080**  
**Place: Kolkata**

**Date: 26/07/2023**



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**PAN No- ABUFA9914A**

### **Annexure A**

To,

**The Members,**

**Emami Frank Ross Limited CIN:**

#### **Management's Responsibility**

1. It is the responsibility of management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

#### **Auditor's Responsibility**

1. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
2. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
3. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

#### **Disclaimer**

1. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
2. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

**For Arun Kumar Maitra & Co.**  
**Practicing Company Secretaries**

**SD/-**  
**(ARUN KUMAR MAITRA)**  
**Partner**  
**Membership No. A3010**  
**C.P. No.14490**  
**UDIN: A003010E000678080**  
**Place: Kolkata**

**Date: 26/07/2023**



**INDEPENDENT AUDITOR'S REPORT****To the Members of EMAMI FRANK ROSS LIMITED****Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the accompanying standalone Ind AS financial statements of **EMAMI FRANK ROSS LIMITED** ("the Company"), which comprise the standalone Balance Sheet as at 31st March 2023, the standalone Statement of Profit and Loss including other comprehensive income, the standalone Statement of Cash Flow and the standalone Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian accounting standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2023, its losses including other comprehensive income, its cash flows and its changes in equity for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs) as specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 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 Ind AS financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of standalone Ind AS financial statements for the year ended 31<sup>st</sup> March, 2023. These matters were addressed in the context of our audit of standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



We have determined the matters described below to be the key audit matters to be communicated in our report :

Key Audit Matters	Auditor's Response
<p><b>1) Identification and disclosures of Related Parties (as described in Note 30 of the standalone Ind AS financial statements.</b></p> <p>The Company has related party transactions which include, amongst others, sale and purchase of goods/services to its related parties and lending, investment and borrowing to/from its related parties. Identification and disclosure of related parties was a significant area of focus and hence considered it as a Key Audit Matter.</p>	<p>Our audit procedures amongst others included the following:</p> <ul style="list-style-type: none"> <li>• Evaluated the design and tested the operating effectiveness of controls over identification and disclosure of related party transactions.</li> <li>• Obtained a list of related parties from the Company's management and traced the related parties to declarations given by directors, where applicable, and to Note 30 of the standalone Ind AS financial statements.</li> <li>• Read minutes of the meetings of the Board of Directors and Audit Committee and traced related party transactions with limits approved by Audit Committee / Board.</li> <li>• Read declarations of related party transactions given to the Board of Directors and Audit Committee.</li> <li>• Verified the disclosures in the standalone Ind AS financial statements for compliance with Ind AS 24.</li> </ul>



Key Audit Matters	Auditor's Response thereon
<p><b>2) Existence and valuation of Inventories.</b></p> <p>As indicated in Note 9, the value of the Company's inventories at year-end was Rs. 8025.83 lakh, representing 10.55% of the Company's total assets. The existence of inventory is a key audit matter due to the involvement of high risk, basis the nature of the retail industry wherein value per unit is relatively insignificant but high volumes are involved which are distributed across different Point of Sales and warehouses.</p>	<p>In response to this key matter, our audit included, among others, the following principal audit procedures:-</p> <ul style="list-style-type: none"> <li>● Understood Management's control over physical inventory counts and valuation</li> <li>● Evaluation of the design and testing the operating effectiveness of the internal controls relating to physical inventory counts at the stores and the warehouse. In testing this control, we observed the inventory cycle count process on a sample basis, inspected the results of the inventory cycle count and confirmed that the variances were approved and appropriately accounted for.</li> <li>● Evaluation of the design and testing the operating effectiveness of the internal controls relating to purchases, sales and inventories including automated controls</li> <li>● We have also performed roll-forward and alternate procedures on sample basis for establishing the existence of inventory as at year-end by validating purchases, sales, stock movement of inventory during the intervening period i.e. from the date physical verification was done till the year end date.</li> <li>● For a representative sample, verification that the finished goods inventories were correctly measured, using a recalculation of the measurement of those inventories based on the cost of acquiring them from suppliers and considering the costs directly attributable to such goods.</li> </ul>



### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the other information. Other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis Report, Corporate Governance and Shareholder Information but does not include the standalone Ind AS financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed on the other information 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.

### **Responsibility of Management and Those Charged with Governance for Standalone Ind AS Financial Statements**

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

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

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





### **Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS 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 also 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 Ind AS financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

1. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The standalone Balance Sheet, the standalone Statement of Profit and Loss (including Other Comprehensive Income), the standalone Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of accounts.



- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended.
- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's report in accordance with the requirement of section 197(16) of the Act, as amended :

In our opinion and to the best of our information and according to the explanation given to us, the remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has no pending litigations on its financial position in its standalone financial statement.
  - 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 such sum which needs to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party



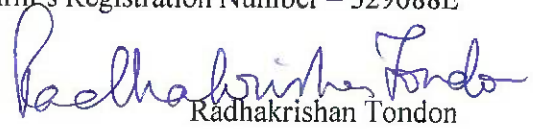
("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our attention that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) as provided under (a) and (b) above, contain any material misstatement
- v. The Company has neither declared nor paid any dividend during the year nor in the previous year.
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1st April 2023, and accordingly, reporting under rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

Place: Kolkata  
Date: 30<sup>th</sup> May, 2023  
UDIN: 23060534BGWXXK2009



For Agrawal Tondon & Co  
Chartered Accountants  
Firm's Registration Number – 329088E

  
Radhakrishnan Tondon

Partner  
Membership No: 060534



## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act")**

#### **Opinion**

We have audited the internal financial controls over financial reporting of Emami Frank Ross Limited ("the Company") as of March 31<sup>st</sup>, 2023 to the extent of records available with us in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, based on the internal financial controls over financial reporting criteria established by the Company considering the essentials components of the 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 is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards



on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

### **Meaning of Internal Financial Controls Over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

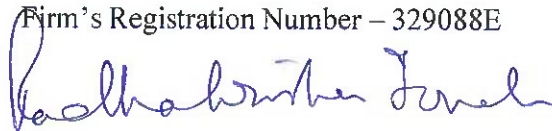


### **Limitations of Internal Financial Controls Over Financial Reporting**

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

**For Agrawal Tondon & Co**  
Chartered Accountants

Firm's Registration Number – 329088E



Radhakrishnan Tondon  
Partner

Membership No: 060534

Place: Kolkata

Date: 30<sup>th</sup> May, 2023

UDIN: 23060534BGWXXK2009



## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

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

i) In respect of the Company's Property, Plant and Equipment:

(a) (A) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangibles assets.

(b) The Company has a regular program of verification to cover all the items of Property, Plant and Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given by the management, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

(d) The Company has not revalued any of its property, plant and equipment (including Right of Use assets) during the year ended 31<sup>st</sup> March, 2023.

(e) There were no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii)

(a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. No discrepancies of 10% or more in aggregate for each class of inventory were noticed.

(b) According to the information and explanations given to us, at any point of time during the year, the Company has been sanctioned working capital facility in excess of Rs 5 crores from banks on the basis of security of current assets of the company. Based on the records examined by us in the normal course of audit of the financial statements, the monthly returns statements filed by the company with such banks are in agreement with the books of accounts of the company.



iii) (a) During the year the company has made investments in, provided guarantee or security, granted

- iii) (a) During the year the company has made investments in, provided guarantee or security , granted loans or advances in the nature of loans, unsecured, to companies or any other parties,

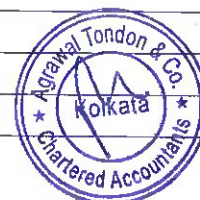
(A) There was no loans or advances and guarantees or security to subsidiaries, joint ventures and associates;

(B) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates;

(In Lacs)	
<u>Loans</u>	
Aggregate amount of loan provided during the year	
- Others	25,444.00
Balance outstanding as at Balance Sheet date in respect of above	
- Others	4,65,06.57

- (a) During the year, the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
- (b) In respect of the loans and advances in the nature of loans, are repayable on demand and hence, no schedule of repayment of principal and payment of interest has been stipulated.
- (c) There is no overdue amount in respect of loans and advances in the nature of loans given to above parties.
- (d) In respect of any loan or advance in the nature of loan granted which has fallen due during the year, the loan or advance in the nature of loan has neither been renewed nor extended nor any fresh loans granted to settle the overdues of existing loans given to the same parties.
- (e) The loans or advances in the nature of loans granted by the company are repayable on demand. The details of which is as follows:

Following loans have been granted that are repayable on demand.		(In Lacs)
Type of borrower	As at 31.03.2023	
	Amount of loan or advance in nature of loan outstanding	Percentage to the total Loans and Advances in nature of loans
Promoters	0	
Directors	0	
KMPs	0	
Related parties	0	
Others	4,65,06.57	100%





- iv) In our opinion and according to the information and explanations given to us, in respect of loans, investments, guarantees, and security, provisions of sections 185 and 186 of the Companies Act have been complied with .
- v) According to the information and explanations given to us, the Company has not accepted any deposit from the public nor accepted any amounts which are deemed to be deposits during the year within the meaning of Sections 73 and 76 of the Companies Act, 2013.
- vi) In our opinion and according to information and explanations given to us, the Company is not required to maintain cost records prescribed by the Central Government under section 148(1) of the Companies Act, 2013.
- vii) According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Cess and other material statutory dues applicable to it with the appropriate authorities and no undisputed dues are in arrears as at March 31, 2023 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, sales tax, goods and service tax, duty of customs, duty of excise which have not been deposited with the appropriate authorities on account of any dispute.
- viii) According to the information and explanations given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix)ix)
- (a) In our opinion and according to the information and explanations given to us by the management, the Company has not defaulted in the repayment of dues to banks, financial institutions and government during the year. Hence, reporting under clause (ix)(a) of the Order is not applicable.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or other lender;
- (c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the Company has utilized the loan amount taken during the year for intended purpose and there is no unutilized term loan at the beginning of the year.
- (d) On an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long-term purposes by the Company.



- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary, as defined under the Act.
- (f) The company has not raised loans during the year on the pledge of securities held in its Subsidiary.
- x) (a) According to the information and explanations given by the management, the Company has not made any public offer during the year.
- (b) During the year, the Company has made preferential allotment of shares and optionally convertible debentures and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.
- xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) To the best of our knowledge and according to the information and explanations given to us, there were no whistle-blower complaints received during the year by the company.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence reporting under clause 3 (xii) (a) to (c) of the Order is not applicable to the Company.
- xiii) In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.
- xiv) (a) The Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.



- 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 any non-cash transactions with its directors or persons connected with them as referred to in Section 192 of Companies Act, 2013. Accordingly, paragraph 3 (xv) of the Order is not applicable.
- xvi)
- (a) According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.
  - (b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.
  - (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
  - (d) The Group has two CICs as part of the Group.
- xvii) The company has not incurred any cash losses in the financial year and in the immediately preceding financial year;
- xviii) There has been no resignation of the statutory auditors during the year;
- xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- xx) According to the information and explanations given to us and based on our examination of the records of the Company, the compliance with second proviso to sub-section (5) of section 135 of the Companies Act, 2013 is not applicable to the company. Accordingly, the requirement to report on clause 3(xx) of the Order is not applicable to the Company.

For Agrawal Tondon & Co  
Chartered Accountants  
Firm's Registration Number – 329088E



*Radhakrishnan Tondon*

Radhakrishnan Tondon  
Partner

Membership No: 060534

Place: Kolkata  
Date: 30<sup>th</sup> May, 2023  
UDIN: 23060534BGWXXK2009



**Emami Frank Ross Ltd**  
**Balance Sheet as at 31st March 2023**

Rs in Lakhs

Particulars	Notes	As at 31st March, 2023	As at 31st March, 2022
<b>ASSETS</b>			
<b>NON CURRENT ASSETS</b>			
a) Property, Plant and Equipment	2.1	4,003.12	4,085.42
b) Capital work-in-progress	2.1	11.41	67.46
c) Other Intangible Assets	2.2	283.97	72.97
d) Right of Use Assets	2.3	4,455.26	2,242.60
e) Intangible Assets under Development	2.2	-	189.96
f) Financial assets			
(i) Investments	3	693.28	702.20
(ii) Other Financial Assets	6	1,221.16	1,046.80
g) Deferred Tax Assets (Net)	7	3,560.91	3,293.43
h) Other non-current assets	8	236.43	223.05
<b>Total Non Current Assets</b>		<b>14,465.54</b>	<b>11,923.89</b>
<b>CURRENT ASSETS</b>			
a) Inventories	9	8,025.83	6,983.96
b) Financial assets			
(i) Trade receivable	5	5,966.31	4,969.37
(ii) Cash and cash equivalents	10	768.97	579.43
(iii) Loans	4	46,506.58	19,431.35
(iv) Other Financial Assets	11	-	-
c) Other current assets	12	367.07	254.67
<b>Total Current Assets</b>		<b>61,634.76</b>	<b>32,218.78</b>
<b>TOTAL ASSETS</b>		<b>76,100.30</b>	<b>44,142.67</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
a) Equity Share Capital	13	408.27	208.27
b) Other Equity	14	(6,714.80)	(6,314.99)
<b>Total Equity</b>		<b>(6,306.53)</b>	<b>(6,106.72)</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
a) Financial liabilities			
(i) Borrowings	15	36,396.03	22,966.61
(i)(a) Lease Liabilities	15	3,779.48	1,889.61
(ii) Other Financial Liabilities	16	24.18	23.47
<b>Total Non Current Liabilities</b>		<b>40,199.69</b>	<b>24,879.69</b>
<b>CURRENT LIABILITIES</b>			
a) Financial liabilities			
(i) Borrowings	15	34,905.67	20,890.37
(i)(a) Lease Liabilities	15	1,097.51	745.29
(ii) Trade payables	18		
(a) Total outstanding dues of Micro enterprises and small enterprises		43.53	43.99
(b) Total outstanding dues of creditors other than Micro enterprises and small enterprises		5,058.38	2,568.75
(iii) Other Financial Liabilities	19	746.15	732.84
b) Other current liabilities	20	43.77	121.66
c) Provisions	17	312.13	266.80
<b>Total Current Liabilities</b>		<b>42,207.14</b>	<b>25,369.70</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>76,100.30</b>	<b>44,142.67</b>

Significant accounting policies

In terms of our attached report of even date  
For Agrawal Tondon & Co.  
Chartered Accountants  
FRN:-329088E

For & on behalf of Board of Directors

SD/- Gautam Jalla Managing Director DIN - 00604926	SD/- Sujoy Chatteraj Director DIN - 08818352
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SD/-  
Radhakrishnan Tondon  
Partner  
Membership NO. 060534

SD/-  
Bimal Kr Agarwal  
Chief Financial Officer

Dated : 30-05-2023  
Place : Kolkata

SD/-  
Amrita Bhattacharya  
Company Secretary  
Membership No. - A53270

**Emami Frank Ross Ltd**  
**Statement of Profit & Loss**  
**For the year ended 31st March 2023**

Rs in Lakhs

PARTICULARS		Notes	Year ended 31st March 2023	Year ended 31st March 2022
<b>I</b>	Revenue from Operations	21	55,164.01	49,681.02
<b>II</b>	Other Income	22	4,480.37	5,919.16
<b>III</b>	<b>Total Income (I+II)</b>		<b>59,644.38</b>	<b>55,600.18</b>
<b>IV</b>	<b>Expenses :</b>			
	Purchases of Stock-in-Trade		44,364.57	37,771.11
	Changes in Inventories of Stock-in-Trade	23	(1,041.87)	950.42
	Employee Benefits Expense	24	5,464.38	4,783.84
	Finance Costs	25	6,493.26	7,034.83
	Depreciation and Amortisation Expense	2	1,770.34	2,031.75
	Other Expenses	26	3,252.69	2,580.79
	<b>Total Expenses (IV)</b>		<b>60,303.37</b>	<b>55,152.74</b>
<b>V</b>	<b>Profit/(Loss) before Exceptional Items and Tax (III-IV)</b>		<b>(658.99)</b>	<b>447.44</b>
<b>VI</b>	<b>Tax Expense :</b>			
	Tax relating to earlier years		1.66	0.05
	Deferred Tax	7	(266.59)	(85.16)
<b>VII</b>	<b>Profit/ (Loss) for the year (V-VI)</b>		<b>(394.06)</b>	<b>532.55</b>
<b>VIII</b>	<b>Other Comprehensive Income</b>			
	<b>Items that will not be reclassified to Profit &amp; Loss</b>			
<b>i</b>	Fair value changes in Equity instrument		(8.93)	(13.60)
<b>ii</b>	Remeasurement of defined benefit obligation		-	36.94
<b>iii</b>	Income Tax relating to above		3.22	(8.43)
	<b>Other Comprehensive income net of tax</b>		<b>(5.71)</b>	<b>14.91</b>
<b>IX</b>	<b>Total Comprehensive income for the year (VII+VIII)</b>		<b>(399.77)</b>	<b>547.46</b>
	<b>Earnings per equity share</b>			
<b>i</b>	Basic (Face value Rs. 10/- each)		(16.92)	25.57
<b>ii</b>	Diluted (Face value Rs. 10/- each)		(16.92)	25.57

Significant accounting policies

The accompanying notes are an integral part of these financial statements

In terms of our attached report of even date

For Agrawal Tondon & Co.

Chartered Accountants

FRN:-329088E

SD/-

Radhakrishnan Tondon

Partner

Membership NO. 060534

Dated : 30-05-2023

Place : Kolkata

For & on behalf of Board of Directors

SD/-

Gautam Jalia  
Managing Director  
DIN - 00404926

SD/-

Sujoy Chatteraj  
Director  
DIN - 08818352

SD/-

Bimal Kr Agarwal  
Chief Financial Officer

SD/-

Amrita Bhattacharya  
Company Secretary  
Membership No.- A53270

<b>Emami Frank Ross Ltd</b> <b>Cash Flow statement</b> <b>For the year ended 31st-March-2023</b>		
	Rs in Lakhs	
	2022-23	2021-22
<b>A Cash flow from operating activities</b>		
Net Profit before tax	(658.99)	447.43
<b>Adjustments for :-</b>		
Depreciation and amortisation expense	1,770.35	2,031.74
Dividend	(0.80)	(0.80)
Finance costs	6,493.25	7,034.95
Interest income	(3,749.24)	(5,408.69)
Provision for Doubtful Debts & Advances Written Back	-	(32.00)
Profit/(loss) on sale/(disposal) of property, Plant & equipment (net)	(1.73)	(452.36)
Lease Payments	(2,510.85)	(1,311.45)
Non Cash items	-	80.49
	1,341.99	2,389.32
<b>Adjustments for working capital changes</b>		
Increase/(Decrease) in Trade Payables and Other Liabilities	2,321.51	(272.36)
(Increase)/Decrease in Inventories	(1,041.87)	950.42
(Increase)/Decrease in Trade Receivables	(996.94)	(1,198.02)
(Increase)/Decrease in Loans and Advances and other	(300.14)	191.79
Increase/(Decrease) in Provisions	45.32	94.12
	27.88	(234.06)
<b>Cash generated from operation</b>	1,369.87	2,155.26
Less:- Direct Taxes paid/(refund received)-Net	(5.12)	(54.03)
<b>Net Cash flow from operating activities</b>	1,364.76	2,101.23
<b>B Cash flow from Investing activities</b>		
Proceeds from Sale of Property, Plant & Equipment	1.32	828.56
Interest received	94.76	1,510.89
Dividend	0.80	0.80
Purchase of Property, Plant & Equipment	-	(668.93)
Investment in Optionally Convertible Debentures	-	(425.00)
Loans (given)/repayment received from Subsidiary company	-	32.00
Loans (given)/repayment received from others	(23,518.75)	28,526.40
Fixed deposit made	(0.53)	32.24
<b>Net cash flow from ( used ) investing activities</b>	(23,422.40)	29,836.96
<b>C Cash flow from Financing activities</b>		
Repayment of Borrowings	(7,506.57)	(43,688.10)
Issue/(redemption) of Non Convertible Debentures	10,500.00	-
Proceeds from borrowings	25,747.00	19,241.00
Interest Including Borrowing costs	(6,493.25)	(7,307.00)
Cash credit taken/(repaid) (net)	-	(96.79)
<b>Net cash flow from ( used ) financing activities</b>	22,247.18	(31,850.89)
<b>Net increase/(decrease) in cash &amp; cash equivalents (A+B+C)</b>	189.53	87.29
Add:- Cash & Cash Equivalents -Opening balance	579.43	492.14
<b>Cash &amp; cash equivalents -Closing balance</b>	768.97	579.43

**Notes:-**

(a) The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian

Particulars	As at 31st March'23	As at 31st March'22
<b>Cash &amp; cash equivalents includes:-</b>		
Cash in hand	118.48	132.52
-Current account	647.31	437.80
Fixed Deposits with Banks [including interest accrued]	3.18	9.11
<b>Cash &amp; Cash Equivalents in Cash Flow Statement</b>	768.97	579.43

**Significant accounting policies**

The accompanying notes are an integral part of these financial statements

In terms of our attached report of even date

For Agrawal Tandon & Co.

Chartered Accountants

PRN-329088E

SD/-

Gautam Jaitia  
Managing Director  
DIN - 00604926

SD/-

Sujoy Chatteraj  
Director  
DIN - 08818352

SD/-

Bimal Kr Agarwal  
Chief Financial Officer

SD/-

Radhakrishnan Tandon  
Partner  
Membership NO. 060534

SD/-

Amrita Bhattacharya  
Company Secretary

Dated : 30-05-2023

Emami Frank Ross Ltd  
Statement of Changes in Equity for the year ended 31st March, 2023

A Equity Share Capital

1 Current reporting period (2022-23)				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
208.27			200.00	408.27
2 Previous reporting period (2021-22)				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
208.27				208.27

Other Equity

Particulars	Reserves & Surplus		Other Comprehensive Income		Total Equity
	Retained Earnings	General Reserve	Equity Instruments through OCI	Remeasurement of Defined Benefit Plans	
<b>Balance at 31-03-21</b>	(9,179.39)	2,124.67	160.74	31.56	(6,862.42)
<b>Total Comprehensive Income for the financial year 2021-22</b>					
Fair value changes in Equity instrument	-	-	(13.60)	-	(13.60)
Tax Effect on above	-	-	(0.74)	-	(0.74)
Remeasurement of Defined benefit obligation	-	-	-	36.94	36.94
Tax Effect on above	-	-	-	(7.69)	(7.69)
Profit/(loss) for the year	532.52	-	-	-	532.52
<b>Balance at 31-03-22</b>	(8,646.87)	2,124.67	146.40	60.81	(6,314.99)
<b>Balance as on 01.04.2022</b>	(8,646.87)	2,124.67	146.40	60.81	(6,314.99)
Fair value changes in Equity instrument			(8.93)		(8.93)
Tax Effect on above			3.22		3.22
Remeasurement of Defined benefit obligation				-	-
Tax Effect on above				0.00	0.00
Profit/(loss) for the year	(394.09)	-	-	-	(394.09)
<b>Balance at 31-03-23</b>	(9,040.96)	2,124.67	140.69	60.81	(6,714.80)

Significant accounting policies

The accompanying notes are an integral part of these financial statements

In terms of our attached report of even date

For Agrawal Tondon & Co.

Chartered Accountants

FRN:-329088E

SD/-  
Gautam Jatia  
Managing Director  
DIN - 00604926

SD/-  
Sujoy Chattaraj  
Director  
DIN - 08818352

SD/-  
Bimal Kr Agarwal  
Chief Financial Officer

SD/-  
Radhakrishnan Tondon  
Partner  
Membership NO. 060534

SD/-  
Amrita Bhattacharya  
Company Secretary  
Membership No.- A53270

Dated : 30-05-2023  
Place : Kolkata

Notes to Financial Statements

2.1 Property, Plant & Equipment

[Current year]

Rs in Lakhs

Particulars	Gross Block			Accumulated Depreciation and amortisation			Net Block	
	Balance as at 1st April 2022	Additions during the year	Disposals / Adjustments	Balance as at 31st March 2023	Balance as at 1st April 2022	Depreciation charge for the year	Disposals / Adjustments	Balance as at 31st March 2023
<b>a</b>								
<b>Tangible Assets</b>								
Right of Use Assets-Building	6,351.01	3,266.23	-	9,617.24	2,862.82	1,053.57	-	5,700.85
Building	4,180.75	4.27	-	4,185.02	1,331.57	179.11	3.06	2,677.40
Plant & Equipment	23.51	-	-	23.51	14.02	1.72	-	7.79
Electrical Installation	519.24	20.04	17.55	556.83	387.60	31.71	5.41	107.87
Furniture & Fixture	3,170.46	377.83	80.40	3,467.89	2,285.36	272.89	26.59	936.17
Office Equipments	599.71	89.10	3.29	685.92	499.08	54.78	0.65	132.31
Computers	509.70	104.77	2.93	617.40	422.47	69.72	0.59	119.93
Vehicles	71.76	10.68	9.31	73.13	49.61	10.51	8.64	21.65
<b>Total (A)</b>	<b>9,075.13</b>	<b>606.69</b>	<b>113.48</b>	<b>9,568.34</b>	<b>4,989.71</b>	<b>620.44</b>	<b>44.94</b>	<b>4,003.12</b>
<b>b</b>								
<b>Capital Work-in-Progress *</b>	67.46	19.75	75.80	114.11	-	-	-	11.41
<b>Total (B)</b>	<b>67.46</b>	<b>19.75</b>	<b>75.80</b>	<b>114.11</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>11.41</b>
<b>Grand Total (A+B)</b>	<b>9,142.59</b>	<b>626.44</b>	<b>189.28</b>	<b>9,579.75</b>	<b>4,989.71</b>	<b>620.44</b>	<b>44.94</b>	<b>4,014.53</b>
								<b>4,152.88</b>

\* Capital Work-in-Progress ageing schedule - As at 31st March, 2023

Capital Work-in-Progress under development	Amount in CWIP for a period of			TOTAL
	Less than 1 year	1-2 years	More than 3 years	
Projects in Progress #	11.41	-	-	11.41

Notes to Financial Statements

2.2 Intangible Assets

[Current year]

Rs in Lakhs

Particulars	Gross Block			Accumulated Depreciation and amortisation				Net Block	
	Balance as at 1st April 2022	Additions during the year	Disposals / Adjustments	Balance as at 31st March 2023	Balance as at 1st April 2022	Depreciation charge for the year	Disposals / Adjustments	Balance as at 31st March 2023	Balance as at 31st March 2022
<b>a</b>									
Intangible Assets									
Computer Software	310.29	310.92	4.88	616.33	268.29	80.02	1.29	346.32	42.00
Online application software	924.37	-	-	924.37	916.27	8.10	-	924.37	8.10
Tenancy Rights	91.48	-	-	91.48	68.61	8.21	-	76.82	22.87
<b>Total (A)</b>	<b>1,326.15</b>	<b>310.92</b>	<b>4.88</b>	<b>1,632.19</b>	<b>1,253.18</b>	<b>96.33</b>	<b>1.29</b>	<b>1,347.51</b>	<b>72.97</b>
<b>b</b>									
Intangible assets under development *	189.96	-	189.96	-	-	-	-	-	189.96
<b>Total (B)</b>	<b>189.96</b>	<b>-</b>	<b>189.96</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>189.96</b>
<b>Grand Total (A+B)</b>	<b>1,516.11</b>	<b>310.92</b>	<b>194.84</b>	<b>1,632.19</b>	<b>1,253.18</b>	<b>96.33</b>	<b>1.29</b>	<b>1,347.51</b>	<b>262.93</b>

\* Intangible assets under development ageing schedule

Intangible assets under development	Amount in Intangible assets under development for a period of			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Projects in Progress #	-	-	-	-
<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Notes to Financial Statements

2.3 Right of Use Assets

[Current year]

Rs in Lakhs

Particulars	Gross Block			Accumulated Depreciation and amortisation			Net Block	
	Balance as at 1st April 2022	Additions during the year	Disposals / Adjustments	Balance as at 31st March 2023	Balance as at 1st April 2022	Depreciation charge for the year	Disposals / Adjustments	Balance as at 31st March 2023
Right of Use Assets								
Building	6,351.94	3,266.23	-	9,618.17	4,109.34	1,053.57	-	4,455.26
Grand Total (A)	6,351.94	3,266.23	-	9,618.17	4,109.34	1,053.57	-	4,455.26
								2,242.60
								2,242.60

a

## 3 Non Current Investments

Rs in Lakhs

3.1	Particulars	31st March, 2023	31st March, 2022
A	<b>Investments carried at Cost</b>		
1	<b>Investment in Equity Instruments (Unquoted)</b>		
i	<b>Subsidiary</b>		
a	Lyfresh Pvt Ltd		
	6000000 Equity Shares of Rs 10/- each fully paid up	600.00	600.00
	Less:- Provision for diminution in value of investment	(600.00)	(600.00)
ii	<b>Others</b>		
a	Medico Association #		
	12 Shares**	0.42	0.42
	Less:- Provision for diminution in value of investment	(0.42)	(0.42)
b	All India Origin Chemists & Distributors Limited #		
	2000 Equity Shares of Rs. 10/- each fully paid up	0.20	0.20
	Less:- Provision for diminution in value of investment	(0.20)	(0.20)
c	Shoppers City Maintenance Co. P Ltd #		
	19800 Equity Shares of Re.1/- each fully paid up	0.20	0.20
	Less:- Provision for diminution in value of investment	(0.20)	(0.20)
B	<b>Investments carried at Fair Value through OCI</b>		
1	M. Bhattacharyya & Co. Private. Limited		
	222 Equity Shares of Rs. 500/- each fully paid up	165.09	165.09
2	Midkot Investment Pvt. Ltd. - Note - 1		
	461825 Equity Shares of Rs. 10/- each fully paid up	50.80	50.80
3	<b>Investment in Equity Instruments (Quoted)</b>		
	Emami Limited		
	10000 Equity shares of Rs.1/- each fully paid up.	35.86	44.78
4	Emami Realty Limited		
	333 Shares of Rs.10/- each fully paid up	0.20	0.20
	<b>Total(A+B)</b>	<b>251.95</b>	<b>260.87</b>
C	<b>Investment in Preference Shares (Unquoted)</b>		
	<b>[ Investments carried at amortised cost ]</b>		
	<b>Others</b>		
	M. Bhattacharyya & Co. Private Limited		
	35000 10% Cumulative Preference Shares of Rs.100/-each fully paid up	16.33	16.33
	Redeemable at par at any time within 20 years from date of issue		
	<b>Total(C)</b>	<b>16.33</b>	<b>16.33</b>
D	<b>Investment in Debentures (Unquoted)</b>		
	<b>[ Investments carried at amortised cost ]</b>		
	<b>Others</b>		
	M. Bhattacharyya & Co. Private Limited -Note - 2		
	425 Optionally Convertible Debentures of Rs 100000/- each fully paid up	425.00	425.00
	Redeemable on or Before 120 months from the date of issue		
	<b>Total(D)</b>	<b>425.00</b>	<b>425.00</b>
	<b>Grand Total (A+B+C+D)</b>	<b>693.28</b>	<b>702.20</b>
	Aggregate value of Quoted Investment and market value thereof	36.06	44.98
	Aggregate value of Unquoted Investment	657.22	657.22
	#Aggregate provision for diminution in value of investments	600.82	600.82
	** Formed under Bombay Non - Trading Corporations Act, 1959 not having Face value of Shares		

\*\* For credit risk and provision for loss allowance refer note no 37

## Note- 1

PAN emami to Midkot shares

Vide Order of the Hon'ble National Company Law Tribunal ("NCLT") order No. C.P. (CAA) No. 89/KB/2021 connected with C.A. (CAA) No. 1237/KB/2020 dated 15/11/2021 ("Order"), Pan Emami Cosmed Limited, Emami Capital Markets Ltd., TMT Viniyogan Ltd., Newway Constructions Ltd., Karan Business Pvt. Ltd., Zen Business Pvt. Ltd., Sundew Finance Private Limited, Medaf Chemical & Research Works Ltd., Sneha Abasan Pvt. Ltd., Sneha Niketan Pvt. Ltd., Ramshila Enterprise Pvt. Ltd., and EFL Foods Limited ("Transferor Companies") have been amalgamated into and with Midkot Investments Private Limited ("Company"), with the appointed date of closing hours of business on 31st March, 2020, and effective date is 9th December, 2021.

As on 31st March, 2022, the Company was holding 22750 nos. of equity shares of face value of Rs.10/- each of Pan Emami Cosmed Limited. Pursuant to the said scheme of amalgamation, during current financial year the Company while exercising its option has opted for 2030 equity shares against 100 equity shares of face value of Rs. 10/- each of Pan Emami Cosmed Limited.

## Note-2

425 nos. Unsecured Optionally Convertible Debentures @ 100,000/- each issued by M Bhattacharyya & co Pvt Ltd. Date of allotment- 12-Jan-2022. The same is convertible into equity at the option of the issuer, or be redeemed any time within 120 months after date of allotment @ 2% premium.



4	Loans	31st March, 2023		31st March, 2022	
	<b>Current</b>				
	<b>Loan</b>				
	<b>To Subsidiary</b>				
	Considered Good-Unsecured unless otherwise stated	-		-	
	Credit impaired	-		1,087.76	
	Less:- Allowance for Doubtful debt	-		1,087.76	
	Less:- Balance written off during the year (Refer Note-22)	-	-	(1,087.76)	-
	<b>To related party</b>				
	Considered Good-Unsecured unless otherwise stated *		-		69.25
	(Refer Note-30)				
	<b>To others</b>				
	Considered Good-Unsecured unless otherwise stated		46,506.58		19,362.09
	<b>Total Current - A</b>		46,506.58		19,431.34
	<b>Total Loans (A)</b>		46,506.58		19,431.34

\* since received .

5	Trade receivables	31st March, 2023		31st March, 2022	
	<b>Current</b>				
	Considered good -Unsecured*		5,966.31		-
	:Related party	2,073.04		1,195.71	
	:Others	3,893.26		3,773.66	4,969.37
	Credit impaired		7.09		7.09
	Less:- Allowance for doubtful debts and advances		(7.09)		(7.09)
	<b>Total Current - A</b>		5,966.31		4,969.37
	*- For credit risk and provision for loss allowance refer note no 37				

**Trade Receivables Ageing - As at 31st March, 2023**

Particulars	Outstanding for the following period from due date of payments					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable - Considered Good	5,662.37	114.26	93.87	39.39	56.42	5,966.31
(ii) Undisputed Trade Receivable - Which have significant increase in credit risk						-
(iii) Undisputed Trade Receivable - Credit Impaired					7.09	7.09
(iv) Disputed Trade Receivable - Considered Good						-
(v) Disputed Trade Receivable - Which have significant increase in credit risk						-
(vi) Disputed Trade Receivable - Credit Impaired						-
<b>TOTAL</b>	<b>5,662.37</b>	<b>114.26</b>	<b>93.87</b>	<b>39.39</b>	<b>56.42</b>	<b>5,966.31</b>

**Trade Receivables Ageing - As at 31st March, 2022**

Particulars	Outstanding for the following period from due date of payments					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable - Considered Good	4,716.22	95.16	78.18	32.81	46.99	4,969.37
(ii) Undisputed Trade Receivable - Which have significant increase in credit risk						-
(iii) Undisputed Trade Receivable - Credit Impaired					7.09	7.09
(iv) Disputed Trade Receivable - Considered Good						-
(v) Disputed Trade Receivable - Which have significant increase in credit risk						-
(vi) Disputed Trade Receivable - Credit Impaired						-
<b>TOTAL</b>	<b>4,716.22</b>	<b>95.16</b>	<b>78.18</b>	<b>32.81</b>	<b>46.99</b>	<b>4,969.37</b>

6	Other Financial Assets	31st March, 2023		31st March, 2022	
	<b>Security Deposits</b>				
	Security Deposits-Trade		1,209.97		1,036.13
	<b>Other Advances</b>				
	Fixed Deposits pledged with Banks [including interest accrued]*		11.19		10.67
	<b>Total</b>		1,221.16		1,046.80

\*- Lien marked towards Bank Guarantee

## 7 Movements in Deferred Taxes

Particulars	31-Mar-23	31-Mar-22
Deferred Tax Liability	28.56	29.45
Deferred Tax Assets	3,557.97	3,291.38
Deferred Tax Liabilities/(Asset) (Gross)	(3,529.41)	(3,261.93)
Add:- MAT Credit Entitlement	(31.50)	(31.50)
Deferred Tax Liabilities/(Asset) (Net)	(3,560.91)	(3,293.43)

Movement in Deferred Tax Liabilities/(Assets)	Liabilities/Provisions that are deducted for tax purposes when paid	Defined Benefit Obligation	On Unabsorbed Losses	Depreciation differences	Financial Assets (FVOCI)-Equity Shares	Total
As at 01 April, 2021						
Charged/(Credited)						
Recognised in Profit & Loss	(38.01)	(23.05)	136.98	(161.08)	-	(85.16)
Recognised in Other Comprehensive Income	-	10.76	-	-	(2.33)	8.43
Recognised in Other Equity	-	-	-	-	-	-
As at 31st March, 2022	(66.94)	(35.37)	(2,695.11)	(493.96)	29.45	(3,261.93)
Add:- MAT Credit Entitlement	-	-	-	-	-	(31.50)
Net Deferred Tax Liabilities/(Asset)	(66.94)	(35.37)	(2,695.11)	(493.96)	29.45	(3,293.43)
As at 01 April, 2022						
Charged/(Credited)						
Recognised in Profit & Loss	35.89	(13.20)	(125.19)	(164.09)	-	(266.59)
Recognised in Other Comprehensive Income	-	-	-	-	(0.89)	(0.89)
Recognised in Other Equity	-	-	-	-	-	-
As at 31st March, 2023	(31.05)	(48.57)	(2,820.30)	(658.05)	28.56	(3,529.41)
Add:- MAT Credit Entitlement	-	-	-	-	-	(31.50)
Net Deferred Tax Liabilities/(Asset)-as at 31-Mar-2023	(31.05)	(48.57)	(2,820.30)	(658.05)	28.56	(3,560.91)

Note7(ii) Effective tax reconciliation

Income Tax Recognised in Statement of Profit & Loss

31.03.2023

31.03.2022

Current Tax	-	-
(Excess)/Short Provision for Earlier Years	1.66	0.05
Deferred Tax	(266.59)	(85.16)
<b>Total Income tax Expense recognised in the current year</b>	<b>(264.93)</b>	<b>(85.11)</b>

The income tax expense can be reconciled

to the accounting profit as follows:

Particulars	March 31,2023	March 31,2022
Profit before tax	(658.99)	447.43
Applicable tax rate	25.17%	25.17%
Computed Tax Expense	(165.85)	112.61
Add/(Deduct)	-	-
Tax effect of amounts which are not deductible/(taxable)	648.30	626.98
in calculating taxable income	-	-
Tax effect of income which are not taxable	(831.26)	(979.79)
(Excess)/Short Provision for Earlier Years	1.67	0.06
Tax effect of certain temporary differences measured at lower rates	145.79	56.84
Others	(63.58)	98.19
<b>Total Income Tax Expense/(Credit)</b>	<b>(264.93)</b>	<b>(85.11)</b>

Notes to Financial Statements

Rs in Lakhs

8	Other non-current assets	31st March, 2023		31st March, 2022	
	Capital Advances		-		1.00
	Advance to Directors		-		26.68
	Advance to Employees		26.69		22.03
	<u>Other advances</u>				
	Prepaid Expenses		4.18		6.42
	Rent paid in advance		205.56		166.92
	<b>Total</b>		<b>236.43</b>		<b>223.05</b>

9	Inventories-At lower of cost and Net realisable value	31st March, 2023		31st March, 2022	
	Stock- In-Trade		8,025.83		6,983.96
	<b>Total</b>		<b>8,025.83</b>		<b>6,983.96</b>

10	Cash and cash equivalents	31st March, 2023		31st March, 2022	
	Balances with Banks On Current Accounts		646.42		437.80
	Other Bank Balance Fixed Deposits with Banks [including interest accrued]		3.18		9.11
	Cash in hand		118.48		132.52
	<b>Total</b>		<b>768.97</b>		<b>579.43</b>

11	Other Financial Assets	31st March, 2023		31st March, 2022	
	Interest accrued but not due To Subsidiary <u>Considered good-Unsecured unless otherwise stated</u>				
	<u>Credit impaired</u>	-		131.00	
		-		131.00	
	<u>Less: Provision for Doubtful debt</u>	-	-	-	
		-		131.00	
	<u>Less:- Balance written off during the year [ Refer Note 22]</u>	-	-	(131.00)	-
	<b>Total</b>		<b>-</b>		<b>-</b>

12	Other current assets	31st March, 2023		31st March, 2022	
	Advance to Directors		-		10.39
	Advance to Employees		45.72		35.74
	<u>Considered good ,Unsecured</u>				
	Insurance Claim Receivable		33.11		
	Advance against Purchase		8.36		7.56
	Advances with Statutory Authorities		189.06		128.38
	Prepaid Expenses		53.28		48.51
	Advance against Expenses		37.54		24.09
	<b>Total</b>		<b>367.07</b>		<b>254.67</b>

**Notes to Financial Statements**

**13 Equity Share Capital**

Particulars	Rs in Lakhs	
	31st March, 2023	31st March, 2022
<b>Authorised</b>		
58,00,000 (PY - 38,00,000) Equity Shares of Rs. 10/- each	580.00	380.00
6,20,000 (PY - 8,20,000) Non Cumulative Redeemable Preference shares of Rs 100/- each .	620.00	820.00
<b>Issued, Subscribed &amp; Fully Paid up</b>	1,200.00	1,200.00
40,82,707 (PY - 20,92,707) Equity Shares Rs.10/- Each fully paid up	408.27	208.27
<b>Total</b>	<b>408.27</b>	<b>208.27</b>

**Reconciliation of Number of Shares**

Particulars	31 March 2023		31-Mar-22	
	Number of Shares	Amount	Number of Shares	Amount
Balance at the Beginning	20,82,707	208.27	20,82,707	208.27
Shares issued during the year	20,00,000	200.00	-	-
Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>40,82,707</b>	<b>408.27</b>	<b>20,82,707</b>	<b>208.27</b>

**Rights, Preferences and Restrictions Attached to Shares**

The Company has only one class of Equity shares having a par value of Rs.10/- per share. Each holder of Equity Shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company the holders of Equity Shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

The details of shareholders holding more than 5% shares as at the end of the reporting period is stated as below:-

Name of the shareholder	31st March, 2023		31st March, 2022	
	Number of Shares Held	% of Holding	Number of Shares Held	% of Holding
Midkot Investment Pvt Ltd	6,93,747	16.99	7,51,321	36.07
Suraj Finvest Private limited	15,35,137	37.60	5,35,137	25.69
Diwakar Finvest Private limited ( formerly known as Sneha enclave private ltd )	15,02,678	36.81	5,02,678	24.14

**Note**

Company has issued 20 lakhs equity share of Rs 10 each on preferential basis in lieu of unsecured loan amounting to Rs 2 crore received from them

Details of which as follows:-

Sl no	Name of allottee	Category
1	Suraj Finvest Private limited	Promoter group company
2	Diwakar Finvest Private limited ( formerly known as Sneha enclave private ltd )	Promoter group company

**Shareholding of Promoters as at 31st March 2023**

Equity Shares held by Promoters at the end of the current year						Rs in Lakhs
Sl.No	Promoter name	No. of Shares as on 01.04.2022	Change during the year	No. of Shares as on 31.03.2023	% of Total shares	% Change during the year
1	PRITI A SUREKA	46,561	57,574	1,04,135	2.55%	123.65%
2	JAYANT GOENKA	15,448	-	15,448	0.38%	0.00%
3	USHA AGARWAL	4,000	-	4,000	0.10%	0.00%
4	PRASHANT GOENKA	2,655	-	2,655	0.07%	0.00%
5	MIDKOT INVESTMENTS PRIVATE LIMITED - Note - 1	7,51,321	(57,574)	6,93,747	16.99%	-7.66%
6	SURAJ FINVEST PRIVATE LIMITED - Note - 2	-	10,00,000	15,35,137	37.60%	186.87%
7	SNEHA ENCLAVE PRIVATE LIMITED	5,02,678	10,00,000	15,02,678	36.81%	198.93%
		13,22,663	20,00,000	38,57,800	94.49%	

**Shareholding of Promoters as at 31st March 2022**

Equity Shares held by Promoters at the end of the Previous year						Rs in Lakhs
Sl.No	Promoter name	No. of Shares as on 01.04.2021	Change during the year	No. of Shares as on 31.03.2022	% of Total shares	% Change during the year
1	PRITI A SUREKA	46,561	-	46,561	2.24%	0.00%
2	JAYANT GOENKA	15,448	-	15,448	0.74%	0.00%
3	USHA AGARWAL	4,000	-	4,000	0.19%	0.00%
4	PRASHANT GOENKA	2,655	-	2,655	0.13%	0.00%
5	MIDKOT INVESTMENTS PRIVATE LIMITED - Note - 1	-	7,51,321	7,51,321	36.07%	100.00%
6	KARAN BUSINESS PRIVATE LIMITED - Note - 1	3,50,800	(3,50,800)	-	-	-100.00%
7	ZEN BUSINESS PRIVATE LIMITED - Note - 1	3,48,021	(3,48,021)	-	-	-100.00%
8	PAN EMAMI COSMED LIMITED - Note - 1	52,500	(52,500)	-	-	-100.00%
9	SNEHA GARDENS PRIVATE LIMITED - Note - 2	3,86,137	(3,86,137)	-	-	-100.00%
10	SURAJ FINVEST PRIVATE LIMITED - Note - 2	-	5,35,137	5,35,137	25.69%	100.00%
11	Sneha enclave private ltd	3,53,678.00	1,49,000.00	5,02,678.00	24.14%	42.13%
		15,59,800.00	2,98,000.00	18,57,800.00	89.20%	

**Note**

- Karan Business Private limited , Zen Business Private Limited , PAN EMAMI Cosmed Private Limited amalgamated with Midkot Investments Private Limited vide National Company Law Tribunal order dated 15.11.2021

- Name of the company has changed from Sneha Gardens Private Limited to Suraj Finvest Private Limited with effect from 28th April 2021

**Notes to Financial Statements****14 Other Equity**

		<b>Rs in Lakhs</b>	
	<b>Particulars</b>	<b>As At</b>	<b>As At</b>
		<b>31st March, 2023</b>	<b>31st March, 2022</b>
a)	<b>Reserves &amp; Surplus</b>	<b>(6,916.30)</b>	<b>(6,522.20)</b>
	Includes General Reserves and retained earnings.		
b)	<b>Other Comprehensive Income</b>	<b>201.50</b>	<b>207.21</b>
	Includes re-measurement gains/losses on defined benefit plans and gain/loss on fair value of investments		
	<b>Total</b>	<b>(6,714.80)</b>	<b>(6,314.99)</b>

15	Financial Liabilities	31st March, 2023		31st March, 2022	
(i)	<b>Borrowings</b>				
	<b>Term Loans- Secured</b>				
	From Banks #	26,313.63		18,154.53	
	Less:- Current Maturities	11,299.23	15,014.40	6,424.23	11,730.30
	<b>Non-Convertible Debentures-Secured##</b>	10,500.00			
	Less:- Current Maturities	1,700.00	8,800.00		
	<b>Non Convertible Debentures-Unsecured</b>	9,017.95	-		11,236.31
	Less:- Current Maturities	11,236.31	-		
	<b>Optionally Convertible Debentures-Unsecured###</b>	14,800.00	-		
			12,581.63		
	<b>Total-Borrowings-(i)</b>		36,396.03		22,966.61
(i)(a)	<b>Lease Liability:</b>				
	Long Term Maturities of Lease Obligation		3,779.48		1,889.61
	<b>Total-Lease Liability-(i)(a)</b>		3,779.48		1,889.61
	<b>Total-Non Current- A</b>		40,175.51		24,856.22
(i)	<b>Borrowings</b>				
	<b>Loans Repayable on Demand</b>				
	<b>Secured Loan from Banks</b>				
	Cash Credit [ Note 15.1 ]	(717.88)		825.14	
	Working Capital Demand Loan [ Note 15.1 ]	6,400.00	5,682.12	4,400.00	5,225.14
	<b>Unsecured #</b>				
	Related Party		4,988.00		9,241.00
	<b>Current Maturities of Long Term Borrowings</b>		24,235.55		6,424.23
	[Refer Note 15]				
	<b>Total-Borrowings-(i)</b>		34,905.67		20,890.37
(i)(a)	<b>Lease Liability:</b>				
	Current Maturities of Lease Obligation		1,097.51		745.29
	<b>Total-Lease Liability-(i)(a)</b>		1,097.51		745.29
	<b>Total-Current-B</b>		36,003.18		21,635.66
	<b>Total Borrowings (A+B)</b>		76,178.69		46,491.88
	# Refer Note 29				

- 15.1 Bank-1 -Cash Credit And Working Capital Demand Loan are secured primarily by way of hypothecation on the entire Current Assets of the company existing and future comprising of Stock-in-trade, receivables, book debts and other current assets. These loans are further secured Collaterally by way of Hypothecation / mortgage on all fixed assets (excluding vehicles) of the company, both present and future.

Bank-2 -Subservient charge by way of Hypothecation over entire Current asset & moveable Fixed assets of the company (both present & future). Also, exclusive charge by way of pledge of shares of promoter shareholder and also corporate guarantee by a promoter shareholder.

**##Secured Rated,listed and unlisted redeemable Non Convertible debenture (NCD)**

The company has issued 980 listed secured Rated & 220 unlisted secured Rated redeemable & non convertible debentures of face value of Rs 10,00,000/- each on private placement basis aggregating to Rs 120 crores (98 crores +22 crores) during FY22-23 in pursuance of articles of association of company and as approved by board of directors of the company.

The coupon related to NCDs will be linked to and be equivalent to average of 1year MCLR (ie. Marginal Cost of Funds Based Lending Rate) of 4 banks viz. ICICI Bank, HDFC Bank, SBI and Bank of Baroda plus applicable Spread and shall be reset on quarterly basis at the beginning of each quarter ( i.e. on April 1, July 1, October 2, and January 1 of each year) As on date of execution of this Deed, the Coupon comprises of (i) the average 1-year MCLR as on April 1, 2022, of 7.20% p.a and (ii) spread of 2.3% p.a

**###Zero Coupon Unsecured Optionally Convertible Debentures (OCD)**

The company has restructure its finances and has issued 14800 zero coupon unsecured optionally Convertible Debentures @ Rs 1,00,000/- each on preferential basis amounting to 148 crores in FY 22-23 in pursuance of articles of association of company and as approved by board of directors and shareholders of the company.

The OCDs shall be optionally convertible into the equity shares of the company and/ or redeemable at any time at the option of the issuer within a period of 10 years for the date of allotment. The OCD shall be redeemed within a period of 30 days after the expiry of 10 years i.e at the end of tenure of the OCD if not converted into equity shares.

Each debenture holders shall be entitled to be present at the meeting of debenture holders and vote on any resolution which affects their rights & interest shall be payable yearly @ 1% on the paid up value of debentures as on 31st march, each year.

16	Other Financial Liabilities	31st March, 2023		31st March, 2022	
	Interest due to MSME		1.68		0.97
	Deposit against rent		22.50		22.50
	<b>Total Non Current</b>		24.18		23.47



## Notes to Financial Statements

Rs in Lakhs

17	Provisions	31st March, 2023		31st March, 2022	
	<b>Provision for Employee Benefits</b>				
	For Gratuity	182.06		143.04	
	For Leave	130.07	312.13	123.76	266.80
	<b>Total</b>		<b>312.13</b>		<b>266.80</b>

18	Trade payables	31st March, 2023		31st March, 2022	
a	Total outstanding dues of Micro enterprises and small enterprises		43.53		43.99
b	Total outstanding dues of creditors other than Micro enterprises and small enterprises		5,058.38		2,568.75
	<b>Total</b>		<b>5,101.91</b>		<b>2,612.74</b>

**Trade Payables Ageing - As at 31st March, 2023**

Particulars	Outstanding for the following period from due date of payments				TOTAL
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	42.96	0.33	0.24	-	43.53
(ii) Others	2,368.73	2,408.07	172.32	109.25	5,058.38
(iii) Disputed dues - MSME					
(iv) Disputed dues - Others					
<b>TOTAL</b>	<b>2,411.70</b>	<b>2,408.40</b>	<b>172.56</b>	<b>109.25</b>	<b>5,101.91</b>

**Trade Payables Ageing - As at 31st March, 2022**

Particulars	Outstanding for the following period from due date of payments				TOTAL
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	41.95	1.67	0.35	0.03	43.99
(ii) Others	2,378.28	103.79	40.58	46.09	2,568.75
(iii) Disputed dues - MSME					
(iv) Disputed dues - Others					
<b>TOTAL</b>	<b>2,420.23</b>	<b>105.46</b>	<b>40.93</b>	<b>46.12</b>	<b>2,612.74</b>

19	Other Financial Liabilities	31st March, 2023		31st March, 2022	
	Interest accrued but not due on Borrowings		271.16		82.69
	<b>Other Payables</b>				
	Employee Expense	301.42		292.43	
	Liabilities for Expenses	173.57	474.99	357.72	650.15
	<b>Total</b>		<b>746.15</b>		<b>732.84</b>

20	Other current liabilities	31st March, 2023		31st March, 2022	
	Statutory Liabilities		-		13.42
	Advance from Customers		43.77		108.24
	<b>Total</b>		<b>43.77</b>		<b>121.66</b>

**Notes to Financial Statements**

**Rs in Lakhs**

21	Revenue from Operations	2022-23		2021-22	
	Sale of Products		54,748.98		49,402.81
	<b>Other Operating Revenues</b>				
	Rent	61.85		55.01	
	Income From Store Displays	307.04		198.14	
	Franchisee Fees	44.88		14.12	
	Facility Management Fees	1.26	415.03	10.94	278.21
	<b>Total</b>		55,164.01		49,681.02

22	Other Income	2022-23		2021-22	
	<b>Interest Income</b>				
	Interest on Loan given		3,681.12		5,331.90
	<b>Interest on Others</b>				
	Interest income on financial assets at amortised cost	65.95		71.56	
	Interest on Deposit	2.18		3.80	
	Interest on Income Tax refund	-	68.13	1.43	76.79
	Discount Received		0.60		
	Income From Slump Sale *		671.61		
	Dividend on Long Term Non-Trade Investment		0.80		0.80
	Profit on sale of Fixed Assets		1.73		444.64
	Provision for Loans / Debts Written off	-		1,218.76	
	Less : Adjusted against Provision	-	-	(1,218.76)	-
	Excess Provision for Doubtful Debts & Advances written back		-		32.00
	Insurance Claim		33.11		0.33
	Liabilities Written Back		4.22		8.58
	Miscellaneous Receipts		19.05		24.12
	<b>Total</b>		4,480.37		5,919.16

23	Changes in Inventories of Stock-in-Trade	2022-23		2021-22	
	(I) Opening Inventory		6,983.96		7,934.38
	(II) Closing Inventory		8,025.83		6,983.96
	<b>(Increase)/Decrease</b>		<b>(1,041.87)</b>		<b>950.42</b>

24	Employee Benefits Expense	2022-23		2021-22	
	Salaries and Wages		4,949.67		4,310.61
	Contribution to Provident and Other Funds		380.61		352.20
	Staff Welfare Expense		134.10		121.03
	<b>Total</b>		5,464.38		4,783.84

\*Being Sale of business at Chennai under "Starmark" division.

Notes to Financial Statements

Rs in Lakhs

25	Finance Costs	2022-23	2021-22
	Finance cost on Lease obligation	454.77	128.05
	Interest Expense- Debentures & Bonds	2,132.36	1,427.97
	Interest expense - Bank & Others	3,332.97	5,069.19
	Other Borrowing Costs	573.16	409.62
	<b>Total</b>	<b>6,493.26</b>	<b>7,034.83</b>

26	Other Expenses	2022-23	2021-22
	Power & Fuel	323.31	289.43
	Rent & License Fees	506.07	447.89
	Repairs to Building	13.18	-
	Maintenance Charges	666.04	629.18
	Security Charges	61.52	54.34
	Insurance	11.18	27.01
	Rates & Taxes	119.55	113.93
	Advertisement & Sales Promotion	197.46	106.47
	Commission	69.91	54.30
	Professional & Legal Charges [Refer note - 27]	529.12	224.31
	Internet and other communication expenses	71.38	68.95
	Loss on sale / discard of Fixed Assets	1.46	9.76
	Miscellaneous Expenses	682.49	555.22
	<b>Total</b>	<b>3,252.69</b>	<b>2,580.79</b>

**Notes to Financial Statements****Rs in Lakhs****27 Payment To Auditors**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Audit Fees	12.54	12.54
Tax Audit Fees	0.96	0.96
Limited Review	1.50	1.50
Other Services	5.92	0.12
<b>Total</b>	<b>20.92</b>	<b>15.12</b>

**28 Information for Earnings per share as per IND AS 33**

Particulars	As at 31st March 2023	As at 31st March 2022
Net Profit	(394.06)	532.55
Weighted average number of shares	23,29,282	20,82,707
Earnings per share - Basic & diluted	(16.92)	25.57

## 29 Details of Borrowings:-

## Details of Term Loans from Bank

Sl. No.	Type of Loan	ROI as on 31-Mar-17	Security		Amount outstanding as on 31-Mar-23	Amount outstanding as on 31-Mar-22
1	Working Capital Term Loan- Under ECLGS of NCGTC	9.25% p.a on outstanding INR	Second charge over all existing primary & collateral securities including mortgages created in favour of the bank, subject to the subsisting charges created over various primary and collateral securities, including securities charged by third parties.	Principal amount	1,774.67	2,440.17
					Repayment Schedule	Repayment Schedule
					Date Amount	Date Amount
					30-Apr-23 55.46	30-Apr-22 55.46
					31-May-23 55.46	31-May-22 55.46
					30-Jun-23 55.46	30-Jun-22 55.46
					31-Jul-23 55.46	31-Jul-22 55.46
					31-Aug-23 55.46	31-Aug-22 55.46
					30-Sep-23 55.46	30-Sep-22 55.46
					31-Oct-23 55.46	31-Oct-22 55.46
					30-Nov-23 55.46	30-Nov-22 55.46
					31-Dec-23 55.46	31-Dec-22 55.46
					31-Jan-24 55.46	31-Jan-23 55.46
					29-Feb-24 55.46	28-Feb-23 55.46
					31-Mar-24 55.46	31-Mar-23 55.46
					30-Apr-24 55.46	30-Apr-23 55.46
					31-May-24 55.46	31-May-23 55.46
					30-Jun-24 55.46	30-Jun-23 55.46
					31-Jul-24 55.46	31-Jul-23 55.46
					31-Aug-24 55.46	31-Aug-23 55.46
					30-Sep-24 55.46	30-Sep-23 55.46
					31-Oct-24 55.46	31-Oct-23 55.46
					30-Nov-24 55.46	30-Nov-23 55.46
					31-Dec-24 55.46	31-Dec-23 55.46
					31-Jan-25 55.46	31-Jan-24 55.46
					28-Feb-25 55.46	29-Feb-24 55.46
					31-Mar-25 55.46	31-Mar-24 55.46
					30-Apr-25 55.46	30-Apr-24 55.46
					31-May-25 55.46	31-May-24 55.46
					30-Jun-25 55.46	30-Jun-24 55.46
					31-Jul-25 55.46	31-Jul-24 55.46
					31-Aug-25 55.46	31-Aug-24 55.46
					30-Sep-25 55.46	30-Sep-24 55.46
					31-Oct-25 55.46	31-Oct-24 55.46
					30-Nov-25 55.46	30-Nov-24 55.46
						31-Dec-24 55.46
						31-Jan-25 55.46
						28-Feb-25 55.46
						31-Mar-25 55.46
						30-Apr-25 55.46
						31-May-25 55.46
						30-Jun-25 55.46
						31-Jul-25 55.46
						31-Aug-25 55.46
						30-Sep-25 55.46
						31-Oct-25 55.46
						30-Nov-25 55.46
						-
2	Term Loan-Rupee	1yr MCLR+0.45% - At present-9.10% p.a on outstanding INR	Subservient charge by way of hypothecation over entire current asset and moveable fixed asset of the company (both present and future). The same is further secured by pledge of shares by a promoter shareholder. Further secured by way of corporate guarantee of a promoter	Principal amount	333.33	666.67
					Repayment Schedule	Repayment Schedule
					Date Amount	Date Amount
					01-Jun-23 83.33	01-Jun-22 83.33
					01-Sep-23 83.33	01-Sep-22 83.33
					01-Dec-23 83.33	01-Dec-22 83.33
					01-Mar-24 83.33	01-Mar-23 83.33
						01-Jun-23 83.33
						01-Sep-23 83.33
						01-Dec-23 83.33
						01-Mar-24 83.33
3	Term Loan-Rupee	15%p.a on outstanding INR	First Charge by way of Hypothecation / mortgage on all the fixed assets (movable and immovable) of the company, both present and future excluding Vehicles. The same is further secured by pledge of shares by a promoter shareholder	Principal amount	1,200.00	2,175.00
					Repayment Schedule	Repayment Schedule
					Date Amount	Date Amount
					30-Jun-23 300.00	30-Jun-22 225.00
					30-Sep-23 450.00	30-Sep-22 225.00
					30-Dec-23 450.00	31-Dec-22 225.00
						31-Mar-23 300.00
						30-Jun-23 300.00
						30-Sep-23 450.00
						30-Dec-23 450.00
4	Term Loan-Rupee	15%p.a on outstanding INR	1st Charge by way of Hypothecation / mortgage on all the fixed assets (movable and immovable) of the company, both present and future excluding Vehicles. The same is further secured by pledge of shares by a promoter shareholder	Principal amount	2,100.00	4,550.00
					Repayment Schedule	Repayment Schedule
					Date Amount	Date Amount
					30-Jun-23 1,050.00	30-Jun-22 525.00
					28-Sep-23 1,050.00	30-Sep-22 525.00
						31-Dec-22 700.00
						31-Mar-23 700.00
						30-Jun-23 1,050.00
						28-Sep-23 1,050.00
5	Term Loan-Rupee	15%p.a on outstanding INR	1st Charge by way of Hypothecation / mortgage on all the fixed assets (movable and immovable) of the company, both present and future excluding Vehicles. The same is further secured by pledge of shares by a promoter shareholder	Principal amount	6,499.30	8,499.70
					Repayment Schedule	Repayment Schedule
					Date Amount	Date Amount
					30-Apr-23 166.70	30-Apr-22 166.70
					31-May-23 166.70	31-May-22 166.70
					30-Jun-23 166.70	30-Jun-22 166.70

Sl. No.	Type of Loan	ROI as on 31-Mar-17	Security		Amount outstanding as on 31-Mar-23		Amount outstanding as on 31-Mar-22	
					31-Jul-23	166.70	31-Jul-22	166.70
					31-Aug-23	166.70	31-Aug-22	166.70
					30-Sep-23	166.70	30-Sep-22	166.70
					31-Oct-23	166.70	31-Oct-22	166.70
					30-Nov-23	166.70	30-Nov-22	166.70
					31-Dec-23	166.70	31-Dec-22	166.70
					31-Jan-24	166.70	31-Jan-23	166.70
					29-Feb-24	166.70	28-Feb-23	166.70
					31-Mar-24	166.70	31-Mar-23	166.70
					30-Apr-24	166.70	30-Apr-23	166.70
					31-May-24	166.70	31-May-23	166.70
					30-Jun-24	166.70	30-Jun-23	166.70
					31-Jul-24	166.70	31-Jul-23	166.70
					31-Aug-24	166.70	31-Aug-23	166.70
					30-Sep-24	166.70	30-Sep-23	166.70
					31-Oct-24	166.70	31-Oct-23	166.70
					30-Nov-24	166.70	30-Nov-23	166.70
					31-Dec-24	166.70	31-Dec-23	166.70
					31-Jan-25	166.70	31-Jan-24	166.70
					28-Feb-25	166.70	29-Feb-24	166.70
					31-Mar-25	166.70	31-Mar-24	166.70
					30-Apr-25	166.70	30-Apr-24	166.70
					31-May-25	166.70	31-May-24	166.70
					30-Jun-25	166.70	30-Jun-24	166.70
					31-Jul-25	166.70	31-Jul-24	166.70
					31-Aug-25	166.70	31-Aug-24	166.70
					30-Sep-25	166.70	30-Sep-24	166.70
					31-Oct-25	166.70	31-Oct-24	166.70
					30-Nov-25	166.70	30-Nov-24	166.70
					31-Dec-25	166.70	31-Dec-24	166.70
					31-Jan-26	166.70	31-Jan-25	166.70
					28-Feb-26	166.70	28-Feb-25	166.70
					31-Mar-26	166.70	31-Mar-25	166.70
					30-Apr-26	166.70	30-Apr-25	166.70
					31-May-26	166.70	31-May-25	166.70
					30-Jun-26	164.70	30-Jun-25	166.70
							31-Jul-25	166.70
							31-Aug-25	166.70
							30-Sep-25	166.70
							31-Oct-25	166.70
							30-Nov-25	166.70
							31-Dec-25	166.70
							31-Jan-26	166.70
							28-Feb-26	166.70
							31-Mar-26	166.70
							30-Apr-26	166.70
							31-May-26	166.70
							30-Jun-26	164.70
6	Rated unlisted Redeemable Non-Convertible Debentures	12% Interest p.a	112.5 Bonds issued at face value of Rs 1cr each repayable by way of bullet repayment on the expiry of the term of debenture . Secured by way of pledge of shares by promoter shareholding and also guaranteed by a promoter shareholder. Also, hypothecation over a designated account .	Principal amount	11,250.00		11,250.00	
					Repayment Schedule		Repayment Schedule	
					Date	Amount	Date	Amount
					10-Jul-23	11,250.00	10-Jul-23	11,250.00
Total Outstanding as at year end-Principal					23,157.30		29,581.54	
Total Outstanding as at year end-amortised cost as per INDAS					28,415.84		29,390.84	
Current Maturities-Principal					17,549.23		5,274.70	

Sl. No.	Type of Loan	ROI as on 31-Mar-23	Security		Amount outstanding as on 31-Mar-23		Amount outstanding as on 31-Mar-22	
1	Term Loan-Rupee	10.25%	First charge by way of Hypothecation / mortgage on all the fixed assets (movable and immovable) of the company, both present and future.Second charge by way of hypothecation of the entire Current assets of the company, existing and future, comprising , inter alia, of stocks of raw material, work in progress, finished goods, receivables, book debts nad other current assets.	Principal amount	7,291.67			
					Repayment Schedule		Repayment Schedule	
					Date	Amount	Date	Amount
					30-Apr-23	208.33		
					31-May-23	208.33		
					30-Jun-23	208.33		
					31-Jul-23	208.33		
					31-Aug-23	208.33		
					30-Sep-23	208.33		
					31-Oct-23	208.33		
					30-Nov-23	208.33		
					31-Dec-23	208.33		
					31-Jan-24	208.33		
					29-Feb-24	208.33		
					31-Mar-24	208.33		
					30-Apr-24	208.33		
					31-May-24	208.33		
					30-Jun-24	208.33		
					31-Jul-24	208.33		
					31-Aug-24	208.33		
					30-Sep-24	208.33		
					31-Oct-24	208.33		
					30-Nov-24	208.33		
					31-Dec-24	208.33		
					31-Jan-25	208.33		
					28-Feb-25	208.33		
					31-Mar-25	208.33		
					30-Apr-25	208.33		
					31-May-25	208.33		
					30-Jun-25	208.33		

Sl. No.	Type of Loan	ROI as on 31-Mar-17	Security		Amount outstanding as on 31-Mar-23		Amount outstanding as on 31-Mar-22	
					31-Jul-25	208.33		
					31-Aug-25	208.33		
					30-Sep-25	208.33		
					31-Oct-25	208.33		
					30-Nov-25	208.33		
					31-Dec-25	208.33		
					31-Jan-26	208.33		
					28-Feb-26	208.33		
	Term Loan-Rupee	10.25%	First charge by way of Hypothecation / mortgage on all the fixed assets (movable and immovable) of the company, both present and future. Second charge by way of hypothecation of the entire Current assets of the company, existing and future, comprising, inter alia, of stocks of raw material, work in progress, finished goods,	Principal amount		7,291.67		-
					Repayment Schedule		Repayment Schedule	
					Date	Amount	Date	Amount
					30-Apr-23	208.33		
					31-May-23	208.33		
					30-Jun-23	208.33		
					31-Jul-23	208.33		
					31-Aug-23	208.33		
					30-Sep-23	208.33		
					31-Oct-23	208.33		
					30-Nov-23	208.33		
					31-Dec-23	208.33		
					31-Jan-24	208.33		
					29-Feb-24	208.33		
					31-Mar-24	208.33		
					30-Apr-24	208.33		
					31-May-24	208.33		
					30-Jun-24	208.33		
					31-Jul-24	208.33		
					31-Aug-24	208.33		
					30-Sep-24	208.33		
					31-Oct-24	208.33		
					30-Nov-24	208.33		
					31-Dec-24	208.33		
					31-Jan-25	208.33		
					28-Feb-25	208.33		
					31-Mar-25	208.33		
					30-Apr-25	208.33		
					31-May-25	208.33		
					30-Jun-25	208.33		
					31-Jul-25	208.33		
					31-Aug-25	208.33		
					30-Sep-25	208.33		
					31-Oct-25	208.33		
					30-Nov-25	208.33		
					31-Dec-25	208.33		
					31-Jan-26	208.33		
					28-Feb-26	208.33		
	Bond Listed 48 Cr (INE711X07070)	10.25%p.a on	Average of 1 year of MCLR of 4 Banks viz. ICICI Bank, HDFC Bank, SBI & Bank of Baroda plus applicable spread rates	Principal amount		3,300.00		
					Repayment Schedule		Repayment Schedule	
					Date	Amount	Date	Amount
					30-Jun-23	500.00		
					30-Sep-23	600.00		
					31-Dec-23	600.00		
					21-Apr-24	1,600.00		
	Bond Listed (INE711X07062)	10.25%p.a on	Average of 1 year of MCLR of 4 Banks viz. ICICI Bank, HDFC Bank, SBI & Bank of Baroda plus applicable spread rates	Principal amount		4,200.00		
					Repayment Schedule		Repayment Schedule	
					Date	Amount	Date	Amount
					30-Jun-25	600.00		
					30-Sep-25	600.00		
					31-Dec-25	600.00		
					31-Mar-26	600.00		
					30-Jun-26	600.00		
					30-Sep-26	600.00		
					31-Dec-26	600.00		
	Bond Listed (INE711X07054)	10.25%p.a on	Average of 1 year of MCLR of 4 Banks viz. ICICI Bank, HDFC Bank, SBI & Bank of Baroda plus applicable spread rates	Principal amount		800.00		
					Repayment Schedule		Repayment Schedule	
					Date	Amount	Date	Amount
					30-Jun-24	400.00		
					30-Sep-24	400.00		
	Bond Unlisted (INE711X07088)	10.25%p.a on	Average of 1 year of MCLR of 4 Banks viz. ICICI Bank, HDFC Bank, SBI & Bank of Baroda plus applicable spread rates	Principal amount	0	1,000.00		
					Repayment Schedule		Repayment Schedule	
					Date	Amount	Date	Amount
					31-Dec-24	500.00		
					31-Mar-25	500.00		
	Bond Unlisted (INE711X07096)	10.25%p.a on	Average of 1 year of MCLR of 4 Banks viz. ICICI Bank, HDFC Bank, SBI & Bank of Baroda plus applicable spread rates	Principal amount	0	12,00,00,000.00		
					Repayment Schedule		Repayment Schedule	
					Date	Amount	Date	Amount
					31-Mar-27	600.00		
					30-Jun-27	600.00		

## Notes to Financial Statements

### 30 Related Party Disclosure

#### I) Parties where control exists

##### Subsidiary

Lyfresh Pvt Ltd- wholly owned subsidiary

#### II) Key Managerial Personnel & Other Directors

##### Key Managerial Personnel

- 1 Mr Gautam Jatia
- 2 Mr Sujay Chattaraj
- 3 Ms Chadaravalli Srinivasa Bhatta Nalini
- 4 Mr. Anurag Jatia
- 5 Mr. Amit Agarwal [ Joined w.e.f 02-05-2022 & resigned on 19-01-2023 ]
- 6 Mr. Akhilesh Agarwal [ resigned w.e.f 31-03-2022 ]
- 7 Mr. Bimal Agarwal [ Joined w.e.f 29-04-2023 ]
- 8 Ms Amrita Bhattacharya

##### Description of Relationship

Managing Director & Chief Executive Officer  
 Wholetime Director  
 Wholetime Director  
 Wholetime Director  
 Chief Financial Officer  
 Chief Financial Officer  
 Chief Financial Officer  
 Company Secretary

##### Other Directors

- 1 Mr. Debashish Bhaumik
- 2 Mr. Pramod Kumar Shah
- 3 Mrs Karabi Sengupta

Independent Director  
 Independent Director  
 Independent Director

#### III) Relatives of Key Managerial personnel

- 1 Mr. R.K. Jatia (Upto 31.01.2023-Demise)
- 2 Mrs Vandana Jatia
- 3 Mrs Neeta Agarwal( Upto 31-03-2022 )

#### IV) Entities having significant influence over the group

- 1 Midkot Investments Private Limited [ Company was an associate of the Entity upto 14.02.2023. Now a promoter company]
- 2 Suraj Finvest Private Limited [ name changed from Sneha Gardens Pvt. Ltd. ] [ Company is an associate of the Entity ]
- 3 Diwakar Finvest Private limited ( formerly known as Sneha enclave private ltd ) [ Company is an associate of the Entity ]

#### V) Other related parties with which Company has transaction

- 1 AMRI Hospitals Ltd.
- 2 Archana promoters & Developers Pvt Ltd
- 3 Emami Agrotech Ltd.
- 4 Emami Capital Markets Ltd (Merged with Midkot Investment Pvt Ltd - Date - 15-11-2022)
- 5 Karan Business Pvt. Ltd (Merged with Midkot Investment Pvt Ltd - Date - 15-11-2022)
- 6 Emami Realty Ltd.
- 7 Emami Art Pvt. Ltd
- 8 Emami Ltd.
- 9 Emami Paper Mills Ltd.
- 10 Emami Foundation
- 11 M Bhattacharyya & Co. Pvt. Ltd.
- 12 New Way constructions ltd (Merged with Midkot Investment Pvt Ltd-Date-15-11-2022)
- 13 Niramay Distributors Pvt Ltd.
- 14 PAN Emami Cosmed Ltd . (Merged with Midkot Investment Pvt Ltd-Date-15-11-2022)
- 15 Premier Ferro Alloys & Securities Ltd .
- 16 Shopper's city maintenance company Pvt ltd
- 17 South city Projects Kolkata Ltd.
- 18 Shri Prashant Goenka
- 19 Nayee Disha Communications Pvt ltd
- 20 Shri Jayant Goenka
- 21 Smt Priti A Surekha
- 22 SGN Retail Pvt Ltd
- 23 Diwakar Finvest Private limited ( formerly known as Sneha enclave private ltd )

#### Details of Related Party Transactions

Description of relationship with party	Nature of Transaction	For the Financial year		Amount outstanding **	
		2022-23	2021-22	As on 31.03.23	As on 31.03.22
Subsidiary	Investment in Subsidiary	-	-	600.00	600.00
	Provision against loans given written back	-	1,250.76	-	-
		-	-	-	-
Key Managerial Personnel	Salary	168.89	262.54	-	-
	Perquisites	19.11	13.19	-	-
	Sale of Fixed Assets	-	32.53	-	-
	Rent Received	-	0.34	-	0.34
	Loans & Advance Given	5.07	43.91	-	37.51
Other Directors	Sitting fees	2.75	2.30	-	-
Relatives of Key Managerial Personnel	Salary	12.48	11.29	-	-
	Perquisites	1.99	8.61	-	-
	Retainership	64.00	37.80	-	-
Other Entities	Sale of Goods	11,386.97	8,286.06	2,073.04	1,195.71
	Display Charges	35.37	19.64	-	-
	Rent Received	0.47	0.40	-	-
	Ambulance Hire Charges	-	6.16	-	-
	Reimbursement of exp-Income	-	3.13	-	-
	Purchase of Assets	5.34	30.00	-	-
	Purchase of Goods	8,946.52	7,495.85	(70.53)	(93.87)
	Guarantee Commission Paid	138.54	117.75	(21.76)	(40.38)
	Interest on Loan taken	1,023.66	2,419.89	(253.47)	(82.69)
	Rent & maintenance paid	344.65	212.70	-	(8.57)
	Royalty	11.80	10.00	-	-
	Electricity Charges	34.47	13.24	(13.07)	(6.42)
	Advt & Sales promotion	-	2.16	-	7.89
	Interest on Loan Given	1.64	335.62	-	-
	Advance/Deposit given	-	325.00	1.02	1.02
	Reimbursement of exp	387.13	368.61	-	-
	Loan Given	-	4,065.00	-	69.25
	Loan Given refunded	69.25	12,462.00	-	-
	Loan Taken	32,164.00	51,026.00	(4,988.00)	(9,241.00)
	Loan Taken refund back	36,417.00	41,785.00	-	-

\*\* Figures in brackets denote Credit Balance



- 31 Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Therefore, Net Deferred Tax Asset of Rs 3560.93 lakhs (P.Y.- Rs.3293.43 lakh) has been recognised till date in the accounts in compliance with IND AS 12 on "Income Taxes"

32 **Contingent Liabilities & Commitments :-**

a **Contingent Liabilities**

Particulars	31-Mar-23	31-Mar-22
Bank Guarantees	476.95	403.04

Contingent Liability disclosed above represents possible obligations where the possibility of cash outflow to settle the obligation is remote .

b **Commitments**

Estimated amount of Commitment not provided - Rs. Nil .

33 **Assets given on Operating Lease**

- a The company has given assets under non-cancellable operating lease . The total lease rent received on the same is Rs 0.40 Lakh- [ P.Y - Rs 0.40 Lakh ]

- b The minimum future lease rentals receivable in respect of non-cancellable lease as at 31-March-23 are as under:

Particulars	31-Mar-23	31-Mar-22
Lease contributions for the year	0.40	0.40
Minimum Lease payment contributions		
-Not later than one Year	0.40	0.40
-Later than one year but not later than five years	2.00	2.00
-Later than 5 years	13.20	13.60

34 **Assets taken on Operating Lease**

- a The company has taken shops on rent. The total minimum lease payments and present value of minimum lease payments are as follows:-

Particulars	31-Mar-23		31-Mar-22	
	Minimum Lease payments	Present value of Minimum lease payments	Minimum Lease payments	Present value of Minimum lease payments
-Not later than one Year	1,512.09	1,097.51	1,026.83	745.29
-Later than 1 Year	5,088.27	3,779.48	2,543.95	1,889.61

The difference between minimum lease payments and the present value of minimum lease payments of Rs. 1698.21 lakh (P.Y- Rs 935.88 lakh) represents interest not due .

Defined benefit plan35.1 Defined benefit plan (Gratuity)

i	Gratuity: The Company has a defined Gratuity Plan for its employees. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The Scheme is funded with an insurance company in the form of qualifying insurance policy.				
	Particulars	Year ended 31st March 2023		Year ended 31st March 2022	
			Gratuity Funded		Gratuity Funded
A	Components of Employer Expenses				
1	Current Service Cost		86.06		70.94
2	Past service Cost		-		-
3	Loss/(Gain) on settlement		-		-
4	Net interest income/(cost) on the net defined benefit liability (Asset)		10.44		7.10
5	Total Expenses recognised in the Statement of Profit & Loss		96.50		78.04
B	Net asset/(liability) recognised in balance sheet as at 31st March 2023				
1	Present value of Defined Benefit Obligation		641.95		572.11
2	Fair value of plan assets		459.90		429.07
3	Funded Status [Surplus/(deficit)]		(182.06)		(143.04)
4	Net asset/(liability) recognised in balance sheet		(182.06)		(143.04)
C	Change in Defined Benefit Obligation during the year ended 31st March 2023				
1	Present value of DBO at beginning of period		572.11		520.75
2	Current Service Cost		86.06		70.94
3	Interest Cost		41.76		35.93
4	Re-measurement (or actuarial)(gain)/loss arising from		-		-
	-Change in demographic assumptions		-		-
	-Change in financial assumptions		7.61		(26.92)
	-Experience variation (i.e Actual experience vs assumptions)		(10.31)		(9.21)
5	Past Service cost		-		-
6	Benefits Paid		(55.27)		(19.38)
7	Acquisition adjustment		-		-
8	Effect of business combinations or disposals		-		-
7	Present value of DBO at the end of period		641.96		572.11
D	Change in Fair Value of Assets				
1	Fair value of Planned assets at beginning of period		429.06		417.88
2	Investment income		31.32		28.83
3	Employer's contribution		57.51		0.93
4	Benefits paid		(55.27)		(19.38)
5	Return on plan assets, excluding amount recognised in net interest expense		(2.73)		0.80
			-		-
6	Acquisition adjustment		-		-
7	Fair value of Plan assets at end of the period		459.89		429.06
E	Other Comprehensive Income				
1	Actuarial (gains)/Losses				
	-Changes in demographic assumptions		-		-
	-Changes in financial assumptions		7.61		(26.92)
	-Experience variance (i.e Actual experience vs assumptions)		(10.31)		(9.21)
2	Return on plan assets, excluding amount recognised in net interest expense		2.73		(0.80)
3	Components of defined benefit costs recognised in other comprehensive income		0.03		(36.94)

Defined benefit plan35.2 Defined benefit plan -Leave

	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
		Leave encashment	Leave encashment
		Unfunded	Unfunded
<b>A</b>	<b>Components of Employer Expenses</b>		
1	Current Service Cost	11.42	25.36
2	Past service Cost	-	-
3	Loss/(Gain) on settlement	-	-
4	Net interest income/(cost) on the net defined benefit liability (Asset)	9.04	7.38
5	change in demographic assumptions		
6	Actuarial (gains)/ Losses due to Change in financial assumption	1.55	(6.44)
7	Actuarial (gains)/ Losses due to Change in experience variance	17.38	31.36
8	<b>Total Expenses recognised in the Statement of Profit &amp; Loss</b>	<b>39.39</b>	<b>57.66</b>
<b>B</b>	<b>Net asset/(liability) recognised in balance sheet as at 31st March 2022</b>		
1	Present value of Defined Benefit Obligation	130.07	123.76
2	Fair value of plan assets	-	-
3	Funded Status [Surplus/(deficit)]	(130.07)	(123.76)
4	<b>Net asset/(liability) recognised in balance sheet</b>	<b>(130.07)</b>	<b>(123.76)</b>
<b>C</b>	<b>Change in Defined Benefit Obligation during the year ended 31st March 2022</b>		
1	Present value of DBO at beginning of period	123.76	106.75
2	Current Service Cost	11.42	25.36
3	Interest Cost	9.03	7.37
4	Re-measurement (or actuarial)(gain)/loss arising from	-	-
	-Change in demographic assumptions	-	-
	-Change in financial assumptions	1.55	(6.44)
	-Experience variation (i.e Actual experience vs assumptions)	17.38	31.36
5	Past Service cost	-	-
6	Benefits Paid	(33.07)	(40.64)
7	Acquisition adjustment	-	-
8	Effect of business combinations or disposals	-	-
7	<b>Present value of DBO at the end of period</b>	<b>130.07</b>	<b>123.76</b>
<b>D</b>	<b>Change in Fair Value of Assets</b>		
1	Fair value of Planned assets at beginning of period	-	-
2	Investment income	-	-
3	Employer's contribution	33.07	40.64
4	Benefits paid	(33.07)	(40.64)
5	Return on plan assets , excluding amount recognised in net interest expense	-	-
6	Acquisition adjustment	-	-
7	<b>Fair value of Plan assets at end of the period</b>	<b>-</b>	<b>-</b>

ii	The Major categories of plan assets as a % of total plan assets	Year ended 31st March 2023	Year ended 31st March 2022
	Fund managed by insurer	100%	100%

iii	Assumptions	Year ended 31st March 2023	Year ended 31st March 2022
	<b>Financial assumptions</b>		
	Discount rate %	7.30%	7.30%
	Rate of increase in salaries	9% p.a	9% p.a
	<b>Demographic assumptions</b>		
	Mortality rate (% of IALM 2012-14)	100%	100%
	Normal retirement age	58 years	58 years
	Attrition rates, based on age(% p.a) for all ages	2% p.a	2% p.a

iv	Sensitivity analysis
	Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate expected salary increase and mortality . The sensitivity analysis below have been determined based on reasonable possible changes of the assumptions occurring at the end of the reporting period , while holding all other assumptions constant. The results of sensitivity analysis is given below:-

	Revenue from operation	Year ended 31st March 2023	Year ended 31st March 2022
	Defined benefit obligation base	641.95	572.11

		Year ended 31st March 2023		Year ended 31st March 2022	
	Particulars	Decrease	Increase	Decrease	Increase
a	Discount rate (-/ +1%) (% change compared to base due to sensitivity)	726.24 13.13%	571.66 10.95%	643.28 12.44%	512.59 -10.40%
b	Salary growth rate (-/ +1%) (% change compared to base due to sensitivity)	572.61 -10.80%	722.98 12.62%	514.33 -10.10%	639.8 11.83%
c	Attrition rate (-/ +50%) (% change compared to base due to sensitivity)	654.5 1.95%	630.97 -1.71%	581.66 1.67%	563.74 -1.46%
d	Mortality rate (-/ +10%) (% change compared to base due to sensitivity)	643.45 0.23%	640.48 -0.23%	573.26 0.20%	570.97 -0.20%
	The sensitivity analysis presented above may not be representative of the actual change in defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated .				

**v Effect of plan on Entity's Future Cash Flows**

**a) Funding arrangements and funding policy**

The company has purchased an insurance policy to provide for payment of gratuity to the employees . Every year , the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the company

**b) Expected contribution during the next annual reporting period**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
The Company's best estimate of Contribution during the next year	286.38	216.66

# Notes to Financial Statements

## 36 Fair Value Measurement

### a) Financial Instruments by category

Rs in Lakhs

Particulars	31 March 2023			31 March 2022		
	Amortised Cost	FVTOCI	At Cost	Amortised Cost	FVTOCI	At Cost
<b>Financial Assets</b>						
Investment in Equity shares (Quoted)		36,05,946			44,97,947	
Investment in Equity shares (Unquoted)		2,15,89,549			2,15,89,549	
Investment in Equity shares (Unquoted)-Deemed cost						
Investment in Preference Shares (Unquoted)	16,32,776			16,32,776		
Investment in Debentures (Unquoted)	4,25,00,000			4,25,00,000		
Trade Receivables	59,66,30,510			49,69,36,654		
Loans and Advances	4,65,06,57,627			1,94,31,35,388		
Other Financial Assets	12,21,16,615			10,46,79,332		
Cash and Cash Equivalents	7,68,97,090			5,79,43,436		
<b>Financial Liabilities</b>						
Borrowings(including interest accrued)	7,15,72,86,370			4,39,39,67,938		
Trade Payables	51,01,90,935			26,12,74,450		

### b.) Fair Value Hierarchy

PARTICULARS	Fair Value Hierarchy	As at 31-03-23	As at 31-03-22
<b>Financial Assets</b>			
Investment in Equity Share(Quoted)	Level 1	36,05,946.20	44,97,946.70
Investment in Equity Share(Unquoted)	Level 2	2,15,89,549.00	2,15,89,549.00

The fair value of financial assets & liabilities is classified in various fair value hierarchy based on following three levels:-

Level 1: Quoted prices (unadjusted) in active market for identical assets or liabilities.

Level 2: Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates.

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidated

Based on the evaluation of Trade Receivables, allowances are considered to account for the expected losses of these receivables. As at end of each reporting year, the carrying amount of such receivables, net of allowances (if any)

There were no transfers between Level 1 and Level 2 during the year.

When the fair value of unquoted instruments cannot be measured with sufficient reliability, the group carries such instruments at cost less impairment, if applicable.

### c) Fair value of financial assets and liabilities measured at amortised cost:

The Company uses Discounted Cash Flow Valuation Technique which involves determination of present value of expected receipt discounted using appropriate discounting rate.

Particulars	31/03/23		31/03/22	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>				
Investment in Preference Shares (Unquoted)	16,32,776	16,32,776	16,32,776	16,32,776
Investment in Debentures (Unquoted)	4,25,00,000	4,25,00,000	4,25,00,000	4,25,00,000
Security Deposit	120997387.5	120997387.5	10,05,63,142	10,05,63,142
<b>Financial Liabilities</b>				
Borrowings(including interest accrued)	7,15,72,86,370	7,15,72,86,370	4,39,39,67,938	4,39,39,67,938

The Management has assessed that the Fair Value of other financial assets and liabilities (cash and cash equivalents, trade receivables, trade payables, fixed deposits, short term loans and advances and other current liabilities) approximates their carrying amounts largely due to the short term nature of these instruments. Fair value of non-current financial instruments (other than above) approximates to their carrying value which is based on effective interest rate.

**37 Financial risk management**

The company's activities expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the company, the company has risk management policies as described below :-

**(A) Credit risk**

Credit risk refers to the risk of financial loss arising from default / failure by the counterparty to meet financial obligations as per the terms of contract. The company is exposed to credit risk for receivables, cash and cash equivalents, financial guarantees. None of the financial instruments of the Company result in material concentration of credit risks. Credit risk on receivables is minimum since sales through different mode are made after judging credit worthiness of the customers or advance payment. The history of defaults has been minimal and outstanding receivables are regularly monitored. For credit risk on the loans to parties, the company is not expecting any material risk on account of non-performance by any of the parties. The company creates allowances for all unsecured receivables and advances based on lifetime expected credit loss. The company has written off the Expected credit loss amounting to NIL (PY:Rs. 1218.76 Lakh) in current year.

**(B) Liquidity risk**

Liquidity risk refers to the risk that the company fails to honour its financial obligations in accordance with terms of contract. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, the company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

The Company does not have any derivative financial liability. The following are the remaining contractual maturities of non derivative financial liabilities at the reporting period:

**Year ended 31.3.2023**

Rs. In Lakhs

Particulars	Less than 1 year	1 to 5 years	More than 5 years	Total
Borrowings	24,235.55	47,066.16	-	71,301.71
Interest on borrowings	271.16	-	-	271.16
Trade Payables	5,101.91	-	-	5,101.91
Employee Benefits Payable	301.42	-	-	301.42
Other Liabilities	173.57	-	-	173.57
<b>Total</b>	<b>30,083.61</b>	<b>47,066.16</b>	<b>-</b>	<b>77,149.77</b>

**Year ended 31.3.2022**

Rs. In Lakhs

Particulars	Less than 1 year	1 to 5 years	More than 5 years	Total
Borrowings	6,424.23	37,432.76	-	43,856.99
Interest on borrowings	82.69	-	-	82.69
Trade Payables	2,612.74	-	-	2,612.74
Employee Benefits Payable	292.43	-	-	292.43
Other Liabilities	357.72	-	-	357.72
<b>Total</b>	<b>9,769.81</b>	<b>37,432.76</b>	<b>-</b>	<b>47,202.57</b>

**(C) Market risk**

**Foreign currency risk** is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

There is no transaction which will result in foreign currency exposure during the year .

Foreign Currency paid for the year w.r.t imports amounts to Rs 0 (PY:Rs. 17.07 Lakhs), and w.r.t travelling amounts to Rs. NIL (PY:: Rs. NIL ).

**Interest rate risk** is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company's main interest rate risk arises from short term and long-term borrowings with variable rates, which expose the company to cash flow interest rate risk.

The following table demonstrates the sensitivity to a reasonably possible changes in interest rates on that portion of loans and borrowings affected. With all other variables remaining constant, the company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Rs in lakh		
Particulars	Increase/ decrease in Basis points	Effect on Profit before tax
31.03.2023	+0.50	(357.86)
	-0.50	357.86
31.03.2022	+0.50	(219.70)
	-0.50	219.70

**(iii) Price risk**

The company's exposure to equity securities price risk arises from investments held - both quoted and unquoted and classified in the balance sheet either as fair value through OCI or at fair value through profit or loss. The company is not expecting high risk exposure from its investment in securities.

## Notes to Financial Statements

### 38 Ratio Analysis & Its Elements

In Rs.

Sl. No.	Particulars	Numerator	Denominator	Ratios		% variance	Reason for variance
				2022-23	2021-22		
1	Current Ratio ( in times )	Current Assets	Current Liabilities	2.07	1.77	16.81%	The variance is mainly on account of increase of short term loan.
2	Debt Equity Ratio ( in times )	Net Debt	Shareholder's Equity	(4.58)	(4.34)	5.60%	This variance is due to increase in debt in FY 22-23
3	Debt Service Coverage Ratio ( in times )	Net Operating Income	Debt Service	0.51	0.75	-31.98%	The variance is mainly on account of Profit in FY21-22
4	Return on Equity Ratio ( in % )	Profit for the period	Avg. Shareholders Equity				Net worth is Negative
5	Inventory Turnover Ratio ( in times )	Cost of Goods sold	Average Inventory	5.77	5.19	11.23%	The variance is mainly on account of better Inventory management
6	Trade Receivables Turnover Ratio ( in times )	Sales	Average Trade Receivables	10.09	11.37	-11.27%	The variance is mainly on account of increase in customer outstanding
7	Trade Payables Turnover Ratio ( in times )	Total Purchases	Average Trade Payables	11.50	13.90	-17.26%	The variance is mainly on account of poor management of supplier payment .
8	Net Capital Turnover Ratio ( in times )	Net Sales	Average Working Capital	1.73	8.14	-78.71%	The variance is mainly on account of increase in customer outstanding
9	Net Profit Ratio ( in % )	Net Profit	Net Sales	-0.71%	1.07%	166.76%	The Variance is mainly on account of profit due to business efficiency
10	Return on Capital employed ( in % )	EBIT	Capital Employed	9%	20%	-56.00%	The variance is mainly on account of Profit in FY22
11	Return on Investment ( in % ) *	Return/Profit/Earnings	Investment	-96.52%	262.86%	136.72%	The variance is mainly on account of Profit in FY21-22

\* Investment for the purpose of calculation of Return on Investment comprises of Equity Share Capital only .

### 39 Capital Management

For the purpose of the Company's Capital Management, Capital includes issued equity capital and all other Equity Reserves attributable to the Equity holders . The Primary objective of the Company's capital management is to maximise the Shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

Particulars	In Rs.	
	31st March 2023	31st March 2022
Long term Borrowings incl current maturities	2,63,13,63,421	2,93,90,84,876
Short term Borrowings	1,06,70,12,025	1,44,66,14,201
Less: Cash & Cash equivalent	(7,68,97,090)	(5,79,43,436)
<b>Net Debt</b>	<b>3,62,14,78,356</b>	<b>4,32,77,55,642</b>
<b>Equity</b>	<b>(63,06,47,960)</b>	<b>(61,06,71,685)</b>
Gearing Ratio	NIL	NIL

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.



## Notes to Financial Statements

- 40 Since the company operates only in one segment i.e retailing and also in one country i.e India , hence information on segment reporting with respect to operating and geographical segment is not provided .
- 41 Previous year's figures have been regroupd and rearranged wherever necessary .
- 42 **Financing disclosure**  
A) The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or other kind of funds) to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
B) The Company has not received any funds (which are material either individually or in the aggregate) from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 43 **Relationship with Struck off Companies**  
The Company do not have any transactions with company's struck off during the current and previous financial year.
- 44 **Disclosure in relation to undisclosed income**  
The Company have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the current and previous financial year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 45 **Details of Benami Property held**  
The Company does not have any Benami property. Further, there are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- 46 **Registration of charges or satisfaction with Registrar of Companies (ROC)**  
The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period as at March 31, 2023.
- 47 **Details of Crypto Currency or Virtual Currency**  
The Company have not traded or invested in Crypto currency or Virtual Currency during the current and previous financial year.
- 48 **Disclosure for no wilful default**  
The Company has not been declared as a wilful defaulter by any bank or financial institution or government or any government authority.

### Significant accounting policies

The accompanying notes are an integral part of these financial statements

In terms of our attached report of even date

For Agrawal Tondon & Co.

Chartered Accountants

FRN:-329088E

SD/-

Radhakrishnan Tondon

Partner

Membership NO. 060534

Dated : 30-05-2023

Place : Kolkata

For & on behalf of Board of Directors

SD/-

Gautam Jatia

Managing Director

DIN - 00604926

SD/-

Sujoy Chattaraj

Director

DIN - 08818352

SD/-

Blmal Kr Agarwal

Chief Financial Officer

SD/-

Amrita Bhattacharya

Company Secretary

Membership No.- A53270

**INDEPENDENT AUDITOR'S REPORT****To the Members of EMAMI FRANK ROSS LIMITED****Report on the Audit of the Consolidated Financial Statements****Opinion**

We have audited the accompanying consolidated Ind AS financial statements of **EMAMI FRANK ROSS LIMITED** ("the Holding Company") and its subsidiary( the Holding Company and its subsidiary together referred to as "the Group") which comprise the consolidated Balance Sheet as at 31st March 2023, the consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated Statement of Cash Flow and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated Ind AS financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditor on separate financial statements and on the other financial information of the subsidiary, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the Indian accounting standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2023, their consolidated loss including other comprehensive income, their consolidated cash flows, and the consolidated statement of changes in equity for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2013 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 consolidated Ind AS financial statements.



### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of consolidated Ind AS financial statements for the year ended 31<sup>st</sup> March, 2023. These matters were addressed in the context of our audit of Consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report:

Key Audit Matters	Auditor's Response
<p><b>1) Identification and disclosures of Related Parties (as described in Note 30 of the standalone Ind AS financial statements.</b></p> <p>The Company has related party transactions which include, amongst others, sale and purchase of goods/services to its related parties and lending, investment and borrowing to/from its related parties. Identification and disclosure of related parties was a significant area of focus and hence considered it as a Key Audit Matter.</p>	<p>Our audit procedures amongst others included the following:</p> <ul style="list-style-type: none"><li>• Evaluated the design and tested the operating effectiveness of controls over identification and disclosure of related party transactions.</li><li>• Obtained a list of related parties from the Company's management and traced the related parties to declarations given by directors, where applicable, and to Note 30 of the standalone Ind AS financial statements.</li><li>• Read minutes of the meetings of the Board of Directors and Audit Committee and traced related party transactions with limits approved by Audit Committee / Board.</li><li>• Read declarations of related party transactions given to the Board of Directors and Audit Committee.</li><li>• Verified the disclosures in the standalone Ind AS financial statements for compliance with Ind AS 24.</li></ul>



Key Audit Matters	Auditor's Response thereon
<p><b>2) Existence and valuation of Inventories.</b></p> <p>The value of the Company's inventories at year-end was 8025.83lakh, representing 10.55% of the Company's total assets. The existence of inventory is a key audit matter due to the involvement of high risk, basis the nature of the retail industry wherein value per unit is relatively insignificant but high volumes are involved which are distributed across different Point of Sales and warehouses.</p>	<p>In response to this key matter, our audit included, among others, the following principal audit procedures</p> <p>Understood Management's control over physical inventory counts and valuation</p> <ul style="list-style-type: none"> <li>● Evaluation of the design and testing the operating effectiveness of the internal controls relating to physical inventory counts at the stores and the warehouse. In testing this control, we observed the inventory cycle count process on a sample basis, inspected the results of the inventory cycle count and confirmed that the variances were approved and appropriately accounted for.</li> <li>● Evaluation of the design and testing the operating effectiveness of the internal controls relating to purchases, sales and inventories including automated controls</li> <li>● We have also performed roll-forward and alternate procedures on sample basis for establishing the existence of inventory as at year-end by validating purchases, sales, stock movement of inventory during the intervening period i.e. from the date physical verification was done till the year end date.</li> <li>● For a representative sample, verification that the finished goods inventories were correctly measured, using a recalculation of the measurement of those inventories based on the cost of acquiring them from suppliers and considering the costs directly attributable to such goods.</li> </ul>



### **Information Other than the Financial Statements and Auditor's Report Thereon**

The Holding Company's Board of Directors is responsible for the other information. Other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis Report, Corporate Governance and Shareholder Information but does not include the consolidated Ind AS financial statements and our auditor's report thereon.

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

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

If, based on the work we have performed on the other information 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.

### **Responsibility of Management and Those Charged with Governance for Consolidated Ind AS Financial Statements**

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

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

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





### **Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 Consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



We also 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 consolidated Ind AS financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

We did not audit the financial statements of the subsidiary, whose financial statements reflects total assets of Rs 2.59 Lakhs as at 31<sup>st</sup> March ,2023, total revenues of Rs 2.07 Lakhs and net cash inflows amounting to Rs 0.68 Lakhs for the year ended on that date, as considered in consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on 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 the section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

#### **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "B" a statement on the matters specified in paragraph 3(xxi) of the Order.

1. As required by Section 143(3) of the Act, we report that:
  - (a) We / the other auditor whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS Financial Statement.
  - (b) In our opinion, proper books of account as required by law relating to preparation of aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated



Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of consolidated Ind AS financial statement.

- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended.
- (e) On the basis of the written representations received from the directors of Holding company as on 31<sup>st</sup> March, 2023 taken on record by the Board of Directors of the Holding company and the report of the statutory auditor appointed under section 139 of the Act of its subsidiary company, none of the directors of the Group company is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to consolidated Ind AS financial statements of the Holding Company and its subsidiary and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's report in accordance with the requirement of section 197(16) of the Act, as amended :

In our opinion and to the best of our information and according to the explanation given to us, the remuneration for the year ended March 31, 2023 has been paid / provided by the Holding Company to its directors in accordance with the provisions of section 197 of the Act;

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Group has no pending litigations on its financial position in its Consolidated financial statement.
  - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no such sum which needs to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. a) The respective management of the Holding Company and its subsidiary have represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company and its subsidiary to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or its subsidiary





("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

b) The respective management of the Holding Company and its subsidiary have represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of its subsidiary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditor of the subsidiary, nothing has come to our or other auditor's attention that has caused us or the other auditor to believe that the representations under sub-clause (i) and (ii) of Rule 11 (e) as provided under (a) and (b) above, contain any material misstatement.

- v. The Company has neither declared nor paid any dividend during the year nor in the previous year.



For Agrawal Tondon & Co

Chartered Accountants

Firm's Registration Number – 329088E

*Radhakrishnan Tondon*

Radhakrishnan Tondon

Partner

Membership No: 060534

Place: Kolkata

Date: 30<sup>th</sup> May, 2023

UDIN: 23060534BGWXXL6970

## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act")**

#### **Opinion**

We have audited the internal financial controls over financial reporting of Emami Frank Ross Limited ("the Holding Company") as of March 31<sup>st</sup>, 2023 to the extent of records available with us in conjunction with our audit of the Consolidated Ind AS financial statements of the Group for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, based on the internal financial controls over financial reporting criteria established by the Holding Company considering the essentials components of the 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 is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent



applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

### **Meaning of Internal Financial Controls Over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



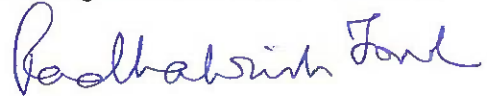
### **Limitations of Internal Financial Controls over Financial Reporting**

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

For Agrawal Tondon & Co

Chartered Accountants

Firm's Registration Number – 329088E



Radhakrishnan Tondon

Partner

Membership No: 060534



Place: Kolkata

Date: 30<sup>th</sup> May, 2023

UDIN: 23060534BGWXXL6970

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

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

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief and based on the consideration of report of other auditor of the subsidiary company, we state that:

(xxi) There are no qualifications or adverse remarks by the respective auditors in their report on Companies (Auditors Report) Order, 2020 of the companies included in the consolidated financial statements.



For Agrawal Tondon & Co  
Chartered Accountants  
Firm's Registration Number – 329088E

Radhakrishnan Tondon  
Partner  
Membership No: 060534

Place: Kolkata  
Date: 30<sup>th</sup> May, 2023  
UDIN: 23060534BGWXXL6970

**Emami Frank Ross Ltd**  
**Balance Sheet as at 31st March 2023**

Rs in Lakhs

Particulars	Notes	As at 31st March, 2023	As at 31st March, 2022
<b>ASSETS</b>			
<b>NON CURRENT ASSETS</b>			
a) Property, Plant and Equipment	2.1	4,003.12	4,085.42
b) Capital work-in-progress	2.1	11.41	67.46
c) Other Intangible Assets	2.2	283.97	72.97
d) Right of Use Assets	2.3	4,455.26	2,242.60
e) Intangible Assets under Development	2.2	-	189.96
Goodwill on consideration		36.23	36.23
f) Financial assets			
(i) Investments	3	693.28	702.20
(ii) Other Financial Assets	6	1,221.16	1,046.80
g) Deferred Tax Assets (Net)	7	3,560.91	3,293.43
h) Other non-current assets	8	236.43	223.05
<b>Total Non Current Assets</b>		<b>14,501.77</b>	<b>11,960.12</b>
<b>CURRENT ASSETS</b>			
a) Inventories	9	8,025.83	6,983.96
b) Financial assets			
(i) Trade receivable	5	5,966.31	4,969.37
(ii) Cash and cash equivalents	10	771.56	581.35
(iii) Loans	4	46,506.58	19,431.35
(iv) Other Financial Assets	11	-	-
c) Other current assets	12	367.07	254.67
<b>Total Current Assets</b>		<b>61,637.35</b>	<b>32,220.70</b>
<b>TOTAL ASSETS</b>		<b>76,139.12</b>	<b>44,180.82</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
a) Equity Share Capital	13	408.27	208.27
b) Other Equity	14	(6,677.69)	(6,278.74)
<b>Total Equity</b>		<b>(6,269.42)</b>	<b>(6,070.47)</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
a) Financial liabilities			
(i) Borrowings	15	36,396.03	22,966.61
(i)(a) Lease Liabilities	15	3,779.48	1,889.61
(ii) Other Financial Liabilities	16	24.18	23.47
<b>Total Non Current Liabilities</b>		<b>40,199.69</b>	<b>24,879.69</b>
<b>CURRENT LIABILITIES</b>			
a) Financial liabilities			
(i) Borrowings	15	34,905.67	20,890.37
(i)(a) Lease Liabilities	15	1,097.51	745.29
(ii) Trade payables	18		
(a) Total outstanding dues of Micro enterprises and small enterprises		43.53	43.99
(b) Total outstanding dues of creditors other than Micro enterprises and small enterprises		5,058.38	2,568.75
(iii) Other Financial Liabilities	19	746.15	733.72
b) Other current liabilities	20	44.96	122.67
c) Provisions	17	312.65	266.80
<b>Total Current Liabilities</b>		<b>42,208.85</b>	<b>25,371.59</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>76,139.12</b>	<b>44,180.82</b>

Significant accounting policies

The accompanying notes are an integral part of these financial statements

In terms of our attached report of even date

For & on behalf of Board of Directors

For Agrawal Tandon & Co.

Chartered Accountants

FRN:-329088E

SD/-  
Gautam Jatia  
Managing Director  
DIN - 00604926

SD/-  
Sujoy Chatteraj  
Director  
DIN - 08818352

SD/-  
Radhakrishnan Tandon  
Partner  
Membership NO. 060534

SD/-  
Bimal Kr Agarwal  
Chief Financial Officer

Dated : 30-05-2023  
Place : Kolkata

SD/-  
Amrita Bhattacharya  
Company Secretary  
Membership No.- A53270



**Emami Frank Ross Ltd**  
**Statement of Profit & Loss**  
**For the year ended 31st March 2023**

Rs in Lakh

PARTICULARS		Notes	Year ended 31st March 2023	Year ended 31st March 2022
<b>I</b>	Revenue from Operations	21	55,166.08	49,682.14
<b>II</b>	Other Income	22	4,480.37	5,995.29
<b>III</b>	<b>Total Income (I+II)</b>		<b>59,646.45</b>	<b>55,677.43</b>
<b>IV</b>	<b>Expenses :</b>			
	Purchases of Stock-in-Trade		44,364.57	37,771.11
	Changes in Inventories of Stock-in-Trade	23	(1,041.87)	950.42
	Employee Benefits Expense	24	5,464.38	4,783.84
	Finance Costs	25	6,493.26	7,034.83
	Depreciation and Amortisation Expense	2	1,770.34	2,031.75
	Other Expenses	26	3,253.80	3,563.54
	<b>Total Expenses (IV)</b>		<b>60,304.48</b>	<b>56,135.48</b>
<b>V</b>	<b>Profit/(Loss) before Exceptional Items and Tax (III-IV)</b>		<b>(658.03)</b>	<b>(458.05)</b>
<b>VI</b>	<b>Tax Expense :</b>			
	Tax relating to earlier years		1.66	0.05
	Deferred Tax	7	(266.59)	(85.16)
<b>VII</b>	<b>Profit / (Loss) for the year (V-VI)</b>		<b>(393.10)</b>	<b>(372.95)</b>
<b>VIII</b>	<b>Other Comprehensive Income</b>			
	<u>Items that will not be reclassified to Profit &amp; Loss</u>			
i	Fair value changes in Equity instrument		(8.93)	(13.60)
ii	Remeasurement of defined benefit obligation		-	36.94
iii	Income Tax relating to above		3.22	(8.43)
	<b>Other Comprehensive income net of tax</b>		<b>(5.71)</b>	<b>14.91</b>
<b>IX</b>	<b>Total Comprehensive income for the year (VII+VIII)</b>		<b>(398.81)</b>	<b>(358.03)</b>
	<b>Earnings per equity share</b>			
i	<b>Basic (Face value Rs. 10/- each)</b>		<b>(16.88)</b>	<b>(17.91)</b>
ii	<b>Diluted (Face value Rs. 10/- each)</b>		<b>(16.88)</b>	<b>(17.91)</b>

Significant accounting policies

The accompanying notes are an integral part of these financial statements

In terms of our attached report of even date  
For Agrawal Tondon & Co.  
Chartered Accountants  
FRN:-329088E

SD/-  
Radhakrishnan Tondon  
Partner  
Membership NO. 060534

Dated : 30-05-2023  
Place : Kolkata

For & on behalf of Board of Directors

SD/-  
Gautam Jafra  
Managing Director  
DIN - 00604926

SD/-  
Sujoy Chattaraj  
Director  
DIN - 08818352

SD/-  
Bimal Kr Agarwal  
Chief Financial Officer

SD/-  
Amrita Bhattacharya  
Company Secretary  
Membership No.- A53270

Emami Frank Ross Ltd  
Statement of Changes in Equity for the year ended 31st March, 2023

A Equity Share Capital

1 Current reporting period (2022-23)				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
208.27			200.00	408.27
2 Previous reporting period (2021-22)				
Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
208.27				208.27

Other Equity

Particulars	Reserves & Surplus		Other Comprehensive Income		Total Equity attributable to owners of the company	Non Controlling interest
	Retained Earnings	General Reserve	Equity Instruments through OCI	Remeasurement of Defined Benefit Plans		
Balance at 31-03-21	(8,273.74)	2,124.67	160.75	31.57	(5,920.68)	-
Total Comprehensive Income for the financial year 2021-22						
Fair value changes in Equity instrument	-	-	(13.60)	-	(13.60)	-
Tax Effect on above	-	-	(0.74)	-	(0.74)	-
Remeasurement of Defined benefit obligation	-	-	-	36.94	36.94	-
Tax Effect on above	-	-	-	(7.69)	(7.69)	-
Profit/(loss) for the year	(372.95)	-	-	-	(372.97)	-
Balance at 31-03-22	(8,646.71)	2,124.67	146.42	60.82	(6,278.74)	-
Balance as on 01.04.2022	(8,646.71)	2,124.67	146.42	60.82	(6,278.74)	-
Fair value changes in Equity instrument			(8.93)		(8.93)	-
Tax Effect on above			3.22		3.22	-
Remeasurement of Defined benefit obligation				-	-	-
Tax Effect on above				0.00	-	-
Profit/(loss) for the year	(393.10)	-	-	-	(393.10)	-
Balance at 31-03-23	(9,039.81)	2,124.67	140.71	60.82	(6,677.69)	-

Significant accounting policies

The accompanying notes are an integral part of these financial statements

In terms of our attached report of even date  
For Agrawal Tondon & Co.  
Chartered Accountants  
FRN:-329088E

Radhakrishnan Tondon  
Partner  
Membership NO. 060534

Dated : 30-05-2023  
Place : Kolkata

For & on behalf of Board of Directors

Gautam Jatia  
Managing Director  
DIN - 00604926

Sujoy Chattaraj  
Director  
DIN - 08818352

Bimal Kr Agarwal  
Chief Financial Officer

Amrita Bhattacharya  
Company Secretary  
Membership No.- A53270



<b>Emami Frank Ross Ltd</b> <b>Cash Flow statement</b> <b>For the year ended 31-March-2023</b>		
	<b>Rs in Lakhs</b>	<b>Rs in Lakhs</b>
	<b>2022-23</b>	<b>2021-22</b>
<b>A Cash flow from operating activities</b>		
Net Profit before tax	(658.03)	(458.60)
Adjustments for :-		
Depreciation and amortisation expense	1,770.35	2,031.74
Dividend	(0.80)	(0.80)
Finance costs	6,493.23	7,034.95
Interest income	(3,749.24)	(5,408.69)
Provision for Doubtful Debts & Advances Written Back		-
Profit/(loss) on sale /(disposal) of property, Plant & equipment (net)	(1.73)	(452.36)
Lease Payments	(2,510.85)	(1,311.45)
Non cash items		1,054.67
	<b>1,342.93</b>	<b>2,490.01</b>
<b>Adjustments for working capital changes</b>		
Increase/ (Decrease) in Trade Payables and Other Liabilities	2,321.70	(383.83)
(Increase)/ Decrease in Inventories	(1,041.87)	988.13
(Increase)/ Decrease in Trade Receivables	(996.94)	(1,197.91)
(Increase)/ Decrease in Loans and Advances and other financial & non financial	(300.14)	196.55
Increase/(Decrease) in Provisions	44.86	94.56
	<b>27.61</b>	<b>(302.50)</b>
<b>Cash generated from operation</b>	<b>1,370.54</b>	<b>2,187.51</b>
Less:- Direct Taxes paid/(refund received)-Net	(5.12)	(54.03)
<b>Net Cash flow from operating activities</b>	<b>1,365.42</b>	<b>2,133.48</b>
<b>B Cash flow from Investing activities</b>		
Proceeds from Sale of Property, Plant & Equipment	1.32	864.61
Interest received	94.76	1,510.89
Dividend	0.80	0.80
Purchase of Property, plant & equipment		(668.93)
Investment in optionally convertible debentures		(425.00)
Loan (given)/ repayment received from others	(23,518.75)	28,526.40
Fixed deposit made	(0.53)	32.24
<b>Net cash used in investing activities</b>	<b>(23,422.41)</b>	<b>29,841.01</b>
<b>C Cash flow from Financing activities</b>		
Repayment of Borrowings	(7,506.57)	(43,731.10)
Issue/ (redemption) of Non Convertible Debentures	10,500.00	-
Proceed from borrowing	25,747.00	19,241.00
Interest Including borrowing cost	(6,493.25)	(7,312.67)
Cash credit taken/ (repaid) (net)		(96.79)
<b>Net cash used in financing activities</b>	<b>22,247.17</b>	<b>(31,899.56)</b>
<b>Net increase /(decrease) in cash &amp; cash equivalents (A+B+C)</b>	<b>190.18</b>	<b>74.92</b>
<b>Add:- Cash &amp; Cash Equivalents -Opening balance</b>	<b>581.35</b>	<b>506.42</b>
<b>Cash &amp; cash equivalents -Closing balance</b>	<b>771.56</b>	<b>581.35</b>

Significant accounting policies

The accompanying notes are an integral part of these financial statements

In terms of our attached certificate of even date

For Agarwal Tondon & Co.

Chartered Accountants

FRN:-329088E

sd/-

Radbhakrishan Tondon

Partner

Membership NO. 060534

Dated : 30-05-2023

Place : Kolkata

For & on behalf of Board of Directors

sd/-

Gautam Jatia  
Managing Director  
DIN - 00604926

sd/-

Anurag Jatia  
Director  
DIN - 01184328

sd/-

Bimal Kr Agarwal  
Chief Financial Officer

sd/-

Amrita Bhattacharya  
Company Secretary  
Membership No.- A53270

21 Property, Plant & Equipment  
[Previous year]

**Capital Work-in-Progress aging schedule - As at 31st March, 2022**

**Capital Work-in-Progress aging schedule - As at 31st March, 2022**

**Capital Work-in-Progress aging schedule - As at 31st March, 2022**

**Capital Work-in-Progress aging schedule - As at 31st March, 2022**

**Capital Work-in-Progress aging schedule - As at 31st March, 2022**

✱

**Notes to Financial Statements**

**2.3 Right of Use Assets**  
[Previous year]

Rs in Lakhs

Particulars	Gross Block			Accumulated Depreciation and amortisation			Net Block	
	Balance as at 1st April 2021	Additions during the year	Disposals / Adjustments	Balance as at 31st March 2022	Balance as at 1st April 2021	Depreciation charge for the year	Disposals / Adjustments	Balance as at 31st March 2022
Right of Use Assets Building	6,351.01	239.30	238.37	6,351.94	2,862.82	1,278.18	31.66	2,242.60
Grand Total (A)	6,351.01	239.30	238.37	6,351.94	2,862.82	1,278.18	31.66	2,242.60
								3,488.19
								3,488.19

		Fair Value as per indAS	Fair Value as per indAS
		31st March, 2023	31st March, 2022
3.1	Particulars		
A	<b>[Investments carried at Cost]</b>		
1	<b>Investment in Equity Instruments (Unquoted)</b>		
i	<b>Subsidiary</b>		
a	Lyfresh Pvt Ltd		
	600000 Equity Shares of Rs 10/- each fully paid up	600.00	600.00
	Less:- Provision for diminution in value of investment	(600.00)	(600.00)
ii	<b>Others</b>		
a	Medico Association #		
	12 Shares**	0.42	0.42
	Less:- Provision for diminution in value of investment	(0.42)	(0.42)
b	All India Origin Chemists & Distributors Limited #		
	2000 Equity Shares of Rs. 10/- each fully paid up	0.20	0.20
	Less:- Provision for diminution in value of investment	(0.20)	(0.20)
c	Shoppers City Maintenance Co. P Ltd #		
	19800 Equity Shares of Re.1/- each fully paid up	0.20	0.20
	Less:- Provision for diminution in value of investment	(0.20)	(0.20)
B	<b>[Investments carried at Fair Value through OCI]</b>		
1	M. Bhattacharyya & Co. Private. Limited	165.09	165.09
	222 Equity Shares of Rs. 500/- each fully paid up		
2	Midkot Investment Pvt. Ltd. - Note - 1	50.80	50.80
	461825 Equity Shares of Rs. 10/- each fully paid up		
3	<b>Investment in Equity Instruments (Quoted)</b>		
	Emami Limited	35.86	44.78
	10000 Equity shares of Rs.1/- each fully paid up.		
4	Emami Realty Limited	0.20	0.20
	333 Shares of Rs.10/- each fully paid up		
	<b>Total(A+B)</b>	<b>251.95</b>	<b>260.87</b>
C	<b>Investment in Preference Shares (Unquoted)</b>		
	<b>[ Investments carried at amortised cost ]</b>		
	<b>Others</b>		
	M. Bhattacharyya & Co. Private Limited	16.33	16.33
	35000 10% Cumulative Preference Shares of Rs.100/-each fully paid up		
	Redeemable at par at any time within 20 years from date of issue		
	<b>Total(C)</b>	<b>16.33</b>	<b>16.33</b>
D	<b>Investment in Debentures (Unquoted)</b>		
	<b>[ Investments carried at amortised cost ]</b>		
	<b>Others</b>		
	M. Bhattacharyya & Co. Private Limited -Note - 2	425.00	425.00
	425 Optionally Convertible Debentures of Rs 100000/- each fully paid up		
	Redeemable on or Before 120 months from the date of Issue		
	<b>Total(D)</b>	<b>425.00</b>	<b>425.00</b>
	<b>Grand Total (A+B+C+D)</b>	<b>693.28</b>	<b>702.20</b>
	Aggregate value of Quoted Investment and market value thereof	36.06	44.98
	Aggregate value of Unquoted Investment	657.22	657.22
	# Aggregate provision for diminution in value of investments	600.82	600.82

\*\* Formed under Bombay Non - Trading Corporations Act, 1959 not having Face value of Shares

\*\* For credit risk and provision for loss allowance refer note no 37

#### Note - 1

PAN emami to Midkot shares

Vide Order of the Hon'ble National Company Law Tribunal ("NCLT") order No. C.P. (CAA) No. 89/KB/2021 connected with C.A. (CAA) No. 1237/KB/2020 dated 15/11/2021 ("Order"), Pan Emami Cosmed Limited, Emami Capital Markets Ltd., TMT Viniyogan Ltd., Newway Constructions Ltd., Karan Business Pvt. Ltd., Zen Business Pvt. Ltd., Sundew Finance Private Limited, Medial Chemical & Research Works Ltd., Sneha Abasan Pvt. Ltd., Sneha Niketan Pvt. Ltd., Ramshila Enterprise Pvt. Ltd., and EFL Foods Limited ("Transferor Companies") have been amalgamated into and with Midkot Investments Private Limited ("Company"), with the appointed date of closing hours of business on 31st March, 2020, and effective date is 9th December, 2021.

As on 31st March, 2022, the Company was holding 22750 nos. of equity shares of face value of Rs.10/- each of Pan Emami Cosmed Limited. Pursuant to the said scheme of amalgamation, during current financial year the Company while exercising its option has opted for 2030 equity shares against 100 equity shares of face value of Rs. 10/- each of Pan Emami Cosmed Limited.

No. of Shares

461825

As per Pg 24 of NCLT order clause vii to every equity shareholder of PAN, the following will be allotted

100 Class B 8% NCORPS of Rs 10/- credited as fully paid up in the transferee company for every 100 equity shares of Rs 10/- each fully paid up by such equity shareholder in PAN

OR

2030 fully paid up equity shares of Rs 10/- each of Transferee company for every 100 fully paid up equity shares of Rs 10/- each held in PAN

As per Pg 26 of the Order clause 6.10 and 6.11

EFRL is required to exercise either of the options to be provided in a notice within 25 days. In case option is not exercised for any reason then OCRPS need to be allotted. Terms of OCRPS given in Order.

#### Note-2

425 nos. Unsecured Optionally Convertible Debentures @ 100,000/- each issued by M Bhattacharyya & co Pvt Ltd. Date of allotment- 12-Jan-2022. The same is convertible into equity at the option of the issuer, or be redeemed any time within 120 months after date of allotment @ 2% premium.

**Notes to Financial Statements**

Rs in Lakhs

4	Loans	31st March, 2023	31st March, 2022
	<b>Current</b>		
	<b>Loan</b>		
	<b>To Subsidiary</b>		
	Considered Good-Unsecured unless otherwise stated	-	-
	Credit impaired	-	1,087.76
		-	1,087.76
	Less:- Allowance for Doubtful debt	-	1,087.76
		-	1,087.76
	Less:- Balance written off during the year (Refer Note-22)	-	(1,087.76)
		-	-
	<b>To related party</b>		
	Considered Good-Unsecured unless otherwise stated *	-	69.25
	(Refer Note-30)		
	<b>To others</b>		
	Considered Good-Unsecured unless otherwise stated	46,506.58	19,362.09
	<b>Total Current- A</b>	<b>46,506.58</b>	<b>19,431.34</b>
	<b>Total Loans (A)</b>	<b>46,506.58</b>	<b>19,431.34</b>

\* since received .

5	Trade receivables	31st March, 2023	31st March, 2022
	<b>Current</b>		
	Considered good -Unsecured*	-	-
	:Related party	2,073.04	1,195.71
	:Others	3,893.26	3,773.66
		5,966.31	4,969.37
	Credit impaired	7.09	7.09
	Less:- Allowance for doubtful debts and advances	(7.09)	(7.09)
	<b>Total Current -A</b>	<b>5,966.31</b>	<b>4,969.37</b>

\*- For credit risk and provision for loss allowance refer note no 37

**Trade Receivables Ageing - As at 31st March, 2023**

Particulars	Outstanding for the following period from due date of payments					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable - Considered Good	5,621.55	175.16	93.01	52.65	23.93	5,966.31
(ii) Undisputed Trade Receivable - Which have significant increase in credit risk						-
(iii) Undisputed Trade Receivable - Credit Impaired					7.09	7.09
(iv) Disputed Trade Receivable - Considered Good						-
(v) Disputed Trade Receivable - Which have significant increase in credit risk						-
(vi) Disputed Trade Receivable - Credit Impaired						-
<b>TOTAL</b>	<b>5,621.55</b>	<b>175.16</b>	<b>93.01</b>	<b>52.65</b>	<b>23.93</b>	<b>5,966.31</b>

## Notes to Financial Statements

Rs in Lakhs

### Trade Receivables Ageing - As at 31st March, 2021

Particulars	Outstanding for the following period from due date of payments					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable - Considered Good	4,716.22	95.16	78.18	32.81	46.99	4,969.37
(ii) Undisputed Trade Receivable - Which have significant increase in credit risk						-
(iii) Undisputed Trade Receivable - Credit Impaired					7.09	7.09
(iv) Disputed Trade Receivable - Considered Good						-
(v) Disputed Trade Receivable - Which have significant increase in credit risk						-
(vi) Disputed Trade Receivable - Credit Impaired						-
<b>TOTAL</b>	<b>4,716.22</b>	<b>95.16</b>	<b>78.18</b>	<b>32.81</b>	<b>46.99</b>	<b>4,969.37</b>

6	Other Financial Assets	31st March, 2023	31st March, 2022
	<b>Security Deposits</b>		
	Security Deposits-Trade	1,209.97	1,036.13
	<b>Other Advances</b>		
	Fixed Deposits pledged with Banks [including interest accrued]*	11.19	10.67
	<b>Total</b>	<b>1,221.16</b>	<b>1,046.80</b>

\*- Lien marked towards Bank Guarantee

**Notes to Financial Statements**

Note/6

**Rs in Lakh**

**Movements in Deferred Taxes**

Particulars	31-Mar-23	31-Mar-22
Deferred Tax Liability	28.56	29.44
Deferred Tax Assets	3,557.97	3,291.41
Deferred Tax Liabilities/(Asset) (Gross)	(3,529.41)	(3,261.97)
Add:- MAT Credit Entitlement	(31.50)	(31.50)
Deferred Tax Liabilities/(Asset) (Net)	(3,560.91)	(3,293.47)

Movement in Deferred Tax Liabilities/(Assets)	Liabilities/Provisions that are deducted for tax purposes when paid	Defined Benefit Obligation	On Unabsorbed Losses	Depreciation differences	Financial Assets (FVOCI)-Equity Shares	Total
As at 01 April, 2021						
Charged/(Credited)						
Recognised in Profit & Loss	(38.01)	(23.05)	136.98	(161.08)	-	(85.16)
Recognised in Other Comprehensive Income	-	10.76	-	-	(2.33)	8.43
Recognised in Other Equity	-	-	-	-	-	-
As at 31st March, 2022	(66.94)	(35.37)	(2,695.11)	(493.96)	29.45	(3,261.93)
Add:- MAT Credit Entitlement	-	-	-	-	-	(31.50)
Net Deferred Tax Liabilities/(Asset)	(66.94)	(35.37)	(2,695.11)	(493.96)	29.45	(3,293.43)
As at 01 April, 2022						
Charged/(Credited)						
Recognised in Profit & Loss	35.89	(13.20)	(125.19)	(164.09)	-	(266.59)
Recognised in Other Comprehensive Income	-	-	-	-	(0.89)	(0.89)
Recognised in Other Equity	-	-	-	-	-	-
As at 31st March, 2023	(31.05)	(48.57)	(2,820.30)	(658.05)	28.56	(3,529.41)
Add:- MAT Credit Entitlement	-	-	-	-	-	(31.50)
Net Deferred Tax Liabilities/(Asset)-as at 31-Mar-2023	(31.05)	(48.57)	(2,820.30)	(658.05)	28.56	(3,560.91)



Note7(ii) **Effective tax reconciliation**

Income Tax Recognised in Statement of Profit & Loss	31.03.2023	31.03.2022
Current Tax	-	-
(Excess)/Short Provision for Earlier Years	1.67	0.06
Deferred Tax	(266.60)	(85.15)
<b>Total Income tax Expense recognised in the current year</b>	<b>(264.93)</b>	<b>(85.09)</b>

The income tax expense can be reconciled  
to the accounting profit as follows:

Particulars	March 31,2023	March 31,2022
Profit before tax	(658.03)	(458.05)
Applicable tax rate	25.17%	25.17%
Computed Tax Expense	(165.61)	(115.28)
Add/(Deduct)	-	-
Tax effect of amounts which are not deductible/(taxable) in calculating taxable income	648.30	626.98
Tax effect of income which are not taxable	(831.26)	(979.79)
(Excess)/Short Provision for Earlier Years	1.67	0.06
Tax effect of certain temporary differences measured at lower rates	145.79	56.84
Others	(63.82)	326.10
<b>Total Income Tax Expense/(Credit)</b>	<b>(264.93)</b>	<b>(85.09)</b>

**Notes to Financial Statements**

Rs in Lakh

8	Other non-current assets	31st March, 2023	31st March, 2022
	Capital Advances	-	1.00
	Advance to Directors	-	26.68
	Advance to Employees	26.69	22.03
	<b>Other advances</b>		
	Advance Against Purchase	-	-
	Advance Against Expenses		
	To Related Party	-	-
	Others	-	-
	Prepaid Expenses	4.18	6.42
	Rent paid in advance	205.56	166.92
	<b>Total</b>	<b>236.43</b>	<b>223.05</b>

9	Inventories-At lower of cost and Net realisable value	31st March, 2023	31st March, 2022
	Stock- In-Trade	8,025.83	6,983.96
	<b>Total</b>	<b>8,025.83</b>	<b>6,983.96</b>

10	Cash and cash equivalents	31st March, 2023	31st March, 2022
	Balances with Banks		
	On Current Accounts	649.01	439.71
	Other Bank Balance		
	Fixed Deposits with Banks [including interest accrued]	3.18	9.11
	Cash in hand	118.48	132.53
	<b>Total</b>	<b>771.56</b>	<b>581.35</b>

11	Other Financial Assets	31st March, 2023	31st March, 2022
	Interest accrued but not due		
	To Subsidiary		
	Considered good-Unsecured unless otherwise stated	-	
	Credit impaired	131.00	131.00
		131.00	131.00
	Less: Provision for Doubtful debt	(131.00)	-
		-	131.00
	Less:- Balance written off during the year [ Refer Note 22]	-	(131.00)
	<b>Total</b>	<b>-</b>	<b>-</b>

12	Other current assets	31st March, 2023	31st March, 2022
	Advance to Directors	-	10.39
	Advance to Employees	45.72	35.74
	<b>Considered good ,Unsecured</b>		
	Insurance Claim Receivable	33.11	
	Advance against Purchase	8.36	7.56
	Advances with Statutory Authorities	189.06	128.38
	Prepaid Expenses	53.28	48.51
	Advance against Expenses	37.54	24.09
	<b>Total</b>	<b>367.07</b>	<b>254.67</b>

# Notes to Financial Statements

## 13 Equity Share Capital

		Rs in Lakh	
Particulars		31st March, 2023	31st March, 2022
<b>Authorised</b>			
58,00,000(PY - 38,00,000)	Equity Shares of Rs. 10/- each	580.00	380.00
6,20,000(PY - 8,20,000)	Non Cumulative Redeemable Preference shares of Rs 100/- each .	620.00	820.00
<b>Issued Subscribed &amp; Fully Paid up</b>		<b>1,200.00</b>	<b>1,200.00</b>
40,82,707(PY - 20,92,707)	Equity Shares Rs.10/- Each fully paid up	408.27	208.27
<b>Total</b>		<b>408.27</b>	<b>208.27</b>

### Reconciliation of Number of Shares

Particulars	31 March 2023		31-Mar-22	
	Number of Shares	Amount	Number of Shares	Amount
Balance at the Beginning	20,82,707	208.27	20,82,707	208.27
Shares Issued during the year	20,00,000	200.00	-	-
Shares bought back during the year	-	-	-	-
<b>Shares outstanding at the end of the year</b>	<b>40,82,707</b>	<b>408.27</b>	<b>20,82,707</b>	<b>208.27</b>

### Rights, Preferences and Restrictions Attached to Shares

The Company has only one class of Equity shares having a par value of Rs.10/- per share. Each holder of Equity Shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company the holders of Equity Shares will be entitled to receive remaining assets of the company after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

The details of shareholders holding more than 5% shares as at the end of the reporting period is stated as below:-

Name of the shareholder	31st March, 2023		31st March, 2022	
	Number of Shares Held	% of Holding	Number of Shares Held	% of Holding
Midkot Investments Pvt Ltd	6,93,747	16.99	7,51,321	36.07
Suraj Finvest Pvt Ltd	15,35,137	37.60	5,35,137	25.69
Dwakar Finvest Private Limited ( formerly known as Sneha enclave private ltd )	15,02,678	36.81	5,02,678	24.14

### Note

Company has issued 20 lakhs equity share of Rs 10 each on preferential basis in lieu of unsecured loan amounting to Rs 2 crore received from them

Details of which as follows:-

Sl no	Name of allottee	Category
1	Suraj Finvest Private limited	Promoter group company
2	Dwakar Finvest Private limited ( formerly known as Sneha enclave private ltd )	Promoter group company

**Notes to Financial Statements**  
**Shareholding of Promoters as at 31st March 2023**

**Equity Shares held by Promoters at the end of the current year**

Sl.No	Promoter name	No. of Shares as on 01.04.2022	Change during the year	No. of Shares as on 31.03.2023	% of Total shares	% Change during the year
1	PRITI A SUREKA	46,561	57,574	1,04,135	2.55%	123.65%
2	JAYANT GOENKA	15,448	-	15,448	0.38%	0.00%
3	ISHA AGARWAL	4,000	-	4,000	0.10%	0.00%
4	PRASHANT GOENKA	2,655	-	2,655	0.07%	0.00%
5	MIDKOT INVESTMENTS PRIVATE LIMITED - Note - 1	7,51,321	(57,574)	6,93,747	16.99%	-7.66%
6	SURAJ FINVEST PRIVATE LIMITED - Note - 2	-	10,00,000	15,35,137	37.60%	186.87%
7	SNEHA ENCLAVE PRIVATE LIMITED	5,02,678	10,00,000	15,02,678	36.81%	198.93%
		<b>13,22,663</b>	<b>20,00,000</b>	<b>38,57,800</b>	<b>94.49%</b>	

**Shareholding of Promoters as at 31st March 2022**  
**Equity Shares held by Promoters at the end of the Previous year**

Sl.No	Promoter name	No. of Shares as on 46,561	Change during the year	No. of Shares as on 46,561	% of Total shares	% Change during the year
1	PRITI A SUREKA	46,561	-	46,561	2.24%	0.00%
2	JAYANT GOENKA	15,448	-	15,448	0.74%	0.00%
3	ISHA AGARWAL	4,000	-	4,000	0.19%	0.00%
4	PRASHANT GOENKA	2,655	-	2,655	0.13%	0.00%
5	MIDKOT INVESTMENTS PRIVATE LIMITED - Note - 1	7,51,321	7,51,321	7,51,321	36.07%	100.00%
6	KARAN BUSINESS PRIVATE LIMITED - Note - 1	3,50,800	(3,50,800)	-	-	-100.00%
7	ZEN BUSINESS PRIVATE LIMITED - Note - 1	3,48,021	(3,48,021)	-	-	-100.00%
8	PAN EMAMI COSMED LIMITED - Note - 1	52,500	(52,500)	-	-	-100.00%
9	SNEHA GARDENS PRIVATE LIMITED - Note - 2	3,86,137	(3,86,137)	-	-	-100.00%
10	SURAJ FINVEST PRIVATE LIMITED - Note - 2	-	5,35,137	5,35,137	25.69%	100.00%
11	Sneha enclave private ltd	3,53,678.00	1,49,000.00	5,02,678.00	24.14%	42.13%
		<b>15,59,800.00</b>	<b>2,98,000.00</b>	<b>18,57,800.00</b>	<b>89.20%</b>	

**Note**

**1** Karan Business Private limited , Zen Business Private Limited , PAN EMAMI Cosmed Private Limited amalgamated with Midkot Investments Private Limited vide National Company Law Tribunal order dated 15.11.2021

**2** Karan Business Private limited , Zen Business Private Limited , PAN EMAMI Cosmed Private Limited amalgamated with Midkot Investments Private Limited vide National Company Law Tribunal order dated

## Notes to Financial Statements

### 14 Other Equity

		Rs in Lakh	
	Particulars	As At	As At
		31st March, 2023	31st March, 2022
a)	<b>Reserves &amp; Surplus</b>	<b>(6,879.22)</b>	<b>(6,485.97)</b>
	Includes General Reserves and retained earnings.		
b)	<b>Other Comprehensive Income</b>	<b>201.53</b>	<b>207.23</b>
	Includes re-measurement gains/losses on defined benefit plans and gain/loss on fair value of investments		
	<b>Total</b>	<b>(6,677.69)</b>	<b>(6,278.74)</b>

15	Financial Liabilities	31st March, 2023	31st March, 2022
(i)	<b>Borrowings</b>		
	<b>Term Loans- Secured</b>		
	From Banks #	26,313.63	18,154.53
	Less:- Current Maturities	11,299.23	6,424.23
	Non-Convertible Debentures		11,730.30
	Secured	10,500.00	
	Unsecured	9,017.95	11,236.31
	Total	19,517.95	
	Less:- Current Maturities	12,936.31	6,581.63
	Optionally Convertible Debentures-Unsecured###	14,800.00	
	<b>Total-Borrowings-(i)</b>	<b>36,396.03</b>	<b>22,966.61</b>
(i)(a)	<b>Lease Liability:</b>		
	Long Term Maturities of Lease Obligation	3,779.48	1,889.61
	<b>Total-Lease Liability-(i)(a)</b>	<b>3,779.48</b>	<b>1,889.61</b>
	<b>Total-Non Current- A</b>	<b>40,175.51</b>	<b>24,856.22</b>
(i)	<b>Borrowings</b>		
	<b>Loans Repayable on Demand</b>		
	<b>Secured Loan from Banks</b>		
	Cash Credit [ Note 15.1 ]	(717.88)	825.14
	Working Capital Demand Loan [ Note 15.1 ]	6,400.00	5,225.14
	<b>Unsecured #</b>		
	Related Party	4,988.00	9,241.00
	Current Maturities of Long Term Borrowings [Refer Note 15]	25,935.55	6,424.23
	<b>Total-Borrowings-(i)</b>	<b>36,605.67</b>	<b>20,890.37</b>
(i)(a)	<b>Lease Liability:</b>		
	Current Maturities of Lease Obligation	1,097.51	745.29
	<b>Total-Lease Liability-(i)(a)</b>	<b>1,097.51</b>	<b>745.29</b>
	<b>Total-Current-B</b>	<b>37,703.18</b>	<b>21,635.66</b>
	<b>Total Borrowings (A+B)</b>	<b>77,878.69</b>	<b>46,491.88</b>
	# Refer Note 29		

15.1 Bank-1 -Cash Credit And Working Capital Demand Loan are secured primarily by way of hypothecation on the entire Current Assets of the company existing and future comprising of Stock-in-trade, receivables, book debts and other current assets. These loans are further secured Collaterally by way of Hypothecation / mortgage on all fixed assets (excluding vehicles) of the company, both present and future.

Bank-2 -Subservient charge by way of Hypothecation over entire Current asset & moveable Fixed assets of the company (both present & future). Also, exclusive charge by way of pledge of shares of promoter shareholder and also corporate guarantee by a promoter shareholder.

#### ###Secured Rated, listed and unlisted redeemable Non Convertible debenture (NCD)

The company has issued 980 listed secured Rated & 220 unlisted secured Rated redeemable & non convertible debentures of face value of Rs 10,00,000/- each on private placement basis aggregating to Rs 120 crores (98 crores +22 crores) during FY22-23 in pursuance of articles of association of company and as approved by board of directors of the company.

The coupon related to NCDs will be linked to and be equivalent to average of 1year MCLR (ie. Marginal Cost of Funds Based Lending Rate) of 4 banks viz. ICICI Bank, HDFC Bank, SBI and Bank of Baroda plus applicable Spread and shall be reset on quarterly basis at the beginning of each quarter ( i.e. on April 1, July 1, October 2, and January 1 of each year) As on date of execution of this Deed, the Coupon comprises of (i) the average 1-year MCLR as on April 1, 2022, of 7.20% p.a and (ii) spread of 2.3% p.a

#### ###Zero Coupon Unsecured Optionally Convertible Debentures (OCD)

The company has restructure its finances and has issued 14800 zero coupon unsecured optionally Convertible Debentures @ Rs 1,00,000/- each on preferential basis amounting to 148 crores in FY 22-23 in pursuance of articles of association of company and as approved by board of directors and shareholders of the company.

The OCDs shall be optionally convertible into the equity shares of the company and/ or redeemable at any time at the option of the issuer within a period of 10 years for the date of allotment. The OCD shall be redeemed within a period of 30 days after the expiry of 10 years i.e at the end of tenure of the OCD if not converted into equity shares.

Each debenture holders shall be entitled to be present at the meeting of debenture holders and vote on any resolution which affects their rights & Interest shall be payable yearly @ 1% on the paid up value of debentures as on 31st march, each year.

16	Other Financial Liabilities	31st March, 2023	31st March, 2022
	Interest due to MSME	1.68	0.97
	Deposit against rent	22.50	22.50
	<b>Total Non Current</b>	<b>24.18</b>	<b>23.47</b>

17	Provisions	31st March, 2023	31st March, 2022
	<b>Provision for Employee Benefits</b>		
	For Gratuity	182.06	143.04
	For Leave	130.07	123.76
	Other short term provision	0.52	266.80
	<b>Total</b>	<b>312.65</b>	<b>266.80</b>

18	Trade payables	31st March, 2023	31st March, 2022
a	Total outstanding dues of Micro enterprises and small enterprises	43.53	43.99
b	Total outstanding dues of creditors other than Micro enterprises and small enterprises	5,058.38	2,568.75
	<b>Total</b>	<b>5,101.91</b>	<b>2,612.74</b>

**Trade Payables Ageing - As at 31st March, 2023**

Particulars	Outstanding for the following period from due date of payments				TOTAL
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	55.22	0.33	0.24	-	55.78
(ii) Others	2,356.48	2,408.07	172.32	109.25	5,046.13
(iii) Disputed dues - MSME					
(iv) Disputed dues - Others					
<b>TOTAL</b>	<b>2,411.70</b>	<b>2,408.40</b>	<b>172.56</b>	<b>109.25</b>	<b>5,101.91</b>

**Trade Payables Ageing - As at 31st March, 2022**

Particulars	Outstanding for the following period from due date of payments				TOTAL
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	41.95	1.67	0.35	0.03	43.99
(ii) Others	2,378.25	103.79	40.58	46.09	2,568.72
(iii) Disputed dues - MSME					
(iv) Disputed dues - Others					
<b>TOTAL</b>	<b>2,420.20</b>	<b>105.46</b>	<b>40.93</b>	<b>46.12</b>	<b>2,612.71</b>

19	Other Financial Liabilities	31st March, 2023	31st March, 2022
	Interest accrued but not due on Borrowings	271.16	82.69
	<b>Other Payables</b>		
	Employee Expense	301.42	292.43
	Creditors for Capital Goods	(31.06)	53.47
	Liabilities for Expenses	204.63	305.13
	<b>Total</b>	<b>746.15</b>	<b>733.72</b>

20	Other current liabilities	31st March, 2023	31st March, 2022
	Statutory Liabilities	-	13.42
	Advance from Customers	43.77	108.24
	Other payable	1.19	1.01
	<b>Total</b>	<b>44.96</b>	<b>122.67</b>

**Notes to Financial Statements**

**Rs in Lakh**

21	Revenue from Operations	2022-23	2021-22
	Sale of Products	54,751.05	49,403.93
	<b>Other Operating Revenues</b>		
	Rent	61.85	55.01
	Income From Store Displays	307.04	198.14
	Franchisee Fees	44.88	14.12
	Facility Management Fees	1.26	10.94
	<b>Total</b>	<b>55,166.08</b>	<b>49,682.14</b>

22	Other Income	2022-23	2021-22
	<b>Interest Income</b>		
	Interest on Loan given	3,681.12	5,331.90
	<b>Interest on Others</b>		
	Interest income on financial assets at amortised cost	65.95	71.56
	Interest on Deposit	2.18	3.80
	Interest on Income Tax refund	-	1.43
	Discount Received	0.60	
	Income From Slump Sale	671.61	
	Dividend on Long Term Non-Trade Investment	0.80	0.80
	Profit on sale of Fixed Assets	1.73	444.64
	Provision for Loans / Debts Written off	-	
	Less : Adjusted against Provision	-	-
	Insurance Claim	33.11	0.33
	Compensation-Business Claim	-	-
	Liabilities Written Back	4.22	116.71
	Miscellaneous Receipts	19.05	24.12
	<b>Total</b>	<b>4,480.37</b>	<b>5,995.29</b>

23	Changes in Inventories of Stock-in-Trade	2022-23	2021-22
	(I) Opening Inventory	6,983.96	7,934.38
	(II) Closing Inventory	8,025.83	6,983.96
	<b>(Increase)/Decrease</b>	<b>(1,041.87)</b>	<b>950.42</b>

24	Employee Benefits Expense	2022-23	2021-22
	Salaries and Wages	4,949.67	4,310.61
	Contribution to Provident and Other Funds	380.61	352.20
	Staff Welfare Expense	134.10	121.03
	<b>Total</b>	<b>5,464.38</b>	<b>4,783.84</b>

\*Being Sale of business at Chennai under "Starmark" division.



**Notes to Financial Statements**

Rs in Lakh

25	<b>Finance Costs</b>	<b>2022-23</b>	<b>2021-22</b>
	Finance cost on Lease obligation	454.77	128.05
	Interest Expense- Non Convertible Bonds	2,132.36	1,427.97
	Interest to Banks , Working capital Loans , Interest on Unsecured loans Etc.	3,332.97	5,069.19
	Other Borrowing Costs	573.16	409.62
	<b>Total</b>	<b>6,493.26</b>	<b>7,034.83</b>

26	<b>Other Expenses</b>	<b>2022-23</b>	<b>2021-22</b>
	Power & Fuel	323.31	289.43
	Rent & License Fees	506.07	447.89
	Repairs to Building	13.18	-
	Maintenance Charges	666.04	629.18
	Security Charges	61.52	54.34
	Insurance	11.18	27.01
	Rates & Taxes	119.55	113.93
	Advertisement & Sales Promotion	197.46	106.47
	Commission	69.91	54.30
	Professional & Legal Charges [Refer note - 27]	530.24	225.45
	Internet and other communication expenses	71.38	68.95
	Loss on sale / discard of Fixed Assets	1.46	9.76
	Balances written off	-	981.50
	Miscellaneous Expenses	682.49	555.32
	<b>Total</b>	<b>3,253.80</b>	<b>3,563.54</b>

**27 Payment To Auditors**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Audit Fees	12.54	12.54
Tax Audit Fees	0.96	0.96
Limited Review	1.50	1.50
Other Services	5.92	0.12
<b>Total</b>	<b>20.92</b>	<b>15.12</b>

**28 Information for Earnings per share as per IND AS 33**

Particulars	As at 31st March 2023	As at 31st March 2022
Net Profit	(393.10)	(372.95)
Weighted average number of shares	23,29,282	20,82,707
Earnings per share - Basic & diluted	(16.88)	(17.91)

Sl. No.	Type of Loan	ROI as on 31-Mar-17	Security	Principal amount	Amount outstanding as on 31-Mar-23		Amount outstanding as on 31-Mar-22	
					1,775		2,444	
1	Working Capital_term Loan- Under ECLGS of NCCTC	9.25% p.a on outstanding INR	Second charge over all existing primary & collateral securities including mortgages created in favour of the bank, subject to the subsisting charges created over various primary and collateral securities, including securities charged by third parties.	Principal amount	Repayment Schedule		Repayment Schedule	
					Date	Amount	Date	Amount
					30-Apr-23	55.46	30-Apr-22	55.46
					31-May-23	55.46	31-May-22	55.46
					30-Jun-23	55.46	30-Jun-22	55.46
					31-Jul-23	55.46	31-Jul-22	55.46
					31-Aug-23	55.46	31-Aug-22	55.46
					30-Sep-23	55.46	30-Sep-22	55.46
					31-Oct-23	55.46	31-Oct-22	55.46
					30-Nov-23	55.46	30-Nov-22	55.46
					31-Dec-23	55.46	31-Dec-22	55.46
					31-Jan-24	55.46	31-Jan-23	55.46
					29-Feb-24	55.46	28-Feb-23	55.46
					31-Mar-24	55.46	31-Mar-23	55.46
					30-Apr-24	55.46	30-Apr-23	55.46
					31-May-24	55.46	31-May-23	55.46
					30-Jun-24	55.46	30-Jun-23	55.46
					31-Jul-24	55.46	31-Jul-23	55.46
					31-Aug-24	55.46	31-Aug-23	55.46
					30-Sep-24	55.46	30-Sep-23	55.46
					31-Oct-24	55.46	31-Oct-23	55.46
					30-Nov-24	55.46	30-Nov-23	55.46
					31-Dec-24	55.46	31-Dec-23	55.46
					31-Jan-25	55.46	31-Jan-24	55.46
					28-Feb-25	55.46	29-Feb-24	55.46
					31-Mar-25	55.46	31-Mar-24	55.46
					30-Apr-25	55.46	30-Apr-24	55.46
					31-May-25	55.46	31-May-24	55.46
					30-Jun-25	55.46	30-Jun-24	55.46
					31-Jul-25	55.46	31-Jul-24	55.46
					31-Aug-25	55.46	31-Aug-24	55.46
					30-Sep-25	55.46	30-Sep-24	55.46
					31-Oct-25	55.46	31-Oct-24	55.46
					30-Nov-25	55.46	30-Nov-24	55.46
							31-Dec-24	55.46
							31-Jan-25	55.46
							28-Feb-25	55.46
							31-Mar-25	55.46
							30-Apr-25	55.46
							31-May-25	55.46
							30-Jun-25	55.46
							31-Jul-25	55.46
							31-Aug-25	55.46
							30-Sep-25	55.46
							31-Oct-25	55.46
							30-Nov-25	55.46
								-
2	Term Loan-Rupee	1yr MCLR+0.45% - At present 9.10% p.a on outstanding INR	Subservient charge by way of hypothecation over entire current asset and moveable fixed asset of the company (both present and future). The same is further secured by pledge of shares by a promoter shareholder. Further secured by way of corporate guarantee of a promoter	Principal amount	333		667	
					Repayment Schedule		Repayment Schedule	
					Date	Amount	Date	Amount
					01-Jun-23	83	01-Jun-22	83
					01-Sep-23	83	01-Sep-22	83
					01-Dec-23	83	01-Dec-22	83
					01-Mar-24	83	01-Mar-23	83
							01-Jun-23	83
							01-Sep-23	83
							01-Dec-23	83
							01-Mar-24	83
3	Term Loan-Rupee	15%p.a on outstanding INR	First Charge by way of Hypothecation / mortgage on all the fixed assets (movable and immovable) of the company, both present and future excluding Vehicles. The same is further secured by pledge of shares by a promoter shareholder	Principal amount	1,200		2,175	
					Repayment Schedule		Repayment Schedule	
					Date	Amount	Date	Amount
					30-Jun-23	300	30-Jun-22	225
					30-Sep-23	450	30-Sep-22	225
					30-Dec-23	450	31-Dec-22	225
							31-Mar-23	300
							30-Jun-23	300
							30-Sep-23	450
							30-Dec-23	450
4	Term Loan-Rupee	15%p.a on outstanding INR	1st Charge by way of Hypothecation / mortgage on all the fixed assets (movable and immovable) of the company, both present and future excluding Vehicles. The same is further secured by pledge of shares by a promoter shareholder	Principal amount	2,100		4,550	
					Repayment Schedule		Repayment Schedule	
					Date	Amount	Date	Amount
					30-Jun-23	1,050	30-Jun-22	525
					28-Sep-23	1,050	30-Sep-22	525
							31-Dec-22	700
							31-Mar-23	700
							30-Jun-23	1,050
							28-Sep-23	1,050
							-	-
							-	-
5	Term Loan-Rupee	15%p.a on outstanding INR	1st Charge by way of Hypothecation / mortgage on all the fixed assets (movable and immovable) of the company, both present and future excluding Vehicles. The same is further secured by pledge of shares by a promoter shareholder	Principal amount	6,499		8,500	
					Repayment Schedule		Repayment Schedule	
					Date	Amount	Date	Amount
					30-Apr-23	167	30-Apr-22	
					31-May-23	167	31-May-22	

					30-Jun-23	167	
					31-Jul-23	167	
					31-Aug-23	167	
					30-Sep-23	167	
					31-Oct-23	167	
					30-Nov-23	167	
					31-Dec-23	167	
					31-Jan-24	167	
					29-Feb-24	167	
					31-Mar-24	167	
					30-Apr-24	167	
					31-May-24	167	
					30-Jun-24	167	
					31-Jul-24	167	
					31-Aug-24	167	31-Aug-23
					30-Sep-24	167	30-Sep-23
					31-Oct-24	167	31-Oct-23
					30-Nov-24	167	30-Nov-23
					31-Dec-24	167	31-Dec-23
					31-Jan-25	167	31-Jan-24
					28-Feb-25	167	
					31-Mar-25	167	
					30-Apr-25	167	
					31-May-25	167	
					30-Jun-25	167	
					31-Jul-25	167	
					31-Aug-25	167	
					30-Sep-25	167	
					31-Oct-25	167	
					30-Nov-25	167	
					31-Dec-25	167	
					31-Jan-26	167	
					28-Feb-26	167	
					31-Mar-26	167	
					30-Apr-26	167	
					31-May-26	167	
					30-Jun-26	165	
							30-Nov-25
							31-Dec-25
							31-Jan-26
							28-Feb-26
							31-Mar-26
							30-Apr-26
							31-May-26
							30-Jun-26
6	Rated/unlisted Redeemable Non-Convertible Debentures	12% interest p.a	112.5 Bonds issued at face value of Rs 1cr each repayable by way of bullet repayment on the expiry of the term of debenture. Secured by way of pledge of shares by promoter shareholding and also guaranteed by a promoter shareholder. Also, hypothecation over a designated account.	Principal amount	11,250		11,250
					Repayment Schedule		Repayment Schedule
					Date	Amount	Date
					10-Jul-23	11,250	10-Jul-23
							11,250
Total Outstanding as at year end-Principal					23,157		29,582
Total Outstanding as at year end-amortised cost as per INDAS					28,416		29,391
Current Maturities-Principal					17,549		5,275

Sl. No.	Type of Loan	ROI as on 31-Mar-23	Security	Principal amount	Amount outstanding as on 31-Mar-23		Amount outstanding as on 31-Mar-22	
1	Term Loan-Rupee	10.25%	First charge by way of Hypothecation / mortgage on all the fixed assets (movable and immovable) of the company, both present and future. Second charge by way of hypothecation of the entire Current assets of the company, existing and future, comprising, inter alia, of stocks of raw material, work in progress, finished goods, receivables, book debts and other current assets.		7,291.67			
					Repayment Schedule		Repayment Schedule	
					Date	Amount	Date	Amount
					30-Apr-23	208.33		
					31-May-23	208.33		
					30-Jun-23	208.33		
					31-Jul-23	208.33		
					31-Aug-23	208.33		
					30-Sep-23	208.33		
					31-Oct-23	208.33		
					30-Nov-23	208.33		
					31-Dec-23	208.33		
					31-Jan-24	208.33		
					29-Feb-24	208.33		
					31-Mar-24	208.33		
					30-Apr-24	208.33		
					31-May-24	208.33		
					30-Jun-24	208.33		
					31-Jul-24	208.33		
					31-Aug-24	208.33		
					30-Sep-24	208.33		
					31-Oct-24	208.33		
					30-Nov-24	208.33		
					31-Dec-24	208.33		
					31-Jan-25	208.33		
					28-Feb-25	208.33		
					31-Mar-25	208.33		
					30-Apr-25	208.33		
					31-May-25	208.33		
					30-Jun-25	208.33		
					31-Jul-25	208.33		
					31-Aug-25	208.33		
					30-Sep-25	208.33		
					31-Oct-25	208.33		
					30-Nov-25	208.33		
					31-Dec-25	208.33		
					31-Jan-26	208.33		
					28-Feb-26	208.33		
						0		

	Term Loan-Rupee	10.25%	First charge by way of Hypothecation / mortgage on all the fixed assets (movable and immovable) of the company, both present and future. Second charge by way of hypothecation of the entire Current assets of the company, existing and future, comprising, Inter alia, of stocks of raw material, work in progress, finished goods,	Principal amount	7,291.67	
					Repayment Schedule	Repayment Schedule
					Date Amount	Date Amount
					30-Apr-23 208.33	
					31-May-23 208.33	
					30-Jun-23 208.33	
					31-Jul-23 208.33	
					31-Aug-23 208.33	
					30-Sep-23 208.33	
					31-Oct-23 208.33	
					30-Nov-23 208.33	
					31-Dec-23 208.33	
					31-Jan-24 208.33	
					29-Feb-24 208.33	
					31-Mar-24 208.33	
					30-Apr-24 208.33	
					31-May-24 208.33	
					30-Jun-24 208.33	
					31-Jul-24 208.33	
					31-Aug-24 208.33	
					30-Sep-24 208.33	
					31-Oct-24 208.33	
					30-Nov-24 208.33	
					31-Dec-24 208.33	
					31-Jan-25 208.33	
					28-Feb-25 208.33	
					31-Mar-25 208.33	
					30-Apr-25 208.33	
					31-May-25 208.33	
					30-Jun-25 208.33	
					31-Jul-25 208.33	
					31-Aug-25 208.33	
					30-Sep-25 208.33	
					31-Oct-25 208.33	
					30-Nov-25 208.33	
					31-Dec-25 208.33	
					31-Jan-26 208.33	
					28-Feb-26 208.33	
					0	
	Bond Listed 48 Cr (INE711X07070)	10.25%p.a on outstanding INR	Average of 1 year of MCLR of 4 Banks viz. ICICI Bank, HDFC Bank, SBI & Bank of Baroda plus applicable spread rates	Principal amount	3,300	
					Repayment Schedule	Repayment Schedule
					Date Amount	Date Amount
					30-Jun-23 500	
					30-Sep-23 600	
					31-Dec-23 600	
					21-Apr-24 1,600	
	Bond Listed (INE711X07062)	10.25%p.a on outstanding INR	Average of 1 year of MCLR of 4 Banks viz. ICICI Bank, HDFC Bank, SBI & Bank of Baroda plus applicable spread rates	Principal amount	4,200	
					Repayment Schedule	Repayment Schedule
					Date Amount	Date Amount
					30-Jun-25 600	
					30-Sep-25 600	
					31-Dec-25 600	
					31-Mar-26 600	
					30-Jun-26 600	
					30-Sep-26 600	
					31-Dec-26 600	
	Bond Listed (INE711X07054)	10.25%p.a on outstanding INR	Average of 1 year of MCLR of 4 Banks viz. ICICI Bank, HDFC Bank, SBI & Bank of Baroda plus applicable spread rates	Principal amount	800	
					Repayment Schedule	Repayment Schedule
					Date Amount	Date Amount
					30-Jun-24 400	
					30-Sep-24 400	
					0	
	Bond Unlisted (INE711X07088)	10.25%p.a on outstanding INR	Average of 1 year of MCLR of 4 Banks viz. ICICI Bank, HDFC Bank, SBI & Bank of Baroda plus applicable spread rates	Principal amount	1,000	
					Repayment Schedule	Repayment Schedule
					Date Amount	Date Amount
					31-Dec-24 500	
					31-Mar-25 500	
					0	
	Bond Unlisted (INE711X07096)	10.25%p.a on outstanding INR	Average of 1 year of MCLR of 4 Banks viz. ICICI Bank, HDFC Bank, SBI & Bank of Baroda plus applicable spread rates	Principal amount	12,00,00,000	
					Repayment Schedule	Repayment Schedule
					Date Amount	Date Amount
					31-Mar-27 600	
					30-Jun-27 600	

## Notes to Financial Statements

### 30 Related Party Disclosure

#### I) Parties where control exists

##### Subsidiary

Lyfresh Pvt Ltd- wholly owned subsidiary

#### II) Key Managerial Personnel & Other Directors

##### Key Managerial Personnel

- 1 Mr Gautam Jatia
- 2 Mr Sujay Chattaraj
- 3 Ms Chadaravalli Srinivasa Bhatta Nalini
- 4 Mr. Anurag Jatia
- 5 Mr. Amit Agarwal [ Joined w.e.f 02-05-2022 & resigned on 19-01-2023 ]
- 6 Mr. Akhilesh Agarwal [ resigned w.e.f 31-03-2022 ]
- 7 Mr. Bimal Agarwal [ Joined w.e.f 29-04-2023 ]
- 8 Ms Amrita Bhattacharya

##### Description of Relationship

Managing Director & Chief Executive Officer  
 Wholetime Director  
 Wholetime Director  
 Wholetime Director  
 Chief Financial Officer  
 Chief Financial Officer  
 Chief Financial Officer  
 Company Secretary

##### Other Directors

- 1 Mr. Debashish Bhaumik
- 2 Mr. Pramod Kumar Shah
- 3 Mrs Karabi Sengupta

Independent Director  
 Independent Director  
 Independent Director

#### III) Relatives of Key Managerial personnel

- 1 Mr. R.K. Jatia (Upto 31.01.2023-Demise)
- 2 Mrs Vandana Jatia
- 3 Mrs Neeta Agarwal( Upto 31-03-2022 )

#### IV) Entities having significant influence over the group

- 1 Midkot Investments Private Limited [ Company was an associate of the Entity upto 14.02.2023. Now a promoter company]
- 2 Suraj Finvest Private Limited [ name changed from Sneha Gardens Pvt. Ltd. ] [ Company is an associate of the Entity ]
- 3 Diwakar Finvest Private limited ( formerly known as Sneha enclave private ltd ) [ Company is an associate of the Entity ]

#### V) Other related parties with which Company has transaction

- 1 AMRI Hospitals Ltd.
- 2 Archana promoters & Developers Pvt Ltd
- 3 Emami Agrotech Ltd.
- 4 Emami Capital Markets Ltd (Merged with Midkot Investment Pvt Ltd - Date - 15-11-2022)
- 5 Karan Business Pvt. Ltd (Merged with Midkot Investment Pvt Ltd - Date - 15-11-2022)
- 6 Emami Realty Ltd.
- 7 Emami Art Pvt. Ltd
- 8 Emami Ltd.
- 9 Emami Paper Mills Ltd.
- 10 Emami Foundation
- 11 M Bhattacharyya & Co. Pvt. Ltd.
- 12 New Way constructions Ltd (Merged with Midkot Investment Pvt Ltd-Date-15-11-2022)
- 13 Niramay Distributors Pvt Ltd.
- 14 PAN Emami Cosmed Ltd . (Merged with Midkot Investment Pvt Ltd-Date-15-11-2022)
- 15 Premier Ferro Alloys & Securities Ltd.
- 16 Shopper's city maintenance company Pvt ltd
- 17 South city Projects Kolkata Ltd.
- 18 Shri Prashant Goenka
- 19 Naye Disha Communications Pvt Ltd
- 20 Shri Jayant Goenka
- 21 Smt Priti A Surekha
- 22 SGN Retail Pvt Ltd
- 23 Diwakar Finvest Private limited ( formerly known as Sneha enclave private ltd )

#### Details of Related Party Transactions

Description of relationship with party	Nature of Transaction	For the Financial year		Amount outstanding **	
		2022-23	2021-22	As on 31.03.23	As on 31.03.22
Key Managerial Personnel	Salary	168.89	262.54	-	-
	Perquisites	19.11	13.19	-	-
	Sale of Fixed Assets	-	32.53	-	-
	Rent Received	-	0.34	-	0.34
	Loans & Advance Given	5.07	43.91	-	37.51
Other Directors	Sitting fees	2.75	2.30	-	-
Relatives of Key Managerial Personnel	Salary	12.48	11.29	-	-
	Perquisites	1.99	8.61	-	-
	Retainership	64.00	37.80	-	-
Other Entities	Sale of Goods	11,386.97	8,286.06	2,073.04	1,195.71
	Display Charges	35.37	19.64	-	-
	Rent Received	0.47	0.40	-	-
	Ambulance Hire Charges	-	6.16	-	-
	Reimbursement of exp-Income	-	3.13	-	-
	Purchase of Assets	5.34	30.00	-	-
	Purchase of Goods	8,946.52	7,495.85	(70.53)	(93.87)
	Guarantee Commission Paid	138.54	117.75	(21.76)	(40.38)
	Interest on Loan taken	1,023.66	2,419.89	(253.47)	(82.69)
	Rent & maintenance paid	344.65	212.70	-	(8.57)
	Royalty	11.80	10.00	-	-
	Electricity Charges	34.47	13.24	(13.07)	(6.42)
	Advt & Sales promotion	-	2.16	-	7.89
	Interest on Loan Given	1.64	335.62	-	-
	Advance/Deposit given	-	325.00	1.02	1.02
	Reimbursement of exp	387.13	368.61	-	-
	Loan Given	-	4,065.00	-	69.25
	Loan Given refunded	69.25	12,462.00	-	-
	Loan Taken	32,164.00	51,026.00	(4,988.00)	(9,241.00)
	Loan Taken refund back	36,417.00	41,785.00	-	-

\*\* Figures in brackets denote Credit Balance

- 31 Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Therefore, Net Deferred Tax Asset of Rs 3560.93 lakhs (P.Y.- Rs.3293.43 lakh) has been recognised till date in the accounts in compliance with IND AS 12 on "Income Taxes"

32 **Contingent Liabilities & Commitments :-**

a **Contingent Liabilities**

Particulars	31-Mar-23	31-Mar-22
Bank Guarantees	476.95	403.04

Contingent Liability disclosed above represents possible obligations where the possibility of cash outflow to settle the obligation is remote .

b **Commitments**

Estimated amount of Commitment not provided - Rs. Nil .

33 **Assets given on Operating Lease**

- a The company has given assets under non-cancellable operating lease . The total lease rent received on the same is Rs 0.40 Lakh- [ P.Y - Rs 0.40 Lakh ]

- b The minimum future lease rentals receivable in respect of non-cancellable lease as at 31-March-23 are as under:

Particulars	31-Mar-23	31-Mar-22
Lease contributions for the year	0.40	0.40
Minimum Lease payment contributions		
-Not later than one Year	0.40	0.40
-Later than one year but not later than five years	2.00	2.00
-Later than 5 years	13.20	13.60

34 **Assets taken on Operating Lease**

- a The company has taken shops on rent.The total minimum lease payments and present value of minimum lease payments are as follows:-

Particulars	31-Mar-23		31-Mar-22	
	Minimum Lease payments	Present value of Minimum lease payments	Minimum Lease payments	Present value of Minimum lease payments
-Not later than one Year	1,512.09	1,097.51	1,026.83	745.29
-Later than 1 Year	5,088.27	3,779.48	2,543.95	1,889.61

The difference between minimum lease payments and the present value of minimum lease payments of Rs. 1698.21 lakh (P.Y. Rs 935.88 lakh) represents interest not due .

## 35 Defined benefit plan

## 35.1 Defined benefit plan (Gratuity)

i	Gratuity: The Company has a defined Gratuity Plan for its employees. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The Scheme is funded with an insurance company in the form of qualifying insurance policy.				
	Particulars	Year ended 31st March 2023		Year ended 31st March 2022	
			Gratuity Funded		Gratuity Funded
A	Components of Employer Expenses				
1	Current Service Cost		86.06		70.94
2	Past service Cost		-		-
3	Loss/(Gain) on settlement		-		-
4	Net interest income/(cost) on the net defined benefit liability (Asset)		10.44		7.10
5	Total Expenses recognised in the Statement of Profit & Loss		96.50		78.04
B	Net asset/(liability) recognised in balance sheet as at 31st March 2023				
1	Present value of Defined Benefit Obligation		641.95		572.11
2	Fair value of plan assets		459.90		429.07
3	Funded Status [Surplus/(deficit)]		(182.06)		(143.04)
4	Net asset/(liability) recognised in balance sheet		(182.06)		(143.04)
C	Change in Defined Benefit Obligation during the year ended 31st March 2023				
1	Present value of DBO at beginning of period		572.11		520.75
2	Current Service Cost		86.06		70.94
3	Interest Cost		41.76		35.93
4	Re-measurement (or actuarial)(gain)/loss arising from		-		-
	-Change in demographic assumptions		-		-
	-Change in financial assumptions		7.61		(26.92)
	-Experience variation (i.e Actual experience vs assumptions)		(10.31)		(9.21)
5	Past Service cost		-		-
6	Benefits Paid		(55.27)		(19.38)
7	Acquisition adjustment		-		-
8	Effect of business combinations or disposals		-		-
7	Present value of DBO at the end of period		641.96		572.11
D	Change in Fair Value of Assets				
1	Fair value of Planned assets at beginning of period		429.06		417.88
2	Investment income		31.32		28.83
3	Employer's contribution		57.51		0.93
4	Benefits paid		(55.27)		(19.38)
5	Return on plan assets, excluding amount recognised in net interest expense		(2.73)		0.80
			-		-
6	Acquisition adjustment				
7	Fair value of Plan assets at end of the period		459.89		429.06
E	Other Comprehensive Income				
1	Actuarial (gains)/Losses				
	-Changes in demographic assumptions		-		-
	-Changes in financial assumptions		7.61		(26.92)
	-Experience variance (i.e Actual experience vs assumptions)		(10.31)		(9.21)
2	Return on plan assets, excluding amount recognised in net interest expense		2.73		(0.80)
3	Components of defined benefit costs recognised in other comprehensive income		0.03		(36.94)



ii	The Major categories of plan assets as a % of total plan assets	Year ended 31st March 2023	Year ended 31st March 2022
	Fund managed by insurer	100%	100%

iii	Assumptions	Year ended 31st March 2023	Year ended 31st March 2022
	<b>Financial assumptions</b>		
	Discount rate %	7.30%	7.30%
	Rate of increase in salaries	9% p.a	9% p.a
	<b>Demographic assumptions</b>		
	Mortality rate (% of IALM 2012-14)	100%	100%
	Normal retirement age	58 years	58 years
	Attrition rates, based on age(% p.a) for all ages	2% p.a	2% p.a

iv	Sensitivity analysis
	Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate expected salary increase and mortality . The sensitivity analysis below have been determined based on reasonable possible changes of the assumptions occurring at the end of the reporting period , while holding all other assumptions constant. The results of sensitivity analysis is given below:-

	Revenue from operation	Year ended 31st March 2023	Year ended 31st March 2022
	Defined benefit obligation base	641.95	572.11

		Year ended 31st March 2023		Year ended 31st March 2022	
	Particulars	Decrease	Increase	Decrease	Increase
a	Discount rate (-/ +1%) (% change compared to base due to sensitivity)	726.24 13.13%	571.66 10.95%	643.28 12.44%	512.59 -10.40%
b	Salary growth rate (-/ +1%) (% change compared to base due to sensitivity)	572.61 -10.80%	722.98 12.62%	514.33 -10.10%	639.8 11.83%
c	Attrition rate (-/ +50%) (% change compared to base due to sensitivity)	654.5 1.95%	630.97 -1.71%	581.66 1.67%	563.74 -1.46%
d	Mortality rate (-/ +10%) (% change compared to base due to sensitivity)	643.45 0.23%	640.48 -0.23%	573.26 0.20%	570.97 -0.20%
	The sensitivity analysis presented above may not be representative of the actual change in defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated .				

**v Effect of plan on Entity's Future Cash Flows**

**a) Funding arrangements and funding policy**

The company has purchased an insurance policy to provide for payment of gratuity to the employees . Every year , the insurance company carries out a funding valuation based on the latest employee data provided by the Company. Any deficit in the assets arising as a result of such valuation is funded by the company

**b) Expected contribution during the next annual reporting period**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
The Company's best estimate of Contribution during the next year	286.38	216.66

**c) Maturity profile of Defined benefit obligation**

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Weighted average duration ( based on discounted cash flows)	13 years	13 years

Expected cash flows over the next years (valed on undiscounted basis)	Year ended 31st March 2023	Year ended 31st March 2022
1 year	33.51	55.57
2 to 5 years	156.31	120.45
6 to 10 years	205.99	195.89
More than 10 years	1,490.51	1,266.16

**Notes to Financial Statements**

Rs in Lakhs

**35 Defined benefit plan**

**35.2 Defined benefit plan -Leave**

	Particulars	Year ended 31st March 2023	Year ended 31st March 2022
		Leave encashment	Leave encashment
		Unfunded	Unfunded
<b>A</b>	<b>Components of Employer Expenses</b>		
1	Current Service Cost	11.42	25.36
2	Past service Cost	-	-
3	Loss/(Gain) on settlement	-	-
4	Net interest income/(cost) on the net defined benefit liability (Asset)	9.04	7.38
5	change in demographic assumptions		
6	Actuarial (gains)/ Losses due to Change in financial assumption	1.55	(6.44)
7	Actuarial (gains)/ Losses due to Change in experience variance	17.38	31.36
8	<b>Total Expenses recognised in the Statement of Profit &amp; Loss</b>	<b>39.39</b>	<b>57.66</b>
<b>B</b>	<b>Net asset/(liability) recognised in balance sheet as at 31st March 2022</b>		
1	Present value of Defined Benefit Obligation	130.07	123.76
2	Fair value of plan assets	-	-
3	Funded Status [Surplus/(deficit)]	(130.07)	(123.76)
4	<b>Net asset/(liability) recognised in balance sheet</b>	<b>(130.07)</b>	<b>(123.76)</b>
<b>C</b>	<b>Change in Defined Benefit Obligation during the year ended 31st March 2022</b>		
1	Present value of DBO at beginning of period	123.76	106.75
2	Current Service Cost	11.42	25.36
3	Interest Cost	9.03	7.37
4	Re-measurement (or actuarial)(gain)/loss arising from	-	-
	-Change in demographic assumptions	-	-
	-Change in financial assumptions	1.55	(6.44)
	-Experience variation (i.e Actual experience vs assumptions)	17.38	31.36
5	Past Service cost	-	-
6	Benefits Paid	(33.07)	(40.64)
7	Acquisition adjustment	-	-
8	Effect of business combinations or disposals	-	-
7	<b>Present value of DBO at the end of period</b>	<b>130.07</b>	<b>123.76</b>
<b>D</b>	<b>Change in Fair Value of Assets</b>		
1	Fair value of Planned assets at beginning of period	-	-
2	Investment income	-	-
3	Employer's contribution	33.07	40.64
4	Benefits paid	(33.07)	(40.64)

## Notes to Financial Statements

### 36 Fair Value Measurement

#### a) Financial Instruments by category

Rs in Lakhs

Particulars	31 March 2023			31 March 2022		
	Amortised Cost	FVTOCI	At Cost	Amortised Cost	FVTOCI	At Cost
<b>Financial Assets</b>						
Investment in Equity shares (Quoted)	-	36.06	-	-	44.98	-
Investment in Equity shares (Unquoted)	-	215.90	-	-	215.89	-
Investment in Equity shares (Unquoted)-Deemed cost	-	-	-	-	-	-
Investment in Preference Shares (Unquoted)	16.33	-	-	16.33	-	-
Investment in Debentures (Unquoted)	425.00	-	-	425.00	-	-
Trade Receivables	5,966.31	-	-	4,969.37	-	-
Loans and Advances	46,506.58	-	-	19,431.35	-	-
Other Financial Assets	1,221.16	-	-	1,046.80	-	-
Cash and Cash Equivalents	771.56	-	-	581.35	-	-
<b>Financial Liabilities</b>						
Borrowings(including interest accrued)	71,572.86	-	-	43,939.68	-	-
Trade Payables	5,101.91	-	-	2,612.74	-	-

#### b) Fair Value Hierarchy

Particulars	Fair Value Hierarchy	As at	As at
		31-Mar-23	31-Mar-22
<b>Financial Assets</b>			
Investment in Equity Share(Quoted)	Level 1	36.06	44.98
Investment in Equity Share(Unquoted)	Level 2	215.90	215.89

The fair value of financial assets & liabilities is classified in various fair value hierarchy based on following three levels:-

**Level 1:** Quoted prices (unadjusted) in active market for identical assets or liabilities.

**Level 2:** Inputs other than quoted price included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The fair value of financial instruments that are not traded in an active market is determined using market approach and valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates.

**Level 3:** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidated sale.

Based on the evaluation of Trade Receivables, allowances are considered to account for the expected losses of these receivables. As at end of each reporting year, the carrying amount of such receivables, net of allowances (if any), are not materially different from their calculated Fair values.

There were no transfers between Level 1 and Level 2 during the year.

When the fair value of unquoted instruments cannot be measured with sufficient reliability, the group carries such instruments at cost less impairment, if applicable.

#### (c) Fair value of financial assets and liabilities measured at amortised cost :

The Company uses Discounted Cash Flow Valuation Technique which involves determination of present value of expected receipt discounted using appropriate discounting rate.

Particulars	31-Mar-23		31-Mar-22	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Financial Assets</b>				
Investment in Preference Shares (Unquoted)	16.33	16.33	16.33	16.33
Investment in Debentures (Unquoted)	425.00	425.00	425.00	425.00
Security Deposit	1,209.97	1,209.97	1,005.63	1,005.63
<b>Financial Liabilities</b>				
Borrowings(including interest accrued)	71,572.86	71,572.86	43,939.68	43,939.68

The Management has assessed that the Fair Value of other financial assets and liabilities (fixed deposits, short term loans and advances and other current liabilities) approximates their carrying amounts largely due to the short term nature of these instruments. Fair value of non-current financial instruments (other than above) approximates to their carrying value which is based on effective interest rate.

## 37 Financial risk management

The company's activities expose it to market risk, liquidity risk and credit risk. In order to minimise any adverse effects on the financial performance of the company, the company has risk management policies as described below

### (A) Credit risk

Credit risk refers to the risk of financial loss arising from default / failure by the counterparty to meet financial obligations as per the terms of contract. The company is exposed to credit risk for receivables, cash and cash equivalents, financial guarantees. None of the financial instruments of the Company result in material concentration of credit risks. Credit risk on receivables is minimum since sales through different mode are made after judging credit worthiness of the customers or advance payment. The history of defaults has been minimal and outstanding receivables are regularly monitored. For credit risk on the loans to parties, the company is not expecting any material risk on account of non-performance by any of the parties. The company creates allowances for all unsecured receivables and advances based on lifetime expected credit loss. The company has written off the Expected credit loss amounting to NIL (PY:Rs. 1218.76 Lakh) in current year.

### (B) Liquidity risk

Liquidity risk refers to the risk that the company fails to honour its financial obligations in accordance with terms of contract. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Management monitors rolling forecasts of the company's liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, the company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

The Company does not have any derivative financial liability. The following are the remaining contractual maturities of non derivative financial liabilities at the reporting period:

#### Year ended 31.3.2023

Rs. In Lakhs				
Particulars	Less than 1 year	1 to 5 years	More than 5 years	Total
Borrowings	24,235.55	47,066.16	-	71,301.71
Interest on borrowings	271.16	-	-	271.16
Trade Payables	5,101.91	-	-	5,101.91
Employee Benefits Payable	301.42	-	-	301.42
Other Liabilities	173.57	-	-	173.57
<b>Total</b>	<b>30,083.61</b>	<b>47,066.16</b>	<b>-</b>	<b>77,149.77</b>

#### Year ended 31.3.2022

Rs. In Lakhs				
Particulars	Less than 1 year	1 to 5 years	More than 5 years	Total
Borrowings	6,424.23	37,432.76	-	43,856.99
Interest on borrowings	82.69	-	-	82.69
Trade Payables	2,612.74	-	-	2,612.74
Employee Benefits Payable	292.43	-	-	292.43
Other Liabilities	358.60	-	-	358.60
<b>Total</b>	<b>9,769.81</b>	<b>37,432.76</b>	<b>-</b>	<b>47,203.45</b>

Notes to Financial Statements

38 Ratio Analysis & its Elements

In Rs.

Sl. No.	Particulars	Numerator	Denominator	Ratios		% variance	Reason for variance
				2022-23	2021-22		
1	Current Ratio ( in times )	Current Assets	Current Liabilities	2.07	1.77	16.81%	The variance is mainly on account of increase of short term loan.
2	Debt Equity Ratio ( in times )	Net Debt	Shareholder's Equity	(4.64)	(4.34)	6.22%	The variance is due to increase in debt in FY 22-23
3	Debt Service Coverage Ratio ( in times )	Net Operating Income	Debt Service	0.51	0.75	-31.96%	The variance is mainly on account of Profit in FY21-22
4	Return on Equity Ratio ( in % )	Profit for the period	Avg. Shareholders Equity				Net worth is Negative
5	Inventory Turnover Ratio ( in times )	Cost of Goods sold	Average Inventory	5.77	5.19	11.23%	The variance is mainly on account of better Inventory management
6	Trade Receivables Turnover Ratio ( in times )	Sales	Average Trade Receivables	10.09	11.37	-11.26%	The variance is mainly on account of increase in customer outstanding
7	Trade Payables Turnover Ratio ( in times )	Total Purchases	Average Trade Payables	11.50	13.90	-17.26%	The variance is mainly on account of poor management of supplier payment .
8	Net Capital Turnover Ratio ( in times )	Net Sales	Average Working Capital	1.73	8.14	-78.71%	The variance is mainly on account of increase in customer outstanding
9	Net Profit Ratio ( in % )	Net Profit	Net Sales	-0.71%	1.07%	166.60%	The variance is mainly on account of profit due to business efficiency
10	Return on Capital employed ( in % )	EBIT	Capital Employed	9%	20%	-56.02%	The variance is mainly on account of Profit in FY22
11	Return on Investment ( in % ) *	Return/Profit/Earnings	Investment	-96.28%	262.86%	136.63%	The variance is mainly on account of Profit in FY22

\* Investment for the purpose of calculation of Return on Investment comprises of Equity Share Capital only .

39 Capital Management

For the purpose of the Company's Capital Management, Capital Includes issued equity capital and all other Equity Reserves attributable to the Equity holders . The Primary objective of the Company's capital management is to maximise the Shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants.

Particulars	In Rs.	
	31st March 2023	31st March 2022
Long term Borrowings incl current maturities	2,63,13,63,421	2,93,90,84,876
Short term Borrowings	1,06,70,12,025	1,44,66,14,201
Less:- Cash & Cash equivalent	(7,71,56,169)	(5,81,34,091)
<b>Net Debt</b>	<b>3,62,12,19,277</b>	<b>4,32,75,64,987</b>
<b>Equity</b>	<b>(62,69,42,060)</b>	<b>(60,70,46,617)</b>
Gearing Ratio	NIL	NIL

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

## Notes to Financial Statements

- 40 Since the company operates only in one segment i.e retailing and also in one country i.e India , hence information on segment reporting with respect to operating and geographical segment is not provided .
- 41 Previous year's figures have been regrouped and rearranged wherever necessary .
- 42 **Financing disclosure**  
A) The Group has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or other kind of funds) to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
B) The Group has not received any funds (which are material either individually or in the aggregate) from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 43 **Relationship with Struck off Companies** The Group do not have any transactions with company's struck off during the current and previous financial year.
- 44 **Disclosure in relation to undisclosed income**  
The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the current and previous financial year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 45 **Details of Benami Property held**  
The Group does not have any Benami property. Further, there are no proceedings initiated or are pending against the Group for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- 46 **Registration of charges or satisfaction with Registrar of Companies (ROC)**  
The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period as at March 31, 2023.
- 47 **Details of Crypto Currency or Virtual Currency**  
The Group have not traded or invested in Crypto currency or Virtual Currency during the current and previous financial year.
- 48 **Disclosure for no wilful default**  
The Group has not been declared as a wilful defaulter by any bank or financial institution or government or any government authority.

### Significant accounting policies

The accompanying notes are an integral part of these financial statements

In terms of our attached report of even date  
For Agrawal Tondon & Co.  
Chartered Accountants  
FRN:-329088E

Radhakrishnan Tondon  
Partner  
Membership NO. 060534

Dated : 30-05-2023  
Place : Kolkata

For & on behalf of Board of Directors

SD/-	SD/-
Gautam Jaitla	Sujay Chattaraj
Managing Director	Director
DIN - 00604926	DIN - 08818352

SD/-  
Bimal Kr Agarwal  
Chief Financial Officer

SD/-  
Amrita Bhattacharya  
Company Secretary  
Membership No.- A53270