

**Date:** 06.09.2023

The Secretary  
BSE Limited  
Phiroze JeeJeebhoy Towers  
Dalal Street  
**Mumbai – 400 001.**

**Company Scrip Code:** 500370

**SUB : SUBMISSION OF ANNUAL REPORT FOR THE FINANCIAL YEAR 2022-23  
(INCLUDING NOTICE OF 54<sup>TH</sup> ANNUAL GENERAL MEETING) OF THE COMPANY**

=====

Dear Sir/Madam,

Pursuant to regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, as amended, please find enclosed herewith Annual Report for the financial year 2022-23 which is being dispatched / sent to the members by permitted mode(s).

The aforesaid Annual Report along with the Notice for convening 54<sup>th</sup> Annual General Meeting (AGM) of the members of the Company is also available on the website of the Company i.e. [www.salora.com](http://www.salora.com).

This is for your information and records.

Thanking you,

Yours faithfully

**FOR SALORA INTERNATIONAL LIMITED**

(Gopal Sitaram Jiwarajka)  
**Chairman & Managing Director**  
**DIN:00024325**



# SALORA INTERNATIONAL LTD. ANNUAL REPORT 2022-23



★ ★ ★ ★ ★ SMARTWATCH | MOBILE ACCESSORIES | AUDIO-TWS ★ ★ ★ ★ ★

**54<sup>th</sup> ANNUAL REPORT  
SALORA INTERNATIONAL LIMITED  
FINANCIAL YEAR 2022-23**

## CORPORATE INFORMATION

### BOARD OF DIRECTORS:

Gopal Sitaram Jiwrajka	: Chairman & Managing Director
Karna Singh Mehta	: Chairman Audit Committee & Independent Director (Non Executive)
Tarun Jiwrajka	: Whole Time Director & CFO
Neetu Jiwrajka	: Executive Director
Sanjeev Kaul Duggal	: Independent Director (Non Executive)
Paramartha Saikia	: Independent Director (Non Executive)

### COMPANY SECRETARY:

Anubhav Nigam

### STOCK EXCHANGE:

BSE Ltd.

### AUDITORS:

Statutory Auditors	: R. Gopal & Associates
Internal Auditors	: SCV & CO. LLP
Secretarial Auditors	: SVR & CO.
Cost Auditors	: Gurvinder Chopra & CO.

### BANKERS:

• State Bank of India	• HDFC Bank Ltd.
• Canara Bank	• Kotak Mahindra Bank

### REGISTERED & CORPORATE OFFICE / FACTORY PREMISES :

Address: D – 13/4, Okhla Industrial Area,  
Phase – II, New Delhi – 110 020.  
CIN : L74899DL1968PLC004962  
Tel. No. 011-35008342  
Email: sect@salora.com

### REGISTRAR & SHARE TRANSFER AGENT:

**Skyline Financial Services Pvt. Ltd.**  
Address D-153-A, 1st Floor, Okhla Industrial Area,  
Phase -I, New Delhi-110020  
Tel. No.011-40450193-197 Fax: 011-26812682  
Email: admin@skylinerta.com

CONTENTS	PAGE NO.
AGM Notice	02
Directors' Report	13
Report on Corporate Governance	28
Management Discussion and Analysis Report	43
<b>COMPANY'S FINANCIAL STATEMENT:</b>	
Report of Auditors	47
Balance Sheet	57
Statement of Profit & Loss	58
Cash Flow Statement	60
Notes to financial statements	62

ANNUAL GENERAL MEETING	
<b>DAY</b>	: Thursday
<b>DATE</b>	: September 28, 2023
<b>TIME</b>	: 11:00 AM
<b>VENUE</b>	: D-13/4, Okhla Industrial Area, Phase-II, New Delhi - 110020
<b>WEBSITE</b>	: www.salora.com

**SALORA INTERNATIONAL LIMITED**

(CIN: L74899DL1968PLC004962)

Registered Address: D-13/4, Okhla Industrial Area, Phase-II, New Delhi - 110020

Ph. 011-35008342, E-mail: info@salora.com, Website: www.salora.com

**NOTICE**

**NOTICE** is hereby given that the 54<sup>th</sup> Annual General Meeting of Salora International Limited will be held through Video Conferencing ("VC")/ Other Audio - Visual Means ("OAVM"), on Thursday, 28<sup>th</sup> September 2023 at 11:00 A.M. to transact the following business:

**ORDINARY BUSINESS****Item No.1 –**

**TO RECEIVE, CONSIDER AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023, INCLUDING AUDITED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2023 AND STATEMENT OF PROFIT & LOSS ACCOUNT OF THE COMPANY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023 ALONG WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON**

To consider and if thought fit, to pass the following resolution, **Ordinary Resolution** but not a special resolution: "RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2023, along with the report of Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

**Item No.2 –**

**TO APPOINT A DIRECTOR IN PLACE OF SMT. NEETU JIWARAJKA (DIN 00025570), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT**

To consider and if thought fit, to pass the following resolution, **Ordinary Resolution** but not a special resolution: "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Smt. Neetu Jiwarajka (DIN 00025570), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Director of the Company."

**SPECIAL BUSINESS****Item No. 3 –**

**TO RATIFY REMUNERATION PAYABLE TO COST AUDITOR FOR FINANCIAL YEAR ENDING 31<sup>ST</sup> MARCH, 2024**

To consider and if thought fit, to pass the following resolution, **Ordinary Resolution** but not a special resolution: "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 (including any statutory amendment(s) thereto or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Gurvinder Chopra & Co., Cost Accountants (Firm Registration No.100260) appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March 2024, amounting to Rs. 40,000/- (Rupees Forty Thousand only) excluding all taxes and reimbursement of out of pocket expenses, be and is hereby considered and adopted."

**By Order of the Board of Directors  
For Salora International Ltd.**

**Date** : 12<sup>th</sup> August, 2023  
**Place** : New Delhi

Sd/-  
(Anubhav Nigam)  
Company Secretary



**NOTES:**

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular Nos. 14/2020, 17/2020, 02/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 respectively (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated January 5, 2023 ('SEBI Circulars') have permitted to hold the Annual General Meeting by companies through video conferencing (VC) / other audio visual means (OAVM), without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circular, the 54<sup>th</sup> AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. An Explanatory Statement pursuant to Section 102 of the Act, in respect of Items as set out above in the Notice for special business, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, ('ICSI') in respect of Director seeking re-appointment at this AGM is annexed.
3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the ICSI read with the Guidance on applicability of Secretarial Standards - 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGMs shall be held at the Registered Office of the Company i.e. D-13/4, Okhla Industrial Area, Phase-II, New Delhi - 110 020 which shall be the venue of the AGM. Since the AGM will be held through VC / OAVM, the Route Map for the venue of the Meeting is not annexed in this Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Generally, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, appointment of proxies by the members under section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. In compliance with the provisions of Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has opted National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
7. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be available for 1000 members on first come first served basis. It will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc, are allowed to attend the AGM without restriction on account of first come first served basis. The Members will be able to view the AGM on the Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Body Corporate / Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. They are required to send scanned copy (PDF Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Company at [sect@salora.com](mailto:sect@salora.com).
9. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report is being sent through e-mail to those members whose e-mail addresses are registered with the Company/ Depositories. The Notice and the Annual Report will also be available on the Company's website [www.salora.com](http://www.salora.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

10. Members who have still not registered their e-mail IDs are requested to do so at the earliest. Members holding shares in electronic mode can get their e-mail IDs registered by contacting their respective Depository Participant. Members holding shares in physical mode are requested to register their e-mail IDs with the Company or the RTA (M/s Skyline Financial Services Pvt. Ltd.), for receiving the Notice and Annual Report. Requests can be e-mailed to [sect@salora.com](mailto:sect@salora.com) or [info@skylinerta.com](mailto:info@skylinerta.com). We urge members to support this environment friendly effort of the Company and get their e-mail IDs registered.
11. The Register of Members and Share Transfer Books in respect of Equity Shares of the Company will remain closed during the period commencing from Friday, September 22, 2023 to Thursday, September 28, 2023 (both days inclusive) for the purpose of Annual General Meeting.
12. The Board of Directors has appointed Shri Shivam Rastogi, Partner of SVR & CO., Practicing Company Secretaries, as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
13. The voting result declared along with the Scrutinizer's Report will be forwarded to BSE Limited at [www.bseindia.com](http://www.bseindia.com) and shall be simultaneously uploaded on the Company's website [www.salora.com](http://www.salora.com) within stipulated time.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be made available electronically, for inspection by the Members during the AGM. Members seeking inspection of the aforementioned documents can send an e-mail to [sect@salora.com](mailto:sect@salora.com).
15. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at [www.salora.com](http://www.salora.com), and website of the Registrar and Transfer Agent ('RTA') at [www.skylinerta.com](http://www.skylinerta.com). Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.
16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios to get herewith her certificate also do documents for consolidating her holding in one folio. Requests for consolidation processed in dematerialized form.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
18. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of demat, members are advised to dematerialise their holdings.
19. In case of any change such as name, registered address, e-mail id, mobile no., PAN, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, nomination, power of attorney, etc., the members are required to intimate the same:
  - o **FOR SHARES HELD IN ELECTRONIC FORM:**  
To their respective DP; and
  - o **FOR SHARES HELD IN PHYSICAL FORM:**  
To the Company/ RTA (M/s Skyline Financial Services Private Limited) in prescribed Form No. ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, the Company has sent letters to the members holding shares in physical form to furnish the abovementioned details which are not registered in their respective folio no(s).

20. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing certain prescribed service requests. Accordingly, the members are requested to make service request by submitting in Form No. ISR-4, the format of which is available on the Company's website at [www.salora.com](http://www.salora.com) and on the website of RTA at [www.skylinerta.com](http://www.skylinerta.com). Members are requested to note that any service request would only be processed after the folio is KYC Compliant.
21. Members will be provided facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access by following the steps mentioned herein below for Access to NSDL e-Voting system. After successful login, you can select link of "VC/ OAVM" placed under "Join Meeting" menu against Company name. You to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of the Company will be displayed. Please note that the Members who do not have User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
22. Members are encouraged to join the Meeting through Laptops for better experience. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
23. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hot spot may experience Audio / Video loss due to fluctuation in their respective internet connection to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
24. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, e-mail id, mobile number at [sect@salora.com](mailto:sect@salora.com) during the period Friday, September 15, 2023 from 09:00 A.M. to Wednesday, September 20, 2023 up to 5:00 P.M. The same will be replied by the Company suitably. The Company reserves its right to restrict the number of speakers depending on the availability of time for the AGM.
25. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
26. Members are requested to attend and participate in the ensuing AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the AGM.
27. The remote e-voting period commences from Monday, September 25, 2023 at 9:00 A.M. (IST) till Wednesday, September 27, 2023 at 5:00 P.M. (IST) During this period, Members of the Company holding shares either in physical form or in demat form, as on the cut-off date i.e. Thursday, September 21, 2023 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
28. The facility of e-voting during the AGM will be available to those Members who have not cast their vote by remote e-voting. Members, who have cast their vote by remote e-voting, may attend the AGM through VC/ OAVM but will not be entitled to cast their vote once again on resolutions.
29. The voting rights of the Members shall be in proportion to their shares in the paid-up Equity Share capital of the Company as on the cut-off date.
30. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
31. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. September 21, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/ RTA. However, if the member is already registered with NSDL for remote e-voting, then the member can use its existing user ID and password for casting its vote. If the member forgot its password, member can reset its password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on 022 - 48867000 and 022 - 24997000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 21, 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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

The remote e-voting period begins on **September 25, 2023 at 09:00 A.M.** and ends on **September 27, 2023 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date **September 21, 2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **September 21, 2023**.

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





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

**Step 1: Access to NSDL e-Voting system**

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDEAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDEAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member's section. An ew screen will open. You to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Ver ificat ion Code as shown on t he screen. Aft authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>

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

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

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



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

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve your 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for number for shares held in physical form. The .pdf file contains your 'User ID and Password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm when prompted".

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take a printout of the vote cast by you by clicking on the print option.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.shivamr@gmail.com](mailto:cs.shivamr@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the voting website will be disabled upon five unsuccessful attempts with incorrect password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to [NSDL\\_Office@nsdl.co.in](mailto:NSDL_Office@nsdl.co.in)

#### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

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

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" and against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in

Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**DECLARATION OF RESULTS ON THE RESOLUTIONS:**

The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution(s), invalid votes, if any, and whether the resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.salora.com](http://www.salora.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed.

Please note the following:

- o Your login id and password can be used by you exclusively for e voting on the resolution in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

**By Order of the Board of Directors  
For Salora International Ltd.**

**Date** : 12<sup>th</sup> August, 2023  
**Place** : New Delhi

Sd/-  
(Anubhav Nigam)  
**Company Secretary**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the Special business mentioned in the Notice:

**ITEM NO. 3**

The Board of Directors of the Company on recommendation of Audit Committee, approved the appointment of M/s. Gurvinder Chopra & Co., (Firm Registration No. 100260) Cost Accountants, to conduct of Cost Records of the Company for financial year 2023- 24. In terms of the provisions of Section 148(3) of the Companies Act (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration to be paid to the members of the Company. Accordingly, the members are requested to ratify the remuneration to be paid to the Cost Auditors as set out in the Resolution for the aforesaid services to be rendered by the cost auditor. The Board recommends passing of the Ordinary Resolution as set out in Item 3 of the Notice.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are in any way, concerned or interested in the said resolution.

**By Order of the Board of Directors  
For Salora International Ltd.**

**Date** : 12<sup>th</sup> August, 2023  
**Place** : New Delhi

Sd/-  
(Anubhav Nigam)  
**Company Secretary**

**Details of directors seeking appointment/re-appointment at the annual general meeting in compliance of SS-2 issued by ICSI and information pursuant to regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forming part of explanatory statement**

<b>Name of the Director</b>	: Smt. Neetu Jiwrajka
<b>Date of Birth</b>	: September 4, 1960
<b>Age</b>	: 62 Years
<b>Date of Appointment in the Company</b>	: June 30, 2016
<b>DIN</b>	: 00025570
<b>Qualification</b>	: Graduate
<b>Brief Resume / Experience</b>	: Smt. Neetu Jiwrajka have rich experience in Marketing and business development in life style products.
<b>Remuneration (sought to be paid)</b>	: Rs. 7,20,000/- Per Annum
<b>Remuneration (last drawn)</b>	: Rs. 2,91,768/- (Please refer report on corporate governance)
<b>Relationship with other Directors/ MD/ KMPs</b>	: Shri Gopal Sitaram Jiwrajka, Chairman & Managing Director, and Shri Tarun Jiwrajka, Whole Time Director & CFO are relative of Smt. Neetu Jiwrajka.
<b>Shareholding in the Company as at March 31, 2023</b>	: 7,31,410 Equity Shares
<b>Number of Board meetings attended during the year ended March 31, 2023</b>	: Four (4)
<b>Name of other companies in which the appointee holds directorship as at March 31, 2023</b>	: Manori Properties Private Limited, Devi Electronics Private Limited, PJTJ Technologies Private Limited & Ssamsconn Technologies Private Limited
<b>Membership / Chairmanship of committees of other companies as at March 31, 2023</b>	: NIL

**STATEMENT PURSUANT TO SCHEDULE V PART II SECTION – II**

**I. GENERAL INFORMATION**

1. Nature of Industry	<ul style="list-style-type: none"> <li>Manufacturing/Distribution/Marketing of Television, Speakers, Home Theater, Tower Speaker, Smartwatch, Neckband, Mobile Chargers Washing machine and Refrigerator etc.</li> <li>Distribution of IT, Telecom and Audio Products and Life style Products</li> </ul>								
2. Date or expected date of Commencement of commercial production.	29.11.1968								
3. In case of new company, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus.	Not Applicable								
4. Financial performance based on given indicators	<table border="1"> <tr> <td></td> <td>(Rs. in lacs)</td> </tr> <tr> <td>i. EBITD</td> <td>: (1058.21)</td> </tr> <tr> <td>ii. PBT</td> <td>: (1184.47)</td> </tr> <tr> <td>iii. PAT</td> <td>: (896.94)</td> </tr> </table>		(Rs. in lacs)	i. EBITD	: (1058.21)	ii. PBT	: (1184.47)	iii. PAT	: (896.94)
	(Rs. in lacs)								
i. EBITD	: (1058.21)								
ii. PBT	: (1184.47)								
iii. PAT	: (896.94)								
5. Foreign investment or collaborations, if any	No foreign collaboration or investment								

**II. INFORMATION ABOUT THE APPOINTEE:** Refer “Details of directors seeking appointment/re-appointment at the annual general meeting in compliance of SS-2 issued by ICSI and information pursuant to regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forming part of explanatory statement

**III. OTHER INFORMATION**

(1) Reasons of loss or inadequate profit	During the financial year ended March 31, 2023, the Consumer Electronics segment has been facing a number of challenges, which have led to losses or inadequate profits to the Company.
(2) Steps taken or proposed to be taken for improvement	<p>The Company is more focusing on product portfolio with the following business strategies:</p> <ul style="list-style-type: none"> <li>Designing products with modular and repairable components to extend the life of devices and reduce electronic waste;</li> <li>Integrating voice commands, gesture recognition, and other innovative interfaces to make devices more user-friendly;</li> <li>Increasing the compatibility of devices with the Internet of Things (IoT) for seamless communication and control;</li> <li>Improving the durability of devices through better materials and techniques.</li> </ul>
(3) Expected increase in productivity and profit measurable terms	The expected increase in productivity and profits in the Consumer Electronics segment is difficult to quantify in measurable terms. This is because of a number of challenges, as discussed above, and the future of the segment is uncertain. However by taking necessary factors into consideration, the Consumer Electronics segment could improve productivity and profits in the coming year.

**IV. DISCLOSURE**

The following disclosures shall be mentioned in the Board of Director’s report under the heading “Corporate Governance”, if any, attached to the Annual Report.	Provided in the Corporate Governance Statement.
(i) All elements of remuneration packages such as salary, benefits, bonuses, stock options, pension, etc. of all the directors;	
(ii) Details of fixed components and performance linked incentives along with the performance criteria	
(iii) Service contracts, notice period, severance fees.	
(iv) Stock option details, if any, and whether the same has been issued at the discount as well as the period over which accrued and over which exercisable.	

**By Order of the Board of Directors  
For Salora International Ltd.**

**Date** : 12<sup>th</sup> August, 2023  
**Place** : New Delhi

Sd/-  
(Anubhav Nigam)  
**Company Secretary**



## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Annual Report of the business and operations of Salora International Limited along with the summary of the Audited Financial Statements for the financial year ended 31st March 2023.

### 1. FINANCIAL PERFORMANCE AND THE STATE OF THE COMPANY'S AFFAIRS

The financial highlights of your Company for the financial year ended March 31, 2023 are summarized as follows:

Particulars	₹ in lakh)	
	FY 2022-23	FY 2021-22
Net Sales /Income from Business Operations	11,572.42	6,963.76
Other Income	56.32	300.72
Increase / (Decrease) in stock	(124.31)	(632.15)
<b>Total Amount</b>	<b>11,504.43</b>	<b>6,632.33</b>
Total Expenditure	(11,796.06)	(7,508.07)
<b>Operating Profit/Loss</b>	<b>(291.63)</b>	<b>(875.74)</b>
Interest	(106.37)	(290.71)
Depreciation & Amortization	(19.89)	(43.66)
<b>Profit/Loss from Continuing operation before exceptional item &amp; tax</b>	<b>(417.89)</b>	<b>(1,210.11)</b>
Exceptional Item	(766.58)	3,982.41
<b>Profit before tax</b>	<b>(1,184.47)</b>	<b>2,772.30</b>
Provision for taxes	-	-
· Current Tax	-	-
· Deferred Tax	287.53	(367.66)
<b>Profit/Loss after tax</b>	<b>(896.94)</b>	<b>2,404.64</b>
Other comprehensive income/loss	(7.57)	(2.93)
<b>Balance carried to Balance Sheet</b>	<b>(904.51)</b>	<b>2,401.71</b>

**Note:** The figures have been re-grouped / re-classified wherever necessary.

### 2. REVIEW OF OPERATIONS AND FUTURE PROSPECTS

The Company had operated in a highly competitive environment during the financial year 2023. Rapid changes in consumer preferences and technological advancements have necessitated adjustments in Company's product offerings and business strategies, often requiring significant investments.

During the period under review, the Company has achieved revenue from operation of Rs. 11,572.42 lacs in the current financial year 2022-23 as compared to Rs. 6,963.76 lacs in the financial year 2021-22 with operating loss of Rs. 291.63 lacs in the current financial year 2022-23 against the operating loss of Rs. 875.74 lacs in the financial year 2021-22.

The Company remains committed to streamline its operational processes to improve efficiency. The Company has launched some new products in the market like Neckband, Chargers, Smart-watches etc., by which the Company expects to scale up its business operations and revenue.

### 3. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Annual Report.

### 4. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

There is no subsidiary, associate company and joint venture during the financial year 2022-23.

### 5. DIVIDEND

The Board of Directors has not recommended any dividend on the equity shares for the financial year 2022-23 considering the loss incurred.

### 6. TRANSFER TO RESERVES

During the year under review, no amount was transferred to the General Reserves of the Company.

**7. SHARE CAPITAL**

During the year under review, there was no change in Authorized Share Capital of the Company, amounting to Rs. 20,00,00,000/- (Rupees Twenty Crore only) divided into 2,00,00,000 Equity Shares of Rs. 10/- each and also no change in Paid-up share capital of the Company, amounting to Rs. 8,80,73,000/- (Rupees Eight Crore Eighty Lacs Seventy Three Thousand only) divided into 88,07,300 Equity Shares of Rs. 10/- each

**8. UTILIZATION OF FUNDS**

During the year under review, the Company has not raised any funds through any mode.

**9. DEMATERIALIZATION OF SHARES**

As on 31<sup>st</sup> March, 2023, there were approximately 87,12,013 Equity Shares dematerialized through depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited, which represents about 98.92% of the total listed capital of the Company.

**10. DISCLOSURE RELATING TO EQUITY SHARES WITH DIFFERENTIAL RIGHTS**

The Company has not issued any equity shares with differential rights during the financial year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished

**11. DISCLOSURE RELATING TO SWEAT EQUITY SHARES**

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.

**12. LISTING FEES**

The listing fees payable for the financial year 2023-24 has been paid to BSE Limited within the due date.

**13. VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has adopted a Whistle Blower Policy establishing vigil mechanism for Directors and Employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of effected Director(s) and Employee(s). In exceptional or appropriate cases, Directors and Employees have direct access to the Chairman of the Audit Committee. It is affirmed that no person of the Company has been denied access to the Committee.

**14. REGISTRAR AND SHARE TRANSFER AGENT**

The Share Transfer and related activities are being carried out by M/s Skyline Financial Services Private Limited, Registrar and Share Transfer Agent from the following address:-

M/s Skyline Financial Services Private Limited,

D-153/A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase I, New Delhi – 110020

**15. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

As on March 31, 2023, there was no unclaimed dividend which are required to be transferred to Investor Education and Protection Fund.

**16. HUMAN RESOURCES MANAGEMENT**

Our professionals are our most important assets. We are committed to hiring and retaining the best talent being among the industry's leading employers. For this, we focus on promoting a collaborative, transparent and participative organization culture, and rewarding merit and sustain high performance. Our human resources management focuses on allowing our employees to develop their skills, grow in their career and navigate their next.

**17. APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE (IBC)**

As on the date of the Report no application is pending under the Insolvency and Bankruptcy Code, 2016 and the Company did not file any application under IBC during the financial year 2022-23. Further, the Company has not made any one-time settlement.

**18. CHANGE IN THE NATURE OF BUSINESS ACTIVITIES**

During the year under review, there has been no change in the nature of the business of the Company.

**19. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

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

**20. COMPOSITION OF THE BOARD & KMP**

As on date of this report, the Company's Board comprises of six (6) directors, out of which three directors are Independent and Non-Executive and remaining three are Executive Directors including one woman director. The composition of the Board is in conformity with the provisions of the Companies Act, 2013 and relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. None of the Key Managerial Personnel (KMP) of the Company is holding office in any other Company as a Key Managerial Person. No KMP of the Company is disqualified under any provision of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. During the year under review, there was no change in the Board of Directors ("Board") or in key managerial personnel of the Company. The Company has received declarations from all Independent Directors of the Company that they meet the criteria of independence as prescribed under subsection (6) of Section 149 of the Act and under Regulation 16 and 25 of SEBI Listing Regulations and there has been no change in the circumstances affecting their status as independent director of the Company.

The Company recognizes and embraces the importance of a diverse board in its success. You understand that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help it, retain its competitive advantage.

**21. DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors state that:

- i) in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2023, the applicable accounting standards have been followed and there are no material departures from the same;
- ii) 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 31<sup>st</sup> March, 2023 and of the profit of the Company for the year ended on that date;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the annual accounts on a "going concern basis";
- v) the Directors have laid down internal financial controls to be followed by the Company and financial controls are adequate and operating effectively; and
- vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**22. DISCLOSURE ON MEETINGS OF THE BOARD AND ITS COMMITTEES/BOARD EVALUATION****BOARD MEETINGS**

The number of meetings of the Board of Directors of the Company held during the financial year is detailed in a detailed note on the Meetings of the Board is provided in the Corporate Governance Report. The maximum interval between any two meetings did not exceed 120 days as prescribed in the Companies Act, 2013.

**MEETINGS OF COMMITTEES OF THE BOARD**

As on March 31, 2023, the Board had 3 (Three) Committees viz: Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee. A detailed note on the Meetings of committees of the Board is provided in the Corporate Governance Report that forms part of this Annual Report.

**BOARD EVALUATION**

Nomination and Remuneration Committee has laid down the criteria for evaluation of performance of the Board, its committees and the directors. In compliance with Sections 134, 178 of, and Para II, V and VIII of Schedule IV to, the Act and Regulation 17 of Para A of Part D of Schedule II to SEBI Regulations 2015, the Board of Directors, as per the process recommended by the Nomination and Remuneration Committee, has evaluated the effectiveness of the Board, its Committees and Directors. The evaluation process invited graded responses to a structured questionnaire, which was largely in line with the SEBI Guidance Note on Board Evaluation, for each aspect of the evaluation. All the results were satisfactory.

**FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Company has formulated a programme for Familiarization of Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates etc.

During the year under review, the Independent Directors met on February 10, 2023 inter alia, to:

- i) Review the performance of Non-Independent Directors, and the Board of Directors as a whole;
- ii) Review the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- iii) Assess the quality, content and timeliness of flow of information between the Company and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the said meeting. The observations made by the Independent Directors have been adopted and put into force.

**23. COMPANY'S VARIOUS POLICIES AND CODE OF CONDUCT**

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 the Company has formulated and implemented the following policies:

- i) Nomination & Remuneration Policy
- ii) Related Party Transaction Policy
- iii) Whistle Blower Policy and Vigil Mechanism
- iv) Policy for Determining Material Subsidiary
- v) Policy for Board Diversity
- vi) Terms and Conditions of appointment of Non-executive & Independent Directors
- vii) Familiarization Programme for Independent Directors
- viii) Policy on preservation of Books of Accounts
- ix) Composition of Committees
- x) Code of Conduct for the Board of Directors, KMPs and employees of the Company;
- xi) Code of Conduct and Procedures for fair disclosure of Unpublished Price Sensitive Information
- xii) Anti Sexual Harassment Policy for protection of women workers at work place.

All the Policies are available on Company's website i.e. [www.salora.com](http://www.salora.com). The policies are reviewed periodically by the Board and updated based on need and requirements.

**24. CORPORATE GOVERNANCE**

Maintaining high standards of Corporate Governance has been fundamental to the business of the Company. As per Regulation 34 read with Schedule V of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company forms an integral part of this Annual Report is annexed to this report as Annexure VI.

The Certificate from M/s. SVR & Co., Practising Company Secretaries certifying the compliance of conditions of Corporate Governance as stipulated under relevant Regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is annexed as Annexure VIII with the report on Corporate Governance.

The Certificate of the CEO and CFO of the Company inter-alia, confirming the correctness of financial statements, adequacy of internal control measures and reporting format is annexed to this report as Annexure VII.

**25. AUDITORS & THEIR REPORTS:**

**Statutory Auditors:**

The Members at their 53<sup>rd</sup> Annual General Meeting (AGM) of the Company held on 28<sup>th</sup> September, 2022 had appointed M/s. R. Gopal & Associates, Chartered Accountants, (Firm Registration No.000846C), as Statutory Auditors of the Company to hold office for second term of five consecutive years i.e. from 2022-23 till the conclusion of 58<sup>th</sup> Annual General Meeting of the Company to be held in 2027.

The Auditor's Report on financial statements of financial year 2022-23 forms part of the Annual Report. The Auditor is not a qualified person, reservation, advertisement or disclaimer given by the Auditor is not applicable.

The observations / comments made by the Statutory Auditors in their Audit Report for the financial year and therefor do not call for any further clarification / comments.

#### Internal Auditors:

On recommendation of Audit Committee, Board of Directors of the Company has appointed M/s. SCV & Co. LLP, Chartered Accountants as internal auditors of the Company to conduct internal audit. Internal Audit Report is submitted to the Audit Committee of the Board periodically.

#### Secretarial Auditor:

On recommendation of Audit Committee, Board of Directors of the Company had appointed M/s. SVR & Co., Practising Company Secretaries (Membership No.F10704 CP No.14600) as Secretarial Auditors to conduct the secretarial audit of the Company for the financial year 2022-23 as per provision of Section 204 of the Companies Act, 2013 read with Rules framed thereunder. The Secretarial Audit Report in Form MR-3 is given as Annexure II and forms part of this Report. The Secretarial Audit Report does not contain any reservation, adverse remark or disclaimer.

The observations / comments if any made by the Secretarial Auditors in their Report for the financial year and therefor do not call for any further clarification / comments.

#### Annual Secretarial Compliance Report:

Pursuant to the provisions of Regulation 24A of the SEBI Listing Regulations read with SEBI Circulars issued in this regard, the Company has undertaken an audit for the financial year 2022-23 for all applicable SEBI Regulations and Circulars/guidelines issued thereunder. The Annual Secretarial Compliance Report duly signed by M/s. SVR & Co., Practising Company Secretaries (Membership No.F10704 CP No.14600) was submitted to the Stock Exchange (BSE) within stipulated time as per SEBI Listing Regulations.

#### Cost Auditors:

M/s. Gurvinder Chopra & Co. Cost Accountants carried out the cost audit for applicable business during the year. The Board of Directors of the Company have appointed M/s. Gurvinder Chopra, Cost Accountants as Cost Auditors for financial year 2023-24 at its meeting held on May 25, 2023 at a resolution. The resolution is subject to their attestation of the financial statements of Section 148 of the Companies (Audit and Auditors) Rules, 2014. As required under Section 148(2) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, Company have audited its cost accounting records audited by a Cost Auditor.

The Company has maintained required cost accounts and records as prescribed under Section 148(1) of the Companies Act, 2013 and the cost audit report for the financial year 2021-22 was filed with the Ministry of Corporate Affairs.

## 26. INTERNAL FINANCIAL CONTROLS

The internal Financial Controls with reference to financial statements as designed and implemented are adequate. During the year under review, no material or serious observation has been received from the Statutory Auditors and the internal Auditors of the Company on the efficiency or inadequacy of the internal financial controls.

## 27. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED

The Company has not given any loan to any person or other Body Corporate or given any guarantee or provided any security in connection with a loan to any other person or body corporate pursuant to Section 186 of the Companies Act, 2013.

## 28. PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

There were no materially significant related party transactions entered into by the Company and its subsidiaries, except for those disclosed in the financial statements. All the transactions entered into by the Company with related parties during the financial year were on an arm's length basis and whenever required the Company has obtained necessary approval as per the related transaction policy of the Company.

Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) along with the justification for entering into such a contract or arrangement in Form AOC-2 does not apply. The Company formulated the policy on 'Materiality of Related Party' transactions and on dealing with Related Party Transactions', and the same is available at [www.salora.com](http://www.salora.com) under Investor information section. The details of related party disclosures form part of the notes to the Financial Statements provided in the Annual Report.

## 29. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended are annexed hereto marked as "Annexure - V" and forms part of this report.



**30. COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company hereby confirms compliance with the applicable requirements of Secretarial Standards.

**31. DEPOSITS**

During the year under review, the Company has neither accepted any deposits nor there were any amounts outstanding at the beginning of the year which were classified as "Deposits" in terms of Section 133 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

**32. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL**

No significant material orders have been passed by any Regulator or Court or Tribunal on the going concern status and the Company's operations in future.

**33. CREDIT RATING**

During the year under review, The Company has not obtained credit rating.

**34. COMPANY'S POLICY ON PREVENTION OF INSIDER TRADING**

In Terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company framed (a) Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and (b) Code of Fair Disclosure (c) Code of Practice & Procedure for fair disclosure of unpublished price sensitive information. The Company's Code, inter alia, prohibits dealing in the shares of the Company by an insider, while in possession of unpublished price sensitive information in relation to the Company and also during certain prohibited periods.

**35. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 have been provided in the Report on Corporate Governance.

**36. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

The Information on conservation of energy, technology absorption, foreign exchange earnings and out go, which is required to be given pursuant to the provisions of Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of Companies (Accounts) Rules, 2014 is annexed hereto marked as "Annexure - I" and forms part of this report.

**37. RESEARCH AND DEVELOPMENT**

Information regarding Research & Development as required under Sub-section (3)(m) of Section of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is furnished in Annexure-I annexed and forms part of this report.

**38. ANNUAL RETURN**

Pursuant to Section 92(3) read with section 134(3)(a) of the Companies Act, 2013, copies of the Annual Returns of the Company prepared in accordance with Section 92(1) of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014, shall be made accessible at the website of the Company i.e. <http://company.salora.com/wp-content/uploads/2023/09/Annual-Return->

**39. ACKNOWLEDGEMENT**

Your Directors would like to express their sincere appreciation of the positive support and cooperation of all Government authorities, Financial Institutions, Company's Bankers, Customers, Dealers and all other business associates.

The Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers, workers, employees and staff of the Company during the year.

The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders.

**For and on behalf of the Board of Directors  
Salora International Ltd.**

Sd/-  
(Gopal Sitaram Jiwarajka)  
**Chairman & Managing Director**  
DIN: 00024325

Date :12.08.2023

Place: New Delhi

Annexure - I

**STATEMENT CONTAINING PARTICULARS PURSUANT TO SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014**

**A. CONSERVATION OF ENERGY**

The steps taken or impact on conservation of energy	: The Company has taken the necessary steps like Enforcing power saving policies, adopting Energy - Efficient Appliances and Remote Work Policies for employees for conservation of energy
The steps taken by the company for utilizing alternate sources of energy	: N.A.
The capital investment on energy conservation equipments	: N.A.

**B. TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION**

The efforts made towards technology absorption	<p><b><u>RESEARCH AND DEVELOPMENT (R&amp;D)</u></b></p> <p><b><u>LED TV:</u></b></p> <p>a) Certified Android TV, size 32", 43", 50" and 65" are under development</p> <p>b) Developed new high range LED TV with size 55" WebOS. The LED TV are equipped with state of the art technology like HDR, (High Dynamic Range) Ultra high resolution, 4K enhance, colour gamut etc.</p> <p>c) Developed new 32" Smart TV with voice search based on "RiverOS". The LED TV is equipped with latest android version 9.0. Google play store, Mira cast etc.</p> <p><b><u>SPEAKER / AUDIO SYSTEMS / HEARABLE:</u></b></p> <p>a) Introduced 2.0 Ch Tower Audio system with Bluetooth connectivity &amp; wireless microphone</p> <p>b) Introduced 26" single tower speaker with Bluetooth connectivity, FM and USB with wired mic support</p> <p>c) Introduced 24" twin tower with Bluetooth connectivity, FM and USB with Wired &amp; Wireless mic support</p> <p>d) Introduced 32" twin tower with Bluetooth connectivity, FM and USB with Wired &amp; Wireless mic support</p> <p>e) Soundbar size 28" with four (4) front firing speakers with connectivity, USB with Wired mic support is under development.</p> <p>f) Neckband with Bluetooth connectivity, fast charging support and dual pairing connectivity has been launched</p> <p><b><u>WEARABLE:</u></b></p> <p>a) Launched Smartwatch with 1.9" HD curved display and AI intelligent voice assistant with 500 plus watchfaces, Bluetooth calling and wireless charging;</p> <p>b) Launched Smartwatch with 1.5" HD IPS display and AI intelligent voice assistant with 250 plus watchfaces, Bluetooth calling and wireless charging;</p> <p>c) Launched Smartwatch with 2.1" edge to edge UHD curved display and AI intelligent voice assistant with 200 plus watchfaces, Bluetooth calling and wireless charging;</p>
--	---

	<b>MOBILE ACCESSORIES</b>	
	a) Smart Chargers 3.4A Dual Output 18W fast Charger with Type C Cable b) QC 3.0 plus PD 18W Quick Charger which supports high silicon fast charging protocol and QC 3.0 class A.	
The benefits derived like p improvement, cost reduction, product development or import substitution	a) Continuously improving products based on customer feedback and market trends has lead to higher customer satisfaction. b) Lower costs have allowed the Company to offer products at more competitive prices, attracting price-sensitive consumers. c) Introducing new products have diversified company's portfolio, reducing dependency on a single product. d) Domestic production supports local industries, generates employment, and contributes to the national economy.	
In case of imported technology (imported during the last three years reckoned from the beginning of the financial year )	N.A.	
i. the details of technology imported ii. the year of import iii. whether the technology been fully absorbed iv. if not fully absorbed, areas where absorption has not taken place, and the reasons thereof		
The expenditure incurred on research & development:		<b>(Rs. in lacs)</b>
	<b>FY 2022-23</b>	<b>FY 2021-22</b>
a) Capital	-	-
b) Recurring	0.23	6.35
<b>Total</b>	<b>0.23</b>	<b>6.35</b>

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

The foreign exchange earned in terms of actual inflows during the year and the foreign exchange used during the year in terms of actual outflows during the year	: Foreign Exchange mainly used during the year under review for the purchase of raw materials / finished goods from various countries for business purpose and market penetration.	
<b>Total foreign exchange used and earned:</b>		<b>(Rs. in lacs)</b>
	<b>FY 2022-23</b>	<b>FY 2021-22</b>
a) Foreign Exchange used	6.08	364.92
b) Foreign Exchange earned	-	-
<b>Total</b>	<b>6.08</b>	<b>364.92</b>

**For and on behalf of the Board of Directors**  
**Salora International Ltd.**  
 Sd/-  
 (Gopal Sitaram Jiwarajka)  
**Chairman & Managing Director**  
**DIN: 00024325**

**Date :**12.08.2023  
**Place:** New Delhi

**FORM MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31.03.2023**

[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,  
SALORA INTERNATIONAL LIMITED  
(CIN: L74899DL1968PLC004962)  
D-13/4 OKHLA INDUSTRIAL AREA,  
PHASE-II, NEW DELHI, 110020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SALORA INTERNATIONAL LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

**Auditor's Responsibility:**

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of The Company Secretaries of India. The auditing standards require that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit, some material misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the standards.

**Unmodified Opinion:**

Based on our verification of the SALORA INTERNATIONAL LIMITED books, papers, minutes books, forms and other records maintained by the company and also to the information provided by the Company and its authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covered in the financial year ended on 31. 03. 2023, complied with the statutes, hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes books, forms and returns filed and other records for the financial year ended on 31. 03. 2023 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - There are no such transaction was held during the financial year hence the said Act, Rules and Regulations were not applicable during the audit period.
- 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; (Not applicable on the company during the audit period)

- d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable on the company during the audit period)
- e) 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 engaged in the activities relating to the Registrar to an Issue and Share Transfer Agents.
- f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (Not applicable on the company during the audit period)
- g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable on the company during the audit period)
- h) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. (Not applicable on the company during the audit period)

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder in respect of listing of securities with BSE Limited;

We further report that, having regard to the compliance system prevailing in the company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis the company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, etc. made thereunder for all the above-mentioned laws to the extent possible, except the followings:

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, etc. made thereunder for all the above-mentioned laws to the extent possible, except the followings:

**A. Observations under the Companies Act, 2013: NA**

**B. Observations under The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Sl. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Comments based on Management Reply
1.	Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Submission of Financial Results within 60 days from the end of the Year .	Late Submission of Standalone Cash Flow Statement for the year ended 31 <sup>st</sup> March, 2022	Though the Company had submitted the financial results for the period ended 31 <sup>st</sup> March 2022 in pdf format in due course but due to some inadvertent error the Standalone Cash Flow was skipped to be uploaded by the Company in pdf format. However, the Company uploaded the same when it came to notice to rectify the error and intimated BSE Ltd. vide letter dated May 31, 2022.

**We further report that:**

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

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



All the decisions were carried unanimously as evident from the minutes of the meeting of the board and other committees recorded and duly signed by the chairman, there were no dissenting member's view during the audit period and therefore dissenting member's views are not required to be captured and recorded as part of the minutes of the Board.

It has been observed that Company is usually filing for ns with lat fees, however t hen an agreement that they will comply with t hen or ns provided in t he Co mp an i es Act , 2013 an d will fi le al l t he fo r s p e c i f i e d i n t he Act .

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

**Date** : 04.09.2023  
**Place** : Noida

**FOR SVR & Co.**  
Company Secretaries

CS Shivam Rastogi  
M.NO: F10704  
CP. NO: 14600  
PRC No.: 1470/2021  
UDIN: F010704E000937025

**Note(s):**

- i. 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.
- ii. We conducted the secretarial audit by examining the Secretarial Records including Minutes, Documents, Registers and other records etc., provided by way of electronic mode by the Company and could not verify the original records. The agreement has confirmed that the records submitted to us are true and correct.
- iii. This Report is limited to the Statutory Compliances on laws / regulations / guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to Financial Year 2022-23.
- iv. The Draft Report was given to the Company on 12<sup>th</sup> August 2023, subsequently UDIN was generated and signed report issued on 04<sup>th</sup> September, 2023.

## Annexure A

To,  
The Members,  
SALORA INTERNATIONAL LIMITED  
(CIN: L74899DL1968PLC004962)  
D-13/4 OKHLA INDUSTRIAL AREA,  
PHASE-II, NEW DELHI, 110020

Our Secretarial Audit Report of even date is to be read along with this letter.

**Management Responsibility**

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.

**Auditors Responsibility**

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on correct facts as reflected in secretarial records. We did not find any material misstatements on a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Balance Sheet of the company.
4. Where ever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the Provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of the Management. Our examination was limited to the verification of provisions.

**Disclaimer**

6. The Secretarial Audit Report is not to be taken as a guarantee for the future viability of the Company or effectiveness with which the Management has conducted the affairs of the Company.

**FOR SVR & Co.**  
Company Secretaries

CS Shivam Rastogi  
M.NO: F10704  
CP. NO: 14600

PRC No.: 1470/2021  
UDIN: F010704E000937025

**Date :** 04.09.2023  
**Place :** Noida

## Annexure - III

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to regulation 34(3) and Schedule V para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
Salora International Limited  
Regd. Office D 13/ 4,  
Okhla Industrial Area  
Phase II, New Delhi- 110020

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Salora International Limited, having CIN: L74899DL1968PLC004962 and having registered office at D 13/ 4, Okhla Phase II, New Delhi- 110020, India (herein after referred to as the Company), produced before us by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with the Schedule I of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015.

In our opinion and to the best of our information and according to the verifications (in compliance with the provisions of the Companies Act, 2013) made by us and the explanations furnished to us by the Company and its officers and considering the relaxations granted by the Ministry of Corporate Affairs and Government of India warranted due to spread of Covid-19 Pandemic, we certify that none of the directors as stated below on the board of Salora International Limited have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority as on the date of our report dated 05.09.2023.

Sl. No.	Name of Director	DIN	Date of Appointment
1.	Gopal Sitaram Jiwrajka	00024325	28-08-1987
2.	Neetu Jiwrajka	00025570	30-06-2016
3.	Tarun Jiwrajka	00386240	10-11-2011
4.	Karna Singh Mehta	00128166	12-11-2016
5.	Sanjeev Kaul Duggal	00004977	28-10-2005
6	Paramartha Saikia	07145770	07-10-2019

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express opinion on the basis of our verification and to ensure that the future viability of the Company is not affected by the directors who have conducted the affairs of the Company.

**FOR SVR & Co.**  
Company Secretaries

CS Shivam Rastogi  
M.NO: F10704  
CP. NO: 14600

PRC No.: 1470/2021  
UDIN: F010704E000944758

**Date :** 05.09.2023  
**Place :** Noida

**Annexure - IV**
**Form AOC-1**
**(Pursuant to first proviso to sub-section (3) of section 129  
read with rule 5 of Companies (Accounts) Rules, 2014)**

Statement Containing Salient Features of the Financial Statement of Subsidiaries / Associate Companies / Joint Ventures

**Part "A": Subsidiaries**

(Information in respect of subsidiary to be presented with amounts in Rs.)

**Company doesn't have any subsidiary company during the reporting period.**

SL	PARTICULARS	DETAILS
1.	Name of the subsidiary	No subsidiary
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	31 <sup>st</sup> March, 2023
3.	Reporting currency and Exchange rate as on the latest date of the case of foreign subsidiaries	Not Applicable
4.	Share capital	-
5.	Reserves & surplus	-
6.	Total assets	-
7.	Total Liabilities	-
8.	Investments	-
9.	Turnover	-
10.	Profit before tax at ion	-
11.	Provision for taxation	-
12.	Profit after tax at ion	-
13.	Proposed Dividend	-
14.	% of shareholding	-

**Part "B": Associates and Joint Ventures**

 Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures –  
**Company doesn't have any Associate or Joint Venture Company during the reporting period.**
**For and on behalf of the Board of**  
 Salora International Limited

**Regd. Office:**

 D – 13/4, Okhla Industrial Area, Phase – II,  
 New Delhi – 110 020  
 CIN L74899DL1968PLC004962  
[sect@salora.com](mailto:sect@salora.com)

<b>Sd/-</b>	<b>Sd/-</b>
Gopal Sitaram Jiwrajka	Tarun Jiwrajka
<b>Chairman &amp; Managing Director</b>	<b>Whole Time Director &amp; CFO</b>
<b>DIN:00024325</b>	<b>DIN:00386240</b>

**Date** : 12.08.2023  
**Place** : New Delhi

**Sd/-**  
 Anubhav Nigam  
**Company Secretary**

**Annexure - V**

**(THIS REPORT FORMS PART OF DIRECTORS' REPORT)**

*Disclosure in Directors' Report Pursuant To Section 197(12) of the Companies Act, 2013 Read With Companies (Appointment and Remuneration Of Managerial Personnel) Rules, 2014*

SR. NO.	REQUIREMENTS	DISCLOSURE	
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year .	Name of the Director	Ratio
		Shri Gopal Sitaram Jiwarajka, Managing Director	32.31%
		Smt. Neetu Jiwarajka, Executive Director	1.9%
		Shri Tarun Jiwarajka, Whole Time Director & CFO	7.18%
		1) For the purpose, sitting Fees paid to the independent directors have not been considered as remuneration. 2) Figures have been rounded off wherever necessary	
2.	The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the year.	Shri Gopal Sitaram Jiwarajka- Managing Director	N.A.
		Smt. Neetu Jiwarajka, Executive Director	N.A.
		Shri Tarun Jiwarajka, Whole Time Director & CFO	N.A.
		Shri Anubhav Nigam, Company Secretary	N.A.
3.	The percentage increase in the median remuneration of employees in the financial year	*Nil *Due to decrease in number of employees in comparison to previous FY the increase in median remuneration can't be ascertained.	
4.	The number of permanent employees on the rolls of company	There were 39 employees as on March 31, 2023.	
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justify the same and point out if there are any exceptional circumstances for increase in the managerial remuneration.	There is no average increase recorded in remuneration for Employees other than Managerial Personnel during the period under review. Further, average managerial remuneration was showing an increment adjusted to resignation and appointment of new Key Managerial Personnel. This revision is in line with factors outlined in Remuneration Policy of the Company. Other than this, there are no any other exceptional circumstances for increase in the managerial remuneration.	
6.	Affirmation that the remuneration is as per the remuneration policy of the Company.	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.	

**General Note:**

1. Profit of the Company is calculated as per Section 198 of the Companies Act, 2013
2. Managerial Personnel includes Chairman and Managing Director, Whole Time Director, Executive Director and Key Managerial Personnel.



**Annexure - VI**
**REPORT ON CORPORATE GOVERNANCE**

Report of Corporate Governance for the financial year ended 31st March, 2023 in terms of Regulation 34(3) read with Section "C" of Schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015).

**COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

This Corporate Governance report states compliance of the requirement of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), the Articles of Association of the Company and in accordance with the best practices in Corporate Governance.

Corporate Governance is about commitment to values and ethical business conduct. The Company believes in adopting best practices in the area of corporate governance and follows the principles of full transparency and accountability by providing information on various issues concerning the business and financial performance of the Company's activities are carried out in accordance with good corporate practices and Company is constantly striving to better than adopted best practices. It is firmly believed that good governance practices will help the Company to achieve its goal of maximizing value for all its stakeholders. The Company will continue to focus on resources, strengths and strategies to achieve its vision.

The Company emphasizes on the need of complete transparency and accountability in all its dealing to protect shareholder's interests. The governance framework encourages the efficient utilization of resources and the Board considers itself as the custodian of trust and acknowledges its responsibilities towards stakeholders.

**BOARD OF DIRECTORS**

The Board is entrusted with an ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary nature, the Board provides leadership, strategic guidance to the company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

The Company's Board comprises people of eminence and repute who bring the required skills, competence and expertise that allow them to make effective contribution to the Board and its committees.

The Board takes care of the business and stakeholders' interest. The Non-executive & independent directors are well qualified and experienced persons from general corporate management. The Board members take an active part in Board and committee meetings and provide valuable guidance to the management on various aspects of business.

Non Executive & Independent directors play a critical role in balancing in functioning of the Board by providing independent judgments on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances etc.

**COMPOSITION OF THE BOARD OF DIRECTORS**

The Company's Board is constituted in compliance with the Companies Act, 2013 and rules made thereunder, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Articles of Association of the Company and in accordance with the best practices of Corporate Governance. As on date, Company has six (6) directors, out of which three directors are Independent and Non-Executive and three are Executive Directors including one woman director. All directors have diverse experience and background fulfilling the best interests of the Company.

**CATEGORY OF DIRECTORS, ATTENDANCE AT THE BOARD MEETINGS, ANNUAL GENERAL MEETING AND SHAREHOLDING OF EACH DIRECTOR:**

Name of Director	DIN	Category	No. of Board Meetings held & attended during the financial year	Attendance at the last AGM held on September 28, 2022	No. of Equity Shares held in the Company
Shri Gopal Sitaram Jiwrajka	00024325	Promoter & Executive	4 out of 4	Yes	23,39,011 (26.56%)
Shri Tarun Jiwrajka	00386240	Promoter & Executive	4 out of 4	Yes	3,72,741 (4.23%)
Smt. Neetu Jiwrajka	00025570	Promoter & Executive	4 out of 4	Yes	731,410 (8.30%)
Shri Sanjeev Kaul Duggal	00004977	Independent & Non Executive	2 out of 4	Yes	Nil
Shri Karna Singh Mehta	00128166	Independent & Non Executive	4 out of 4	Yes	Nil
Shri Parmaratha Saikia	07145770	Independent & Non Executive	4 out of 4	No	Nil

Shri Gopal Sitaram Jiwaraajka, currently holds position of the Chairman & Managing Director of the Company. Shri Tarun Jiwaraajka, holds the position of Whole Time Director and CFO of the Company. At the ensuing Annual General Meeting Smt. Neetu Jiwaraajka, director is liable to retire by rotation and being eligible, offers herself for re-appointment.

#### EXECUTIVE DIRECTORS

- **Shri Gopal Sitaram Jiwaraajka**, is Chairman & Managing Director of the Company. He possesses rich experience across the fields of manufacturing, marketing and consumer goods. He has served his duty in PHD Chamber of Commerce and Industry, New Delhi. He is having in depth knowledge of Indian market conditions for business of consumer electronics, telecom and IT products. Under his leadership, the company has focused on strategic partnerships, product diversification and market expansion.
- **Shri Tarun Jiwaraajka**, is Whole Time Director & CFO of the Company. He is commerce graduate and possesses rich experience in Marketing, Finance, Production and Administration and has extensively traveled all over the globe. He possesses rich experience in TV and electronic industry and possesses in depth knowledge of Indian conditions in respect of this industry.
- **Smt. Neetu Jiwaraajka**, is Executive Director of the Company. She has got an enormous experience and exposure. She has contributed her experience in the field of Business Development. She looks after product business in Life Style product business of the Company. On humanitarian and social grounds too, she is a personality to adore for generations to come.

#### NON-EXECUTIVE & INDEPENDENT DIRECTORS

- **Shri Sanjeev Kaul Duggal**, is Independent & Non Executive Director of the Company. Shri Sanjeev Kaul Duggal, is winner of Udyog Rattan Award of Institute of Economic Studies and "Creating Corporate Advantage in Global Economy" of Delhi School of Economics. He is the founder & CEO of Centum Learning Limited, an Indian Multinational Training & Skills Company with operations in over 19 countries.
- **Shri Karna Singh Mehta**, is also Independent & Non Executive Director of the Company. He is a Chartered Accountant by profession and spearheading head of M/s. S.S. Kothari Mehta & Co., Chartered Accountants. He has specialization in Corporate Financial Planning & Corporate Restructuring, Project Financing, Business Valuation, etc. In the recent past he headed important position, like director of SEBI, National Stock Exchange, President of PHD Chamber of Commerce and Industry, Delhi.
- **Shri Paramartha Saikia**, is also Independent & Non Executive Director of the Company. Shri Paramartha Saikia holds Master degree in Economics from University of Delhi and has more than 25 years experience in the world of marketing and brand development. He served as Chief Executive Officer (CEO) of J. Walter Thompson Malaysia. He also served as CEO of IRIS India and CEO of Publicis India and on the management board of McCann Erickson, Grey and EURO RSCG.

THE DETAILS OF EACH MEMBER OF THE BOARD ALONG WITH THE NUMBER OF DIRECTORSHIP(S) / COMMITTEE MEMBERSHIP(S) / CHAIRMANSHIP(S), IN OTHER COMPANIES ARE PROVIDED HEREIN BELOW:

Name of Director	Category	Number of Directorship in other companies		Number of mandatory Committee Memberships in other Public companies	
		Chairman of the Board	Board Member	Chairman of the Committee	Committee Member
Shri Gopal Sitaram Jiwaraajka	Executive & Promoter	-	3	-	-
Shri Tarun Jiwaraajka	Executive & Promoter	-	3	-	-
Smt. Neetu Jiwaraajka	Executive & Promoter	-	4	-	-
Shri Sanjeev Kaul Duggal	Non Executive & Independent	-	4	-	-
Shri Karna Singh Mehta	Non Executive & Independent	-	-	-	-
Shri Paramartha Saikia	Non Executive & Independent	-	6	1	3

None of the directors on the Company's Board hold office as director in more than 10 (ten) Companies or more than 5 (five) across all the listed companies in which he/she is a Director. Necessary disclosures in positions in other public companies as on 31<sup>st</sup> March, 2023 have been made by all the Directors. All Independent Directors have given declarations that they meet the criteria of Independence as laid down in Section 149(6) & (7) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**DISCLOSURE OF RELATIONSHIP BETWEEN DIRECTORS INTER-SE**

Shri Gopal Sitaram JiwaraJka, Chairman & Managing Director, Smt. Neetu JiwaraJka, Executive Director and Shri Tarun JiwaraJka, Whole Time Director & CFO, are relative of each other and are promoters & Directors of the Company. Except these, none of the directors are related to each other.

**MATRIX OF CORE SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD**

The Board has identified the following core skills / expertise / competencies with reference to it

1. Knowledge of company’s business
2. Strategic, futuristic and growth oriented vision
3. Operational, Finance, Marketing, Brand and business development competencies
4. Human Resource, Administration and decision making
5. Corporate Governance

S. NO.	NAME OF DIRECTOR	EXPERTISE IN SPECIFIC FUNCTIONAL AREA
1.	Shri Gopal Sitaram JiwaraJka	Ex p e n d e d l e a d e r s h i p e x p e r i e n c e f o r a s i g n i f i c a n t e n t e r p r i s e r e s u l t i n g i n a p r o f i t a b i l i t y o f o r g a n i z a t i o n s , p r o c e s s e s , s t r a t e g i c p l a n n i n g a n d r i s k m a n a g e m e n t . S t r e n g t h s i n d e v e l o p i n g t a l e n t , p l a n n i n g s u c c e s s i o n , a n d d r i v i n g c h a n g e a n d l o n g - t e r m g r o w t h .
2.	Shri Tarun JiwaraJka	E x p e r i e n c e i n d e v e l o p i n g s t r a t e g i e s t o g r o w s a l e s a n d b u i l d b r a n d a w a r e n e s s & e q u i t y a n d e n h a n c e e n t e r p r i s e r e p u t a t i o n .
3.	Smt. Neetu JiwaraJka	A d e e p u n d e r s t a n d i n g o f c o n s u m e r p r e f e r e n c e s , t r e n d s a n d m a r k e t d y n a m i c s r e l a t e d t o p r o d u c t s t h a t c a t e r t o i n d i v i d u a l s ’ l i f e s t y l e s , t a s t e s a n d p r e f e r e n c e s t o e n h a n c e v a r i o u s a s p e c t s o f a p e r s o n ’ s l i f e , f r o m f a s h i o n a n d b e a u t y t o h o m e d e c o r a n d l e i s u r e a c t i v i t i e s .
4.	Shri Sanjeev Kaul Duggal	S e r v i c e o n c o m p a n y b o a r d t o d e v e l o p i n s i g h t s a b o u t m a i n t a i n i n g b o a r d a n d m a n a g e m e n t a c c o u n t a b i l i t y , p r o t e c t i n g s h a r e h o l d e r i n t e r e s t s a n d o b s e r v i n g a p p r o p r i a t e g o v e r n a n c e p r a c t i c e s .
5.	Shri Karna Singh Mehta	L e a d e r s h i p o f a f i n a n c i a l f i r m o r m a n a g e m e n t o f t h e f i n a n c e f u n c t i o n o f a n e n t e r p r i s e i n p r o f i c i e n c y i n c o m p l e x f i n a n c i a l m a n a g e m e n t , c a p i t a l a l l o c a t i o n , a n d f i n a n c i a l p r o c e s s e s , o r e x p e r i e n c e i n a c t i v e l y s u p e r v i s i n g a p r i n c i p a l f i n a n c i a l o f f i c e r , c o n t r o l l e r , p u b l i c a c c o u n t a n t , a u d i t o r o r p e r s o n p e r f o r m i n g a p r o f e s s i o n .
6.	Shri Paramartha Saikia	A w i d e r a n g e o f s k i l l s a n d k n o w l e d g e r e q u i r e d t o e f f e c t i v e l y p r o m o t e p r o d u c t s , s e r v i c e s , o r b r a n d s t o t a r g e t a u d i e n c e s a n d u n d e r s t a n d i n g c o n s u m e r b e h a v i o r , c r a f t i n g c o m p e l l i n g m e s s a g e s , u t i l i z i n g v a r i o u s c h a n n e l s a n d a d a p t i n g s t r a t e g i e s b a s e d o n m a r k e t t r e n d s .

The Company has placed the details of familiarization program imparted to Independent Directors on the its website i.e. [www.salora.com](http://www.salora.com).

**BOARD PROCEDURE**

The Board agenda comprises of relevant information on various matters related to the working of the Company, especially those that require deliberation at the Board level. The Company provides the information as set out in Regulation 17 read with Part “A” of Schedule II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the Agenda papers in advance of the respective meetings or by way of presentations and discussions during the Meetings. To enable the Board to discharge its responsibilities effectively, the Chairman, Whole Time Director, Independent Directors review the overall Company’s performance. In addition to the legal matters compulsorily required to be dealt, the Board also reviews:

- a) Strategy and business plans
- b) A p p r o v a l o f u n a u d i t e d f i n a n c i a l r e s u l t s q u a r t e r l y / a u d i t e d f i n a n c i a l r e s u l t s a n n u a l l y
- c) Listing regulations, attending to shareholders’ grievances, etc.
- d) Annual operating and capital expenditure budgets and any updates
- e) Investment of Company’s funds, if any
- f) Compliance with statutory / regulatory requirements and review of major legal issues
- g) Any other matter which is serious in nature or requires the attention of the Board.

## BOARD MEETINGS

The Board meet at regular intervals to discuss and decide inter alia on business strategies / performance of the Company. The Board meetings are pre-scheduled and a tentative annual calendar of the Board meeting is circulated to the Directors well in advance to facilitate them to plan their schedules accordingly.

The notice and detailed agenda along with relevant notes and other material information are sent to each director and in exceptional cases tabled at the meeting with approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company vis-à-vis the budgets / targets.

## NUMBER OF MEETINGS OF THE BOARD

During the financial year ended March 31, 2023 four (4) meetings of Board of Directors were held i.e. on 30<sup>th</sup> May, 2022, 12<sup>th</sup> August, 2022, 14<sup>th</sup> November, 2022 and 10<sup>th</sup> February, 2023. The intervening gap between the meetings was within the period prescribed under Section 173 of the Companies Act, 2013 and SEBI Listing Regulations.

## SEPARATE MEETING OF INDEPENDENT DIRECTORS

During the year under review, the Independent Directors met separately on February 10, 2023 inter alia to discuss

- i) Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole;
- ii) Evaluation of performance of chairman of the Company taking into account the views of Executive and Non Executive Directors;
- iii) Evaluation of the equality, contents and timeliness of flow of information between them and it is necessary for the Board to effectively and reasonably perform its duties and other related matters.

## CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

The Company has received a certificate under Clause 10(i) of Part C, Schedule V from M/s. SVR & Co., Practising Secretary (Membership No. F10704 CP No. 14600) confirming that none of the directors on the Board has been debarred or disqualified from being or continuing as directors of the Company by Ministry or other statutory authority. The same forms part of this report.

## DISCLOSURES / POLICIES/CODE OF CONDUCT

The Company is in compliance with the requirements of regulatory authorities on capital markets and compliances under the Regulations and Laws applicable on the Company in a timely manner and all the mandatory requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

The Company has put Mandatory Policies and Code of Conducts on its website to provide better means to the existence of corporate governance in its operations. Following policies/guidelines are available on Company's website [www.salora.com](http://www.salora.com)

- 1) Code of Conduct for the Board of Directors, KMPs and employees of the Company;
- 2) Code of Conduct and Procedures for fair disclosure of Unpublished Price Sensitive Information
- 3) Nomination & Remuneration Policy
- 4) Related Party Transaction Policy
- 5) Whistle Blower Policy and Vigil Mechanism
- 6) Policy for Determining Material Subsidiary
- 7) Policy for Board Diversity
- 8) Terms and Conditions of appointment of Non-executive & Independent Directors
- 9) Familiarisation Programme for Independent Directors
- 10) Policy on preservation of Books of Accounts
- 11) Composition of Committees
- 12) Anti Sexual Harassment Policy for protection of women workers at work place.

## BOARD COMMITTEES

The Board of Directors has constituted Board Committees to deal with specific areas and activities and require a closure review. The Board Committees are formed with the approval of the Board and they function under their respective charters. These Committees play an important role in overall management of the day to day affairs and Governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform duties as entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board at every Board Meeting for noting.

The Board has constituted following committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee in compliance of the Companies Act, 2013 and rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The details of the committees are as follows:

**AUDIT COMMITTEE**

The terms of reference of the Audit as stated below is in the line with what is mandated in Regulation 18 of the SEBI Listing Regulations and Section 177 of the Act:

1. Oversight of the Company's financial reporting process and disclosure of financial information is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of company's auditors;
3. Review with management, the annual financial statements and auditors' report to be submitted to Board for approval;
4. Review with management, the quarterly financial statements before submission to Board;
5. Review and monitor the auditors' independence and performance and effectiveness of audit process;
6. Approval or any subsequent modification of her date party transactions;
7. Evaluation of internal financial control and risk management of the Company;
8. Reviewing with the management performance of Statutory and internal auditors, adequacy of the internal control systems;
9. Discussions with internal auditors of any significant findings and follow up thereon;
10. Discussion with statutory auditors before audit commences about the nature and scope of audit as well as post audit discussion to ascertain the area of concern;
11. To review functioning of the Whistle Blower Mechanism;
12. Approval of appointment of CFO (i.e. whole time director or any other person) based on certain qualifications, experience and background;
13. Review the Management Discussion and Analysis of financial condition and results of operations;
14. Review the Statement of significant related party transactions;
15. Review the Internal Audit Report relating to internal control weaknesses

**COMPOSITION OF COMMITTEE**

As on March 31, 2023, the Audit Committee comprises of four (4) members, out of which three (3) are Independent & Non Executive Directors namely Shri Karna Singh Mehta as Chairman, Shri Sanjeev Kaul Duggal and Shri Paramartha Saikia and one Executive Director namely Shri Tarun Jiwrajka as member. Shri Karna Singh Mehta, Chairman of the Audit Committee was present at the last Annual General Meeting held on 28<sup>th</sup> September, 2022 meeting the statutory compliance requirement.

During the financial year ended March 31, 2023 four (4) meetings of Audit Committee were held i.e. on 30<sup>th</sup> May, 2022, 12<sup>th</sup> August, 2022, 14<sup>th</sup> November, 2022 and 10<sup>th</sup> February, 2023.

The Attendance of each member of the Audit Committee is as follows:

S. No.	Name	Designation	Attendance at Committee meeting during the financial year 2022-23
1.	Shri Karna Singh Mehta	Chairman	4 out of 4
2.	Shri Sanjeev Kaul Duggal	Member	2 out of 4
3.	Shri Paramartha Saikia	Member	4 out of 4
4.	Shri Tarun Jiwrajka	Member	4 out of 4

**NOMINATION AND REMUNERATION COMMITTEE**

The broad terms of reference of Nomination and Remuneration Committee as stated below is in compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, 2015.

1. To identify persons who are qualified to become directors and who may be appointed in accordance with criteria laid down and recommend to the Board of Directors their appointment and removal and shall specify the manner for effective valuation of performance of Board & its committees;
2. To formulate criteria for determining qualifications, positive attributes and skills required and recommend the Board of Directors a policy relating to remuneration of the directors, key managerial personnel and other employees;

3. To lay down / formulate the evaluation criteria for performance evaluation of independent directors and the Board;
4. To devise a policy on Board diversity;
5. To recommend the Board whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
6. To recommend to the Board all remuneration in whatever form payable to senior management;
7. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person to be recommended to the Board for appointment as an independent director shall have capabilities identified in such description.
8. To undertake specific duties as may be prescribed by the Board from time to time.

#### COMPOSITION OF COMMITTEE

As on March 31, 2023, the Committee consists of four (4) members out of which three members are Independent and Non Executives Directors namely Shri Sanjeev Kaul Duggal, as Chairman, Shri Karna Singh Mehta and Shri Paramartha Saikia and one Executive Director Shri Gopal Sitaram Jiwarajka, as members of the Committee.

During the financial year 2022-23 the Nomination & Remuneration Committee held 03 meetings. The Attendance of each member of the Nomination and Remuneration Committee is as follows:

S. No.	Name	Designation	Attendance at Committee meeting during the financial year 2022-23
1.	Shri Sanjeev Kaul Duggal	Chairman	1 out of 1
2.	Shri Karna Singh Mehta	Member	1 out of 1
3.	Shri Paramartha Saikia	Member	1 out of 1
4.	Shri Gopal Sitaram Jiwarajka	Member	1 out of 1

#### NOMINATION & REMUNERATION POLICY & CRITERIA FOR PERFORMANCE EVALUATION

The Board on recommendation of Nomination and Remuneration Committee has framed a Nomination & Remuneration Policy providing (a) selection, appointment and removal (b) Remuneration (c) Evaluation of performance and (d) Board diversity. The Company has already put the said policy on its website: [www.salora.com](http://www.salora.com)

#### CRITERIA AND QUALIFICATIONS

The Board of Directors of the Company is responsible for selection of a member on the Board or KMP of the Company. The Nomination and Remuneration Committee follows defined criteria for identifying screening candidate for appointment as a Director or KMP. The criteria for appointment include:

- i. Composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listing Company;
- ii. Diversity on the Board or in the Company;
- iii. Size of the Board with optimal balance of skills, experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- iv. Professional qualifications, expertise and experience in specific area of relevant activities of the Company;
- v. Balance of skills and expertise in view of the objectives and activities of the Company;
- vi. Avoidance of any present or potential conflict of interest;
- vii. Availability of time and other commitments for proper performance of duties;
- viii. Personal characteristics being in line with the company's values, such as integrity, honesty, transparency, pioneering mindset.

#### APPOINTMENT / TERM / TENURE

The directors of the Company are appointed / re-appointed by the Board on recommendations of Nomination and Remuneration Committee and approval of the Members at the General Meetings. In accordance with the Articles of Association of the Company, provisions of the Act and the term of the appointment, the directors are liable to retire by rotation at the Annual General Meeting (AGM) each year and, if eligible, offer themselves for re-appointment. The Executive Directors on the Board have been appointed as per the provisions of the Act and in accordance with the terms of their contract of employment / contract of service with the Company. None of the Independent Director(s) of the Company resigned before expiry of his tenure. With regard to the appointment and the tenure of Executive Directors, the policy adopted by the Board is as follows:



The Company appoints or re-appoints any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of the term.

As regards the appointment and tenure of Independent Directors, following policy is adopted by the Board:

- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Act and Listing Regulations;
- The Independent Directors can serve a maximum of two terms of five years each;
- The Company does not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by the provisions of the Act and the Listing Regulations. The Company shall ensure that the appointment of any Non-Executive Director who has attained the age of 75 years is approved by the Members of the Company by way of a Special Resolution.

**REMOVAL**

Nomination & Remuneration Committee have right to recommend removal of any Director, KMP or Senior Managerial Person to the Board for any disqualification mentioned in the Companies Act, 2013 or under rules and regulations made thereunder, with the reasons recorded in writing, subject to the provisions and compliance of the said act, rules and regulations.

**STAKEHOLDERS’ RELATIONSHIP COMMITTEE**

The broad terms of reference of Stakeholder Relationship Committee is in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations 2015 (as amended).

The Committee looks into various aspects of interest of shareholders including redressal of shareholders complaints and grievances, transposition/transmission of shares, issue of duplicate shares, recording re-materialization/dematerialization of shares and all other related matters.

The term of reference the committee shall inter-alia include the following:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of an annual report, issue of new/duplicate certificates.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for ensuring timely receipt of annual reports/statutory notices by the shareholders of the Company.

**COMPOSITION OF COMMITTEE**

As on March 31, 2023, the Stakeholders’ Relationship Committee is comprises of Shri Karna Singh Mehta, as Chairman and Shri Sanjeev Kaul Duggal (Independent Directors) and Shri Tarun Jiwrajka (Executive Director) as member of the Committee.

During the financial year ended March 31, 2023 the Committee met four times i.e. on 30<sup>th</sup> May, 2022, 12<sup>th</sup> August, 2022, 14<sup>th</sup> November, 2022 and 10<sup>th</sup> February, 2023. The member’s attendance at the Stakeholder Relationship Committee Meetings during the financial year 2022- 23 is as follows :

S. No.	Name	Designation	Attendance at Committee meeting during the financial year 2022-23
1.	Shri Karna Singh Mehta	Chairman	4 out of 4
2.	Shri Sanjeev Kaul Duggal	Member	2 out of 4
3.	Shri Tarun Jiwrajka	Member	4 out of 4

**DETAILS OF FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

Whenever any person joins the Board of the Company as an Independent Director, an induction programme is arranged for him / her wherein he / she is familiarized with the activities of the Company, their roles, rights and responsibilities in the Company, the code of conduct to be adhered, nature of the industry in which the Company operates, business model of the Company, meeting with the senior management team members, etc. The details of familiarization programme for Directors are available on the company’s website i.e. [www.salora.com](http://www.salora.com).

**CRITERIA OF MAKING PAYMENTS TO NON EXECUTIVE & INDEPENDENT DIRECTORS**

The Non Executive & Independent Directors are paid sitting fees for each of the meeting attended by them i.e. Board Meeting(s) and Audit Committee Meeting(s). The Company has laid down the criteria for making payments to the Non-Executive Directors. The details of such criteria are available in the Remuneration Policy disseminated on the company's website i.e. [www.salora.com](http://www.salora.com).

**REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Shri Gopal Sitaram Jiwrajka, Shri Tarun Jiwrajka and Smt. Neetu Jiwrajka, are executive directors of the Company. The appointment and remuneration of Executive Directors is governed by the recommendation of Nomination and Remuneration Committee and resolutions passed by the Board of Directors and approved by the Shareholders of the Company at the Annual General Meeting & that of the Central Government and such other authorities as may be necessary. Details of remuneration paid to executive directors are given below and the same is also provided in the Annual Return (MGT-7) Link to access the same is provided in the Annual Report.

S. No.	Particulars of Remuneration	Name of MD/WTD/ED/Manager			Total Amount
		Shri Gopal Sitaram Jiwrajka (MD)	Shri Tarun Jiwrajka (WTD)	Smt. Neetu Jiwrajka (ED)	
1	Gross Salary				
	(a) Salary as per provisions contained in Sec.17(1) of the Income Tax Act, 1961	6,63,929	23,86,680	2,91,768	33,42,377
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary u/s 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	*as % of Profit				
	*others, specify				
5	Others, please specify	-	-	-	-
	<b>Total (A)</b>	<b>6,63,929</b>	<b>23,86,680</b>	<b>2,91,768</b>	<b>33,42,377</b>
	Ceiling as per the Act (Pursuant to the Section II Part II of Schedule V of the Companies Act, 2013 and with the consent of Shareholders through Special Resolution)	1,20,00,000	24,00,000	7,20,000	1,51,20,000

**DETAILS OF SITTING FEES TO INDEPENDENT & NON-EXECUTIVE DIRECTORS**

The details of sitting fees paid to Non-Executive & Independent Directors during the financial year are as follows:

Name of the Director	Board Meeting (Rs.)	Audit Committee Meeting (Rs.)	Nomination & Remuneration Committee Meeting (Rs.)	Stakeholder's Relationship Committee Meeting (Rs.)	Total Sitting Fee (Rs.)
Shri Karna Singh Mehta	40,000	40,000	-	-	80,000
Shri Sanjeev Kaul Duggal	20,000	20,000	-	-	40,000
Shri Paramartha Saikia	40,000	40,000	-	-	80,000

There are no signs of pecuniary relationships or transactions between Non-Executive Directors' vis-à-vis the Company except payment of sitting fees for their meetings attended by them during the financial year ended 31<sup>st</sup> March, 2023.

**VIGIL MECHANISM & WHISTLE BLOWER POLICY**

The Company has established necessary Vigil Mechanism/ Whistle Blower Policy, as defined under Section 177 of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and rules made thereunder as amended from time to time for its directors and employees to report the genuine concerns about unethical behavior, actual or suspected fraud and violation of Company's Code of Conduct or Ethics Policy.

The Company has provided a dedicated e-mail address: [ks.mehta@sskmin.com](mailto:ks.mehta@sskmin.com) for reporting such concern. It is ensured that no personnel have been denied to access the Chairman of the Audit Committee. The Policy is available on the Company's website at following link: [http://salora.com/pdf/whistleblower\\_policy\\_salora.pdf](http://salora.com/pdf/whistleblower_policy_salora.pdf)

**CODE OF CONDUCT**

The Company has adopted Code of Business Conduct & Ethics (“the Code”) which is applicable to the Board of Directors and all employees of the Company. The Board of Directors and the members of senior management team of the Company are required to affirm compliance of this Code on an annual basis. A declaration signed by the Managing Executive Officer of the Company to this effect is placed in this annual report. The Code requires to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code of Conducts of the Company is available on the company’s website at [www.salora.com](http://www.salora.com)

**GENERAL BODY MEETINGS**

Location and time, where last three AGMs held -

Venue	Financial Year	Scheduled Date & Time
<b>Registered office of the Company:</b> <b>Address:</b> D-13/4, Okhla Industrial Area, Phase – II, New Delhi – 110 020 <b>Mode :</b> Video Conferencing (“VC”)/ Other Audio- Visual Means (“OAVM”)	2019-20	30 <sup>th</sup> September, 2020 At 11.00 A.M.
<b>Registered office of the Company:</b> <b>Address:</b> D-13/4, Okhla Industrial Area, Phase – II, New Delhi – 110 020 <b>Mode :</b> Video Conferencing (“VC”)/ Other Audio- Visual Means (“OAVM”)	2020-21	29 <sup>th</sup> September, 2021 At 11.00 A.M.
<b>Registered office of the Company:</b> <b>Address:</b> D-13/4, Okhla Industrial Area, Phase – II, New Delhi – 110 020 <b>Mode :</b> Video Conferencing (“VC”)/ Other Audio- Visual Means (“OAVM”)	2021-22	28 <sup>th</sup> September, 2022 At 11.00 A.M.

The details of special resolutions passed in AGM in the last 3 years are as follows:

AGM No.	Brief description of the Resolutions passed
51 <sup>st</sup> AGM	1. Appointment of Shri Paramartha Saikia, as Non Executive & Independent Director; 2. Appointment of Shri Tarun Jiwrajka, as Whole Time Director; 3. Ratification of Cost Auditors’ remuneration
52 <sup>nd</sup> AGM	1. Appointment of Shri Karna Singh Mehta, as Non Executive & Independent Director; 2. Appointment of Smt. Neetu Jiwrajka, as Executive Director; 3. Ratification of Cost Auditors’ remuneration
53 <sup>rd</sup> AGM	1. Appointment of Statutory Auditors of the Company for consecutive term 2. Appointment of Shri Gopal Sitaram Jiwrajka, as Managing Director; 3. Ratification of Cost Auditors’ remuneration

E-Voting/Poll: E-Voting/Poll facility provided at Annual General Meeting of the Company was compliance of provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations.

**OTHER DISCLOSURES**

- i. The Chairman & Managing Director and Chief Financial Officer of the Company have certified about statements, internal control and accounting policies etc. for the financial year 2022-23 in compliance of Section 17(8) read with Part B of Schedule II of the Listing Regulations;
- ii. Disclosures on materially significant related party transactions that may have potential conflict of interest with the Company at large:  
 All the related party transactions entered, during the FY ended on March 31, 2023, were on arm’s length basis. The materiality of Related Party Transactions and dealing with Related Parties. There are no related party transactions of the Company which have potential conflict with the Company. The particulars of transactions between the Company and its related parties as per the “IND AS” mentioned in notes to the financial statements.
- iii. Detail of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years:  
 There has been no Instances of non-compliance by the Company on any matter related to capital markets, during the last three years and hence, no penalties or strictures was imposed by Stock Exchanges or SEBI or any Statutory Authority.
- iv. Details of compliance with mandatory requirements and adoption of non mandatory requirements of this clause. The Company has fully complied with the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The Company has complied with the mandatory requirement of the listing regulations. Further, the Company has also put its best endeavour to comply with non-mandatory requirement(s).

- v. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

SL No.	PARTICULARS	NO.
1.	Number of complaints filed during the financial year	NIL
2.	Number of complaints disposed of during the financial year	NIL
3.	Number of complaints pending as on end of the financial year	NIL

- vi. Web link where policy on dealing with related party transactions is disclosed on the website of the Company [www.salora.com](http://www.salora.com).
- vii. The Policy on dealing with Related Party Transactions is available on the website of the Company and the web-link for the same is [www.salora.com](http://www.salora.com).
- viii. The Management discussion and Analysis Report form part of this Annual Report.
- ix. To maintain high level of legal, ethical, and moral standard and to provide gateway for employees to raise concern, if any, in a reasonable and effective manner about serious malpractice, abuse, or wrongdoing within the organization, the Company has Whistleblower Policy and has established vigilance mechanism system and every year under review, no personnel have been denied access to the Chairman of the Audit Committee. The mechanism has been communicated to all concern and posted on the Company's website [www.salora.com](http://www.salora.com).
- x. Certificate on Corporate Governance Pursuant to Schedule V of the SEBI LODR, the certificate of the Company Secretary on Corporate Governance will be annexed hereinafter.
- xi. There has been no instance of non-compliance of any requirement of Corporate Governance report as prescribed under SEBI LODR.
- xii. Disclosure with respect to demat suspense account/unclaimed suspense account: The details of shares already transferred into IEPF Account are provided on the website of the Company at [www.salora.com](http://www.salora.com).

#### CREDIT RATING

During the year under review, the Company has not taken credit rating from any Credit Rating Agencies.

#### MEANS OF COMMUNICATION TO THE SHAREHOLDERS

- (i) All information relating to the Company and its performance, including quarterly results, annual report and any other information prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are available on the company's website [www.salora.com](http://www.salora.com)
- (ii) A designated email id [sect@salora.com](mailto:sect@salora.com) exclusively for the shareholders / investors to lodge their complaints / grievances and information about the said email id has been posted on the Company's website.
- (iii) To process Investor Complaints in a centralized web-based Complaints redress system through SEBI SCORES.
- (iv) All the material information including declaration of quarterly / half yearly and annual results in prescribed formats promptly report to Stock Exchange (BSE Limited), where equity shares of the Company are listed.
- (v) The extract of the financial results are communicated within prescribed timelines by way of "Financial Express (English) and Jansatta (Hindi) having wide circulation, after the results are approved at the Board Meeting.

#### GENERAL INFORMATION FOR SHAREHOLDER

a.	Registered/Corporate Office & Correspondence Address	<b>SALORA INTERNATIONAL LIMITED</b> CIN: L74899DL1968PLC004962 <b>Address:</b> D-13/4, Okhla Industrial Area, Phase-II, New Delhi - 110020 <b>Ph.</b> 011-35008342, <b>E-mail:</b> info@salora.com, <b>Website:</b> www.salora.com
b.	AGM Date, time and Venue	September, 28, 2023 at 11:00 AM (IST) through VC/ OAVM at the Registered Office of the Company (Deemed Venue)

c.	Financial year	1 <sup>st</sup> April to 31 <sup>st</sup> March every year
d.	For the Financial Year 2023-2024, tentative schedule to declare the financial results	a) 1 <sup>st</sup> Quarterly Results – before 14 <sup>th</sup> August, 2023 b) 2 <sup>nd</sup> Quarterly Results – before 14 <sup>th</sup> November, 2023 c) 3 <sup>rd</sup> Quarterly Results – before 14 <sup>th</sup> February, 2024 d) 4 <sup>th</sup> Quarter / Annual Results – before 30 <sup>th</sup> May, 2024
e.	Date of Book Closure	September 22, 2023 to September 28, 2023 (Both days inclusive)
f.	Cut-off Date	September 21, 2023
g.	CIN	L7489DL1968PLC004962
h.	Listing Details	<b>BSE Ltd.</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 <b>Scrip Code:</b> 500370 <b>ISIN:</b> INE924A01013 <i>*The Company has paid listing fees in full within the due date For the FY 2023-24.</i>
i.	Registrar and Share Transfer Agents	<b>M/s. Skyline Financial Services Pvt. Ltd.</b> Registrars and Transfer Agents <b>Unit:</b> Salora International Limited D-153-A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase -I, New Delhi-110020 <b>Tel. No.</b> 011- 40450193-196 <b>Website:</b> <a href="http://www.skylinerta.com">www.skylinerta.com</a> <b>Email:</b> <a href="mailto:admin@skylinerta.com">admin@skylinerta.com</a>
j.	Investor Grievances Redressal System	The Stakeholder Relationship Committee constituted by the Board of Directors, look into the grievances of shareholders. Queries/complaints received from shareholders are promptly attended by the Company Secretary of the Company through Company's Registrar and Share Transfer Agent M/s. Skyline Financial Services Pvt. Ltd.
k.	Share Transfer System	The Company has appointed M/s. Skyline Financial Services Pvt. Ltd. as its Registrar and Share Transfer Agent (RTA). The share transfer work in both physical as well as electronic mode has been carried on by the RTA. The authority relating to share transfer has been delegated to RTA. The Stakeholder's Relationship Committee of the Company taken out the Transfer, Transmission, Renat, Split & Consolidation etc. periodically. The RTA ensures the approval of share transfer / transmission / splitting and consolidation of valid request with in stipulated time from their receipt and also processing of valid Demat request. In terms of Regulation 40 of the SEBI LODR, as amended, no transfer of shares in physical mode is permitted.
l.	Dematerialization of shares	The shares of the Company are in compulsory demat segment and available for trading in the depository systems of both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 87,12,013 equity shares of the Company representing 98.92% of the Company's listed capital are held in electronic form as on 31 <sup>st</sup> March, 2023.
m.	Reconciliation of Share Capital Audit	A qualified Practising Company Secretary carried out Reconciliation of Share reconcile the total admitted equity capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed equity capital. The Reconciliation of Share Capital Audit Report is filed by the Company on

**STOCK MARKET PRICE DATA – BSE LTD.**

MONTH	NO.OF SHARES	BSE (SHARE PRICE IN RUPEES)	
		HIGH PRICE	LOW PRICE
Apr-22	20,160	53.05	41.50
May-22	33,548	48.45	40.10
Jun-22	36,458	46.85	31.95
Jul-22	28,429	43.55	33.35
Aug-22	22,484	43.10	38.00
Sep-22	74,107	46.00	36.05
Oct-22	18,726	41.75	33.75
Nov-22	124,143	38.90	32.10
Dec-22	36,973	38.25	33.00
Jan-23	106,103	42.00	32.60
Feb-23	46,676	39.90	33.55
Mar-23	329,850	36.00	29.55

SHAREHOLDING PATTERN AS ON 31<sup>st</sup> MARCH, 2023

SL	Category of Shareholders	No. of Folios	No. Shares held	Percentage
1)	Individuals (up to 2.0 lakhs)	3,436	954,256	10.83%
2)	Individuals (above 2.0 lakhs)	12	469,004	5.33%
3)	Bodies Corporate	67	1,023,574	11.62%
4)	Promoters	6	5,506,902	62.53%
5)	Group Company(ies) (Promoters Group)	1	558,929	6.35%
6)	Mutual Fund, Banks, FIs	3	600	0.01%
7)	NRI	33	186,525	2.12%
8)	Resident Indian HUF	78	31,499	0.36%
9)	Trust	-	-	0.00%
10)	Clearing Members	1	5	0.00%
11)	Others	4	1,484	0.02%
12)	IEPF	1	74,522	0.85%
<b>TOTAL</b>		<b>3,642</b>	<b>8,807,300</b>	<b>100.00%</b>

DISTRIBUTION OF EQUITY SHARE CAPITAL AS ON 31<sup>st</sup> MARCH, 2023

PAN CONSOLIDATION DATA				
SHARE HOLDING NOMINAL VALUE (RS.)	NUMBER OF SHAREHOLDERS	% TO TOTAL NUMBERS	SHARE HOLDING AMOUNT (RS.)	% TO TOTAL AMOUNT
(1)	(2)	(3)	(4)	(5)
Up To 5,000	3,306	90.77%	3,581,040	4.07%
5001 To 10,000	134	3.68%	1,055,870	1.20%
10001 To 20,000	83	2.28%	1,215,200	1.38%
20001 To 30,000	27	0.74%	694,480	0.79%
30001 To 40,000	19	0.52%	675,980	0.77%
40001 To 50,000	16	0.44%	734,540	0.83%
50001 To 1,00,000	19	0.52%	1,473,680	1.67%
1,00,000 and Above	38	1.04%	78,642,210	89.29%
<b>Total</b>	<b>3,642</b>	<b>100.00%</b>	<b>88,073,000</b>	<b>100.00%</b>

## INFORMATION IN RESPECT OF UNCLAIMED DIVIDENDS DUE FOR REMITTANCE INTO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

No amount of unclaimed/unpaid dividend is available with the Company for transfer to Investor Education And Protection Fund (IEPF) for the period under review.

## PREVENTION OF INSIDER TRADING

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended, the Company has instituted a comprehensive Code of Conduct for prevention of insider trading, in the Company's shares and code of practice and procedure for fair disclosure of unpublished price sensitive information.

## NODAL OFFICER

Shri Gopal Sitaram Jiwarajka, Chairman & Managing Director of the Company has been appointed as Company pursuant to IEPF rules.

## SUBSIDIARY COMPANY

As at 31<sup>st</sup> March, 2023 there is no subsidiary of the Company and the Company has no joint venture / associate company as well.

## RELATED PARTY TRANSACTIONS POLICY

All transactions entered into with Related Parties during the financial year were on an arm's length basis of business. Due approvals from Audit Committee were taken under the provisions of Section 177 of the Companies Act, 2013 and Rules made thereunder read with applicable Listing Regulations. As all the transactions with Related Parties during the year under review were on arm's length basis and in the ordinary course of business. During the year under review, the Company has not entered into any transaction with related parties which could be considered 'material' in accordance with Related Party Transaction Policy of the Company. Hence, no approval from Shareholders of the Company required for any related party transaction during the year under review. The Company has put on its website i.e. [www.salora.com](http://www.salora.com) Policy on Related Party Transactions as approved by the Board of Directors of the Company.



**DISCLOSURE OF COMPLIANCE OF REGULATION 17 TO 27 AND CLAUSE (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46**

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 (Obligations & Disclosure Requirements) Regulations, 2015 and Clause (b) to (i) of Sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the financial year ending 31st March, 2023.

**INVESTORS COMMUNICATION**

The Shareholders are requested to convert their holdings to demat / electronic form through any of Depository Participants to avoid risk involved in physical shares. Members holding shares in physical form, in identical order of names, in more than one folio, are requested to send to the Company or Skyline Financial Services Pvt. Ltd. (RTA) of the Company, the details of such folios to get herewith the certificates for consolidating their holdings in one folio. Shareholders are advised to write directly to RTA i.e. Skyline Financial Services Pvt. Ltd. by registered email to [admin@skylinerta.com](mailto:admin@skylinerta.com) or D-153A, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase – I, New Delhi – 110 020 (Ph. No.:011-40450193 to 196) of the Company for all enquiry relating to transfer, transmission, transposition, demat, remat, split, consolidation, nomination, change of address and other relevant matters for their holdings in the Company.

**NOMINATION FACILITY**

The Shareholders can file their nomination against shares held in physical mode as well as electronic mode. The facility of nomination is not available to non-individual shareholders, such as societies, trusts, bodies corporate, karta of Hindu Undivided Family and holders of power of attorney. The shareholders, who are holding shares in physical form and wish to avail this facility, may send their nomination in the prescribed Form SH- 13 duly filled and signed by the Share Transfer Agent (SKYLINE) of the Company. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.

As required by SEBI, shareholders holding shares in dematerialized form are requested to intimate all changes pertaining to their details such as bank account number, name of the bank and branch details, MICR Code and IFSC Code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact number, etc., to their depository participant (DP).

**GREEN INITIATIVE IN CORPORATE GOVERNANCE**

Pursuant to circulars issued by the Ministry of Corporate Affairs (MCA), Government of India, the companies are allowed to send official documents / communication to their shareholders electronically as a part of their Green Initiative in Corporate Governance. Recognizing the spirit of the Circular/Act, the Company proposes to send the documents like the Notice convening the General Meetings, Financial Statements, Directors' Report, Auditors' Report etc. to the e-mail address provided by the shareholder with their depositories.

However, in case you wish to receive the above communication / documents in physical mode or have not registered the e-mail address, you will be entitled to receive the above documents at free of cost by sending your request at [sect@salora.com](mailto:sect@salora.com) and [info@skylinerta.com](mailto:info@skylinerta.com) quoting your DP ID / Client ID or Folio No. or by sending letter to the Company or M/s. Skyline Financial Services Pvt. Ltd. (RTA).

**ELECTRONIC CLEARING SERVICE**

SEBI vide its Circular No. DCC/FITTCIR-3/2001 dated 15<sup>th</sup> October, 2001 had advised that all companies should mandatory use ECS facility wherever available. In the absence of ECS facility, Company may use warrants for distributing the dividends and vide its Circular No. D&CC/FUTTCUR-4/2001 dated 13<sup>th</sup> November, 2001, SEBI had advised companies to mandatory print the Bank Account details furnished by the Depositories on the Dividend Warrants. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrant and ensures safety for the investors. However, number of shares held in an account other than the one specified while opening the depository account, may not be reflected in their bank account details.

**For and on behalf of the Board of Directors**  
**Salora International Ltd.**  
 Sd/-  
 (Gopal Sitaram Jiwarajka)  
**Chairman & Managing Director**  
 DIN: 00024325

**Date :** 12.08.2023  
**Place:** New Delhi

Annexure – VII

**CERTIFICATE ON COMPLIANCE WITH CODE OF CONDUCT**

In terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per "affirmation of compliance" letters received from the directors and the members of senior management of the Company, I hereby declare that members of Board of Directors and Senior Management Personnel are in compliance with the Code of Conduct of Board of Directors and Senior Management during the financial year.

**For and on behalf of the Board of Directors  
Salora International Ltd.**

Sd/-

(Gopal Sitaram Jiwarajka)

**Chairman & Managing Director**

DIN: 00024325

Date :12.08.2023

Place: New Delhi

**CMD [CEO] / CFO CERTIFICATE****[Regulation 17(8)]**

To  
The Board of Directors  
Salora International Ltd.  
**New Delhi.**

We hereby certify that we have reviewed the financial statements and the Cash Flow Statement for the period ending 31<sup>st</sup> March, 2023 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable law and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the aforesaid period which are fraudulent, illegal or violative of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee the deficiencies in the internal control systems, if any, of which we are aware, and that we have taken the required steps to rectify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee that:
  - a) There have been no significant changes in internal control over financial reporting.
  - b) There have been no significant changes in accounting policies during the year.
  - c) There have been no instances of fraud of which we have become aware and that, if any, of them an agent or an employee has significant role in the Company's system over financial reporting.

**For Salora International Limited****For Salora International Limited**

Sd/-

(Gopal Sitaram Jiwarajka)

**Chairman & Managing Director**

DIN:00024325

Sd/-

(Tarun Jiwarajka)

**Whole Time Director & CFO**

DIN:00386240

Date: 12.08.2023

Place: New Delhi

## Annexure - VIII

**PRACTICING COMPANY SECRETARY'S REPORT ON CORPORATE GOVERNANCE**

To,  
The Members of  
Salora International Limited  
Regd. Office D 13/ 4,  
Okhla Industrial Area, Phase II,  
New Delhi- 110020

We have examined the compliance of conditions of Corporate Governance by Salora International Limited for the year ended 31<sup>st</sup> March, 2023 as referred in the Regulation 15(2) and other relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is not an audit nor an expression of opinion on the financial

In our opinion and to the best of our information, based on the records, documents, books, and other information furnished and according to the explanations given to us, we certify that the company has complied in general with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement / applicable guidelines.

We further state that such compliance is not an assurance to the future viability of or effectiveness with which the management has conducted the affairs of the company.

**Date : 05.09.2023**  
**Place : Noida**

**FOR SVR & Co.**  
Company Secretaries

CS Shivam Rastogi  
M.NO: F10704  
CP. NO: 14600  
PRC No.: 1470/2021  
UDIN:F010704E000944857

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY OUTLOOK

Currently Consumer Electronics Market is growing rapidly in the Asia-Pacific region, accounting for more than forty per cent (40%) of the total market share worldwide. The existence of multiple manufacturers, an expanding population, and rising earnings available to consumers are the primary factors contributing to the region's market growth.

Furthermore, the emergence of semiconductor technology due to technological advancement is the other major factor driving the growth of the Consumer Electronics Market. Additionally, the increasing adoption of consumer goods like automated home appliances, and the rising trend of Smartphones is projected to boost the Consumer Electronics Market growth in the upcoming years.

The market is extremely competitive, with many different producers and brands vying for a part of the consumer base. Apple, Samsung, LG, Sony, and Microsoft are among the major participants in this sector. Other major companies include Xiaomi, Oppo, Vivo and OnePlus. These businesses spend a significant amount of money in R&D to produce new items and enhance their existing offerings. This helps businesses stay one step ahead of their rivals.

### ECONOMY

#### GLOBAL ECONOMY OUTLOOK

The baseline forecast, which assumes that the recent financial sector stresses are contained, shows inflation at 3.4 percent in 2022 to 2.8 percent in 2023, before settling at 3.0 percent in 2024. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7 percent in 2022 to 1.3 percent in 2023. In a plausible alternative scenario with further financial sector stress, global growth declines to about 2.5 percent in 2022 and 1.3 percent in 2023. Global headline inflation in the baseline is set to fall from 8.7 percent in 2023 on the back of lower commodity prices but underlying (core) inflation is likely to decline more slowly. A return to target is unlikely before 2025 in most cases.

The natural rate of interest is important for both monetary and fiscal policy as it is a key determinant of monetary policy and a key determinant of the sustainability of public debt. Public debt as a ratio to GDP soared across the world during COVID-19 and is expected to remain elevated. Supply-chain disruptions and rising geopolitical tensions have brought the risks and potential benefits and costs of geo-economic fragmentation to the fore.

The war in Ukraine could intensify and lead to more food and energy price spikes, pushing inflation to turn out more persistent than anticipated, requiring even more monetary tightening to tame.

Despite the ill effects from lower food and energy prices and improved supply-chain functioning, the recovery is uneven and inflation remains high. The recent financial sector turmoil.

#### INDIAN ECONOMY OUTLOOK

India will need a strong rebound in investments to attain sustainable growth. Global uncertainties will weigh on growth this year, but India is poised to grow by 6.5% in the medium term. The last two years have seen the global economy struggling to deal with overlapping crises, the latest being the liquidity troubles after a series of global bank crises. While the impact appears to have been contained, the uncertainties continue to underpin the recovery and businesses to spend, therefore impacting economic growth.

While betting on consumption-driven growth is obvious given India's large, young, and rising share of the upper middle-income population (with a high propensity to spend), we believe that investment will play an important role over the next two years. It is investments that will provide India with necessary momentum to take off on a path of sustained domestic demand-led growth for decades to come.

Inflation has declined as Central Banks have raised interest rates and food and energy price pressures are proving sticky, with labor markets tight in a number of economies. Side effects from the fast rise in policy rates are becoming apparent, as banking sector vulnerabilities have come into focus and fears of contagion have risen across the broader financial sector, including on bank financial institutions.

However, capital investment, especially in the private sector, has lagged so far. India is an attractive investment destination and a point well emphasized. The question is, why has private investment not yet picked up sustainably, and what can policymakers do to take advantage of this window of opportunity?

## CONSUMER ELECTRONICS

The rapidly increasing internet penetration across the globe is driving the growth of the Consumer Electronics Market. The Consumer Electronics Sector of the global economy that is responsible for the production of electronic products that are intended for individual use, such as mobile phones, computers, tablets, televisions, game consoles, and other household appliances.

The incessant desire for novel items that have enhanced features and capabilities is the primary force propelling the growth of this market. Consumer Electronics include devices that can provide one or more functionalities like laptops, computers, home applications, refrigerators, and smartphones, which are the requirements of day-to-day life thus fueling the Consumer Electronics Market growth. In addition, the continuous investments by the prime members of the market in research and development for the growth of the latest Consumer Electronics products along with the enhanced features are projected to fuel the industry growth of Consumer Electronics in the years to come.

### CONSUMER ELECTRONICS GROWTH DRIVERS

There are several drivers of growth in the consumer electronics industry, including:

- **Technological Innovation:** Advancements in technology drive the development of new and improved products, leading to increased demand and sales.
- **Increasing Connectivity:** The proliferation of internet-connected devices has created new markets for consumer electronics products, such as smart home devices and wearables.
- **Changing Consumer Preferences:** Consumers are increasingly looking for personalized, convenient, and accessible products, leading to the development of new products and business models.
- **Demographic Shifts:** The growth of the middle class in emerging markets and the aging of the population in developed markets are creating new demand for consumer electronics products.
- **E-commerce:** The growth of online shopping has made it easier for consumers to research and purchase electronic products, leading to increased sales and market penetration.

### CONSUMER ELECTRONICS MARKET TRENDS

The ear es ev er al signifi cant t r ends c ur r ent ly s hap in g t he co n s u m e r e l e c t r o n i c s m a r k e t :

- **5G technology:** The rollout of 5G networks is set to revolutionize the consumer electronics industry by enabling faster download and upload speeds, improved connectivity, and greater network capacity. This technology will unlock new possibilities for devices such as smartphones, wearables, and Internet of Things (IoT) devices, and also pave the way for the adoption of emerging technologies such as augmented reality (AR) and virtual reality (VR).
- **Internet of Things:** It refers to the interconnectivity of devices and systems, enabling them to communicate and share data. This technology is transforming the consumer electronics industry by making it possible to connect and control various devices, from smart homes to wearables, through a single app or interface.
- **Artificial Intelligence:** It is being increasingly integrated into consumer electronics, making them more intelligent, personalized, and efficient. Devices such as smartphones, smart speakers, and home appliances are using AI assistants, natural language processing, and machine learning to enable users to interact with them more intuitively.
- **Sustainability:** The increasing awareness and concern for the environment have led to a growing demand for sustainable and eco-friendly electronics. Manufacturers are using recycled materials, reducing energy consumption, and designing products that are more easily recyclable or reusable.
- **Remote working and learning:** The COVID-19 pandemic has accelerated the trend towards remote working and learning, increasing demand for laptops, webcams, and other devices that enable people to work and learn from home. This trend is likely to continue even after the pandemic has ended, as many people have found that remote working provides greater flexibility and work-life balance.
- Overall, these trends demonstrate that the consumer electronics market is rapidly evolving, with new technologies and consumer preferences shaping the future of the industry.

### COMPANY OVERVIEW

The Company's key imperatives over the medium term will be to grow together with our investors and suppliers as we build a strategic framework and drive the businesses, leveraging macro trends and business opportunities. Over three decades of enriched experience in electronics, company is serving its customers in diverse realms like Consumer Electronics, Telecom, Information Technology and Lifestyle. Key success factors are predicated on the timely execution of its plans and keeping pace with technological and market changes. Company's focuses on continual expansion of its products and customer base, while systematically strengthening its quality, innovation and cost competence.

The Company has emerged as a diversified entity with interests in sourcing and procurement, distribution, marketing, retail and after-sales service. With the legacy of quality, trust and expertise in developing cutting edge technology products and services – Company is on the edge to deliver need-of-the-hour solutions to its customers in B2B and B2C space.

Best technology is playing a key role for businesses to work closer with the customer to create better products, services and value proposition. Indian consumer electronics market is facing fresh challenges every day, Salora continue to meet every challenge with new ideas and solutions.

#### HUMAN RESOURCES / INDUSTRIAL RELATIONS

The Company recognizes that people are the prime assets of the organization and implements initiatives to train and motivate them. The Company continues to focus on attracting and retaining right talent with right opportunities to its employees. The selected candidates undergo a structured induction programme, which gives them a good exposure and become a good contributor in growth of the Company. 39 employees were associated with Company as at 31<sup>st</sup> March, 2023. Leadership / team building communication and negotiation, conflict management, and stress management are some examples of behavioral training. It also provides a platform for employees of all levels to communicate and exchange information and ideas, helping to improve the Company's overall workforce competencies. Industrial relations during the year have been cordial and contributed to mutual development.

#### FINANCIAL HIGHLIGHTS

Additional notes on the financial part has been recorded in the Directors Report to the highlights of the financial statements are given herein below:

Particulars	(Rs. in lacs except EPS)	
	2022-23	2021-22
Net Worth	5848.77	6753.28
Revenue	11605.87	7007.01
Profit before tax	(1184.47)	2772.31
Net Profit	(904.51)	2401.71
EBIDTA	(1058.21)	3106.68
Gross Block	353.86	340.20
EPS	(10.18)	27.30

Note: The figures have been regrouped / reclassified wherever necessary.

#### DISCLOSURE OF RATIO

RATIO	AS AT 31 <sup>st</sup> MARCH 2023	AS AT 31 <sup>st</sup> MARCH 2022	% CHANGE
Current Ratio	1.45	1.94	-25.29%
Debt-equity Ratio	0.31	0.25	21.80%
Debt service coverage Ratio	-0.09	0.36	-123.74%
Return on equity Ratio	-14.23	43.31	-132.85%
Inventory turnover Ratio	4.25	1.73	145.81%
Trade receivables turnover Ratio	5.29	2.13	148.97%
Trade payables turnover Ratio	15.21	3.87	292.67%
Net capital turnover Ratio	6.66	5.54	20.32%
Net Profit Ratio	-0.08	0.34	122.51%
Return on capital employed	-0.19	0.47	141.39%

#### SEGMENT WISE / PRODUCT WISE PERFORMANCE

The Company has observed extreme growth in the Consumer Electronic Market as the Company has scaled up its product portfolio. Further as the consumer electronics market can derive several benefits from its improvement, cost reduction, product development and import substitution, the Company is committed to stay competitive, enhance their offerings and address consumer demands effectively. Currently the Company is focusing on consumer durable products like Smart LED TV, Washing Machine (Semi Automatic), Coolers, Audio accessories (Defunc), TWS Ear Buds, Headphones, Smartwatches, Neckband Smart Watch, Chargers, Power Banks, Mobile Phones etc.

The Company has established an extensive distribution network. The Product Engineering and development is the core of our product solutions vertical and through innovative hardware products we have been able to provide solutions to our customers and retain market share.



**BUSINESS OPPORTUNITIES**

Television is a useful device in the home consumer electronics segment. The kind of television sets available in the market includes a wide variety of LEDs, plasma and so on, offering high resolution and sharp picture quality. Additionally, a decreasing trend in the pricing of televisions is fuelling the penetration of such televisions in the market. Electronic products have continuously impacted and shaped our lifestyles in the current digital era. The advent of technology has led to seamless activities and accelerated the digital revolution to the next level. Consumer electronics covers the device that contains an electric circuit board that is handy in everyday use by people for the purpose of recreation, entertainment and communication. Prominent drivers for this market's expansion are easier access, rising awareness, changing lifestyles, dropping unit price and increasing disposable income.

The Smartwatch industry is expansive and has been rapidly evolving in recent years. Smartwatches have moved beyond being simple timekeeping devices and have become multifunctional gadgets that offer a wide range of features and capabilities. The smartwatch industry's scope is broad and dynamic with continuous advancements in technology, health monitoring, connectivity, and design. As the industry evolves, we can expect even more exciting developments and integrations that further enhance the role of Smartwatches in our daily lives. The potential of the Smartwatch market in India is huge as India has become the biggest market for Smartwatches.

The True Wireless Stereo (TWS) market, which refers to wireless earbuds that come in pairs and provide a stereo audio experience without any wires, has seen explosive growth in recent years. This continues to expand due to technological advancements, changing consumer preferences, and the integration of various features. As technology continues to evolve and consumer demand for wireless audio solutions remains strong, the TWS market's scope is expected to further expand with new features, improved performance, and enhanced user experiences.

The mobile accessories market is vast and diverse, driven by the ever-evolving smartphone industry and consumers' desire to enhance and personalize their mobile experiences. Mobile accessories encompass a wide range of products that complement, protect, and extend the functionality of mobile devices. The mobile accessories market is highly adaptable and constantly evolving to meet the demands of consumers seeking to enhance, personalize, and extend the capabilities of their mobile devices. As smartphone technology continues to advance, the scope of mobile accessories is expected to expand with innovative solutions catering to a wide range of user preferences and needs.

**THREATS**

- Increased competition and product option with multi-national participants entering the market, especially as the industry flourishes and may lead to pricing pressure
- The Consumer Electronics industry is dependent on multiple market factors especially the change in technology in India and which may impact demand;
- Industry volatilities and rising prices remain a threat.

**RISK & CONCERNS**

The global electronic industry is currently going through a turbulent phase in the supply of various critical components. The shortage of semi-conductors in particular, since 2020 -21, continues to remain a major stumbling block for the electronics industry, restricting the supplies of electronics despite increasing consumer demands. The recent Ukraine-Russia war has put further pressure on the global economy. Shortages and high oil prices, along with the Chinese zero-tolerance policy towards COVID, may dampen business. The company depends on imports for its major raw materials, hence the weakening of the Indian Rupee will also have a direct impact on the overall cost. The unwillingness of its customers to agree to frequent price hikes is a matter of concern.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company has put in place a robust internal control framework that addresses a range of governance, compliance, audit, control, and reporting issues. These internal controls are essential for complying with numerous regulatory requirements, avoiding fraud, protecting assets, and preserving the accuracy of financial reporting. The internal control systems on a regular basis and reports their findings to the management to take immediate corrective or mitigating action to keep the internal controls working well and correctly.

**CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis, describing the Company's growth prospects, are forward-looking statements. The Company's results, plans, estimates, and expectations may vary, depending upon economic conditions, raw-material prices, government policies, regulations, tax laws and other incidental factors.

## Independent Auditor's Report

To the Members of Salora International Limited

Report on the Audit of the Financial Statements

### Opinion

We have audited the financial statements of Salora International Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

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

### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) prescribed under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics. We believe that the evidence obtained is sufficient and appropriate to support our opinion on the financial statements.

### Emphasis of Matters

We draw attention to the following matters in the notes to the statements: -

1. Note no 50 which explains that, exceptional items recorded during the year include the following:
  - (a) Inventory written down by Rs.292.11 lacs during last quarter on liquidation of old inventories till date based on actual realized value. This is in line with the company's continuous effort to optimize its operational efficiency and resources, whereby it has written down inventories aggregated during the year, due to obsolescence caused by change in technology, slow inventory movement and part of discontinued product categories etc.
  - (b) Excess amount of Rs. 144.60 lacs which is received as final consideration as per Trade Hold Rights against amount considered earlier towards sale of Noida Land in the previous year. Besides this, a recovery of partial expenses amounting to Rs. 35.00 lacs towards expenses paid to Noida Authority in the previous year.
  - (c) Recognition of loss amounting to Rs. 33.23 lacs based on final realized amount, in realizable value for Assets Held for sale in the previous year.
2. Note no 51 which states that, the company filed a SLP on merits with the Honorable Supreme Court for disposal. However, on 16.12.2021, the company filed a writ petition in High Court to condone the delay due to Covid-19 and accept payment Rs.1210.99 lakhs as approved in the SVLDR scheme against which pre deposit Rs 600 lakhs for settlement of the disputed Excise matters of Rs.2435.21 lakhs and penalty thereon Rs. 2435.21 lakhs demanded by Excise authorities related to financial year 1993-94. The High Court has issued notice to the concerned authorities which is pending for disposal. The Contingent Liability against this matter Rs 4870.42 lakhs against this matter shall stand as it is, till either the High Court or the Supreme Court decides on this matter. Further there has been no hearing and progress in the case, however recently two of similar nature of cases has been decided in the favour of the appellant by the CESTAT and Honorable Supreme Court.
3. Note no 52 which states that, Contingent liabilities of Rs.1,242.26 lakhs (excluding Rs.4870.42 Lakhs as referred in above (2) of EOM) related to Sales tax, Excise duty, Service tax, Goods and Service tax and Income tax etc. against which amount deposited Rs 207.76 Lakhs which are contested by the company and pending before various forums. However, management believes that based on legal advice, the outcome of these contingencies will be favorable and that outflow of economic resources is not probable.
4. Note no 53 which states that, the Company has material statutory dues recoverable of Sales tax of Rs 365.65 lakhs and Income tax Rs. 204.58 lakhs which has been considered good, pending final assessment.

5) Note no 54 which states that, Deferred tax assets Rs. 2108.33 lacs as at 31st March, 2023 is expected to be realized, as the company strongly believes that it has reasonably certainty of realization. The company has enhanced its product portfolio and then ew business strategy of deep penetration, greater operations and generation of sufficient profits in the future as anticipated / projected by the management. Moreover, there are no brought forward losses under the Income Tax Act, which are expiring in the next two years.

Our conclusion is not modified in respect of these matters stated above

**Key Audit Matter**

Key audit matter is that, in our professional judgment, were of most significant matters of the current period. These matters were addressed in the context of our audit as a whole, and in our opinion, there is no any such matter to be reported by us.

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

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board’s Report including Annexures to Board’s Report, Management Discussion and Analysis, Business Responsibility Report and Report on Corporate Governance statements and our auditors’ report thereon. The above-referred information is expected to be made available to us after the date of this audit report.

Our opinion on the financial statements does not cover the other information and we do not conclude thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information when it becomes available 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 material to the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions necessitated by the circumstances and the applicable laws and regulations.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of the financial statements that give a true and fair view of the financial position of the Company at the end of the financial year, in accordance with the 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 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 controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company’s 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.

The Board of Directors are responsible for overseeing the Company’s financial reporting process.

**Auditor’s Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements 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 the users of the financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, which design and perform audit procedures responsive to those risks, and obtain audit evidence 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 Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the 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, or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements and whether the financial statements represent the underlying transactions and events in a fair and unbiased presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, are probable to influence the economic decisions of users based on those financial statements. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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 to the audit of the financial statements of the current period and that we are required to report on 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 Act, we give in the Annexure-A, a statement on the matters specified in the Order.
- As required by Section 143(3) of the Act, based on our audit we report that:
  - 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.
  - 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.
  - The Balance Sheet, the Statement of Profit and Loss (including other Comprehensive Income) and the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
  - In our opinion, the foregoing financial statements comply with the Indian Accounting Standards specified in the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - On the basis of the written representations received from the directors as on 31st March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st 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 the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B." Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to financial statements.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Sec 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
- I. The Company has disclosed the impact of pending litigations on its financial position and financial statements. Refer Note no. 43 to the financial statements.
  - II. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses, and
  - III. There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - IV.
    - (a) The Management has represented that, to the best of its knowledge and belief (as disclosed in Note 55(h) to the Financial Statements), no funds (which are material either individually or in the aggregate) 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 entity ("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 to Ultimate Beneficiaries;
    - (b) The Management has represented, that, to the best of its knowledge and belief, (as disclosed in Note 55(h) to the Financial Statements), no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("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 Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like to Ultimate Beneficiaries;
    - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - V) The Company has not declared any dividend during the 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 April 1, 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.

**For R Gopal & Associates**

Chartered Accountants

Firm Registration No.: 000846C

**Vikash Aggarwal**

Partner

Membership No.: 519574

UDIN: 23519574BGXSOG1303

Place: New Delhi

Date: 25.05.2023

### Annexure A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the year ended 31<sup>st</sup> March 2023, we report that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) Property, Plant & Equipment are physically verified by the management according to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant & Equipment have been physically verified by the management during the year and no material discrepancies have been noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deed of immovable property (other than property 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 except following: -

Description of item of property	Gross Carrying value (Rs in Lacs)	Title deeds held in the name of	Whether promoter, director or their relative or employee	Property held since which date	Reason for not being held in the name of the Company*
Leasehold Land	4.37	Electronics Consortium Private Limited	Yes	Since 1980	In the old name of Company, due to some procedural / technical issues the property is still not transferred in the name of the company.

- (d) The Company has not revalued any of its Property, Plant and Equipment (including right of use assets) and Intangible Assets during the year.
- (e) As per information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder. (Refer note no 55 C)
- (ii) (a) The Inventories of the company, have been physically verified by the management during the year and in our opinion, the verification procedure followed is appropriate having regard to the size of the company and nature of its inventory. The discrepancies noticed on physical verification of inventories were not more than 10% or more in any class of inventory and have been properly dealt with in the books of account.
- (b) The company has not been sanctioned working capital limits in excess of Rs five crore security of current assets, in aggregate, from banks on the basis of security of current assets. (Refer note no 55b)
- (iii) In respect of Investment, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other entity:
- a) The Company has not provided any loans or advances in the nature of loans or guarantee or provided security to any other entity during the year hence reporting under clause 3(iii) (a) not applicable to the company.
- b) The company has not made any Investment, provide guarantee, any security or granted any loans and advances in the nature of loans during the year.
- c) The company has not granted any loans and advances in the nature of loans during the year, hence reporting under clause 3(c) of the Order is not applicable
- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there was an overdue amount of Rs 349.40 lakhs (Including interest Rs 94.40 lakhs) for more than 90 days against which the company had made full provision against such doubtful loan in the earlier year, which has been written off during the year.



- e) There were no loans granted to companies, firms, Limited Liability Partnerships, etc. which were fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.
- f) Based on our audit procedures, according to the information and explanation made available to us, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not given loans, guarantees and security and not done the investment during the year so clause (iv) is not applicable. The company has not given any loan to its directors; hence section 185 is not applicable.
- (v) The Company has not accepted any deposits from the public within the meaning of sections 73 to 76 of the Act, 2013 and rules framed there under.
- (vi) We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government of India, maintenance of cost records has been prescribed under sub section (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records are being made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) According to the information and explanations given to us, Company has generally been regular in depositing undisputed statutory dues including provident fund, employee's state insurance, income-tax, goods and service tax, duty of custom, cess and other statutory dues applicable to it with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employee's state insurance, income-tax, goods and service tax, duty of custom, cess and other material statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.
- (b) Details of statutory dues referred to in sub -clause (a) above which have not been deposited as on March 31,2023 on accounts of dispute are given below:

Name of the Statute	Nature of dues	Demand (Rs in Lakhs)	Deposited under dispute (Rs in Lacs)	Amount not Deposited (Rs in Lacs)	Period to which the amount relates	Forum where pending
<b>Income Tax Act, 1961</b>	Income Tax	37.88	37.88	-	2002-2003	High Court
<b>Sales Tax Law</b>	Sales Tax	42.21	16.18	26.03	2001-2004	Supreme Court
	Sales Tax	0.34	0.15	0.19	2001-2002	High Court
	Sales Tax	36.49	16.39	20.10	2006-2009	High Court
	Sales Tax	87.64	29.00	58.64	2011-2013	Tribunal
	Sales Tax	270.92	-	270.92	2014-2015 to 2015-16	High Court
	Sales Tax	670.15	68.95	601.20	2000-2014	Sales Tax Commissioner
	Sales Tax	33.24	-	33.24	1999-2001	High Court
	Sales Tax	2.05		2.05	2002-03	Sales Tax Commissioner
	Sales Tax	2.36	2.36	-	2011-2012	Sales Tax Commissioner
	Sales Tax	1.40	0.62	0.78	2000-01	Tribunal
	Sales Tax	2.20	2.20	-	2017-18	Sales Tax Commissioner
Sales Tax	24.57	3.26	21.31	2014-15	Sales Tax Commissioner	
<b>Goods &amp; Service Tax Act</b>	GST	1.45	1.45		2022-23	Commissioner

<b>Finance Act, 1994</b>	Service Tax	1.97	-	1.97	2002-2003	Excise Commissioner
<b>Custom Act.1962</b>	Custom Duty	20.00*	20.00	-	1994-1995	Tribunal
<b>Central Excise Act, 1944</b>	Excise Duty	2,435.21	600.00	1,835.21	1993-1994 to 2003-2004	Supreme Court
	Penalty	2,435.22	-	2,435.22	1993-1994 to 2003-2004	Supreme Court
	Excise Duty	3.75		3.75	2000-2003	Remand back to Assessing officer
	Excise Duty	1.86		1.86	2000-2003	CESTAT
	Excise Duty	1.78	2.00	(0.22)	1995-1996	Commissioner

\* Amount not ascertained.

The amounts herein above do not include amount of interest or penalty amount whereof are not ascertainable.

- (viii) As per information and explanation 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). (Refer note no 55 (i))
- (ix) (a) According to the information and explanations given to us the company has not defaulted in repayment of loans and borrowings including interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or any government authority. (Refer note no 55 d)
- (c) According to the information and explanations given to us, the company has not obtained any term loan during the year hence the clause (ix) (c) not applicable to the company.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that the company has not raised any funds on short term basis during the year hence reporting under clause (ix) (d) of the order is not applicable to the company.
- (e) The company does not have any subsidiary, associate, or joint venture hence clause (ix) (e) and (f) of the order is not applicable.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year and hence reporting under clause (x)(b) of the Order is not applicable.
- (xi) (a) According to the information and explanations given to us, no fraud by / on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements in compliance with applicable Indian Accounting Standards.

- (xiv) (a) The Company has appointed a firm of chartered accountants to carry out the internal audit. In our opinion and according to the information and explanation given to us, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, during the course of our audit the reports of the internal auditors for the period under audit issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedures in accordance with the guidance provided in SA 610- "Using the work of Internal Auditors".
- (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 directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), of the Order is not applicable.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(b), of the Order is not applicable.
- (c) The Company is not a Core Investment Company as defined in the regulations made by the Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (d) In our opinion, there is no core investment company within the Group (as defined in the Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has incurred cash losses of Rs 207.00 Lakhs during the financial year and a profit of Rs 871.42 Lakhs during the financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios (refer note 55(l)), aging and expected dates of realization of assets and payment of financial liabilities, other information and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) Second proviso to sub-section (5) of section 135 of the Companies Act of Corporate Social Responsible is not applicable to the company, so the clause (xx) (a) & (b) is not applicable.

**For R Gopal & Associates**  
Chartered Accountants  
Firm Registration No.: 000846C

**Vikash Aggarwal**  
Partner  
Membership No.: 519574  
UDIN: 23519574BGXSOG1303

Place: New Delhi  
Date: 25.05.2023

## Report on the Internal financial controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to financial statements of Salora International Limited (the “Company”) as of 31<sup>st</sup> March 2023 in conjunction with our audit of the financial statements of the Company ended on that date.

### Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial internal control over financial reporting which is established by the Company considering 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that will operate effectively for ensuring the business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial control based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Audit in gas specified under section 143 of the Act and both applicable to an audit of internal financial controls, both applicable to an audit and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and the internal financial control over financial reporting with reference to financial statements in order to obtain reasonable assurance about whether the internal financial controls with reference to financial statements, as assessed based on the assessed risk. The procedures selected depend on the auditor’s judgment, 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 to provide a basis for our audit opinion on the Company’s internal financial controls with reference to financial statements.

### Meaning of Internal Financial Controls with reference to financial statements

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance of the reliability of financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles. A company’s internal financial control 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 the 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.

### Inherent Limitations of Internal Financial Controls with reference to financial statements

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial control system and such internal financial controls with reference to financial statements were March, 2023, based on the internal control over financial reporting criteria established by 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, which needs to be strengthened.

**For R Gopal & Associates**

Chartered Accountants

Firm Registration No.: 000846C

**Vikash Aggarwal**

Partner

Membership No.: 519574

UDIN: 23519574BGXSOG1303

Place: New Delhi

Date: 25.05.2023

BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2023

(₹ in lakhs)

Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
<b>ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Property, Plant and Equipment	3	117.46	123.64
(b) Intangible Assets	5	5.08	5.08
(c) Right of use - Assets	4	2.43	2.48
(d) Financial Assets			
(i) Investments	6	0.02	0.02
(ii) Trade Receivables	7	1,389.25	1,417.69
(iii) Loans	8	-	-
(iv) Other Financial Assets	9	19.91	33.52
(e) Deferred Tax Assets (Net)	10	2,108.33	1,818.25
(f) Non-current Tax Assets (Net)	11	204.58	131.30
(g) Other Non-Current Assets	12	1,173.40	1,170.96
<b>Total Non-current assets</b>		<b>5,020.46</b>	<b>4,702.94</b>
<b>2. Current assets</b>			
(a) Inventories	13	2,155.72	3,307.76
(b) Financial Assets			
(i) Trade Receivables	14	834.34	743.07
(ii) Cash and cash equivalents	15	2.11	143.69
(iii) Bank Balances other than (ii) above	16	32.05	34.29
(iv) Loans	17	1.51	4.26
(v) Other Financial Assets	18	32.58	683.64
(c) Other Current Assets	19	169.57	74.65
(d) Assets Held for Disposal	20	-	118.85
<b>Total current assets</b>		<b>3,227.88</b>	<b>5,110.21</b>
<b>TOTAL ASSETS</b>		<b>8,248.34</b>	<b>9,813.15</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	21	881.45	881.45
(b) Other Equity	22	4,967.32	5,871.83
<b>Total Equity</b>		<b>5,848.77</b>	<b>6,753.28</b>
<b>Liabilities</b>			
<b>1. Non-current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	23	153.96	404.43
(ii) Other Financial Liabilities	24	16.13	18.32
(iii) Lease liabilities	25	-	-
(b) Provisions	26	5.87	7.24
<b>Total non-current liabilities</b>		<b>175.96</b>	<b>429.99</b>
<b>Current liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	27	1,660.08	1,315.12
(ii) Trade payables	28		
Micro, Small and Medium Enterprises		10.27	35.06
Others		387.73	1,032.61
(iii) Other Financial Liabilities	29	98.20	154.22
(b) Other current liabilities	30	44.73	81.04
(c) Provisions	31	22.60	11.83
<b>Total Current liabilities</b>		<b>2,223.61</b>	<b>2,629.88</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>8,248.34</b>	<b>9,813.15</b>
<b>Signnificant Accounting Policies</b>	2		

The accounts are in accordance with the provisions of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014.

As per our separate report of even date annexed.

For **R Gopal & Associates**

Chartered Accountants

Firm Reg No. 000846C

**Vikash Aggarwal**

Partner

M.No: 519574

Place : New Delhi

Date: 25th May 2023

For and on behalf of the Board

**Tarun Jiwrajka**

Whole Time Director & CFO

DIN No. 00386240

**Gopal Sitaram Jiwrajka**

Chairman & Managing Director

DIN: 00024325

**Anubhav Nigam**

Company Secretary



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

(₹ in lakhs)

	Particulars	Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
I.	Revenue from Operations	32	11,605.87	7,007.01
II.	Other Income	33	22.87	257.46
III.	<b>Total Income (I+II)</b>		<b>11,628.74</b>	<b>7,264.47</b>
IV.	<b>EXPENSES</b>			
	Cost of materials consumed		129.91	534.89
	Purchases of Stock-in-trade		11,045.42	5,966.78
	Changes in Inventories of finished goods, stock-in-trade and work in progress	34	24.31	632.15
	Employee benefits expenses	35	235.20	340.93
	Finance costs	36	106.37	311.97
	Depreciation and amortization expense	37	19.89	43.66
	Other expenses	38	385.53	644.19
	<b>Total expenses (IV)</b>		<b>12,046.63</b>	<b>8,474.57</b>
V.	<b>Profit/(Loss) before exceptional items and tax</b>		-417.89	-1,210.10
VI.	Exceptional Items	39	766.58	-3,982.41
VII.	<b>Profit/(loss) before tax</b>		-1,184.47	2,772.31
VIII.	<b>Tax expense:</b>			
	(1) Current tax		-	-
	(2) Deferred tax expense/(Income)	40	-287.53	367.67
IX.	<b>Profit/(loss) for the year</b>		<b>-896.94</b>	<b>2,404.64</b>
X.	<b>Other Comprehensive Income</b>			
	(i) Items that will not be reclassified subsequently to profit or loss			
	Reversal of net gains (losses) on defined benefit plans		-10.12	-3.92
	Income Tax effect (Deferred Tax)		2.55	0.99
	<b>Total Other Comprehensive Income</b>		<b>-7.57</b>	<b>-2.93</b>
XI.	<b>Total Comprehensive Income</b>		<b>-904.51</b>	<b>2,401.71</b>
XII.	<b>Earnings Per Equity Share of Face Value of Rs. 10 each</b>	41		
	Basic & diluted earning per share before exceptional items		(3.58)	(8.99)
	Basic & diluted earning per share after exceptional items		(10.18)	27.30
	<b>Significant accounting policies</b>	2		

The accounts are in accordance with the provisions of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014.

As per our separate report of even date annexed.

**For R Gopal & Associates**

Chartered Accountants

Firm Reg No. 000846C

**For and on behalf of the Board**
**Vikash Aggarwal**

Partner

M.No: 519574

**Tarun Jiwrajka**

Whole Time Director &amp; CFO

DIN No. 00386240

**Gopal Sitaram Jiwrajka**

Chairman &amp; Managing Director

DIN: 00024325

**Place : New Delhi**
**Date: 25th May 2023**
**Anubhav Nigam**

Company Secretary

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

## A. Equity share capital (Refer note 21)

(₹ in lakhs)

Particulars	Balance as at April 1, 2021	Changes in equity share capital due to prior period errors	Changes in equity share capital during the period	Balance as at March 31, 2022
Equity share capital	881.45	-	-	881.45

(₹ in lakhs)

Particulars	Balance as at April 1, 2022	Changes in equity share capital due to prior period errors	Changes in equity share capital during the period	Balance as at March 31, 2023
Equity share capital	881.45	-	-	881.45

## B. Other equity (Refer note 22)

(₹ in lakhs)

Particulars	Reserves & surplus			Other comprehensive income	Total
	Securities premium reserves	General Reserves	Retained earnings	Remeasurement of the net defined benefit liability / asset	
Balance as of April 1, 2021	3,247.29	4,045.58	-3,814.97	-7.78	3,470.12
Changes in equity for the year ended March 31, 2022					
Profit during the year	-	-	2,404.64		2,404.64
Other comprehensive income for the year	-	-	-	-2.93	-2.93
Total comprehensive income for the year	-	-	2,404.64	-2.93	2,401.71
Transactions with owners in their capacity as owners :					
Balance as of March 31, 2022	3,247.29	4,045.58	-1,410.33	-10.71	5,871.83
Balance as of April 1, 2022	3,247.29	4,045.58	-1,410.33	-10.71	5,871.83
Changes in equity for the year ended March 31, 2023					
Profit during the year	-	-	-896.94	-	-896.94
Other comprehensive income for the year	-	-	-	-7.57	-7.57
Total comprehensive income for the year	-	-	-896.94	-7.57	-904.51
Transactions with owners in their capacity as owners :					
Balance as of March 31, 2023	3,247.29	4,045.58	-2,307.27	-18.28	4,967.32

## Nature and purpose of reserves :

## (A) Securities premium reserves

Securities premium is used to record the premium received on issue of shares. The reserve can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

## (B) General Reserves

This represents appropriation of profit after tax by the company.

## (C) Retained earnings

Retained earnings are the profits that the company has earned till date less any transactions of dividends or other distributions paid to shareholders.

The accounts in general (1-56) form an integral part of the financial statements.

As per our separate report of even date annexed.

For **R Gopal & Associates**

Chartered Accountants

Firm Reg No. 000846C

**Vikash Aggarwal**

Partner

M.No: 519574

Place : New Delhi

Date: 25th May 2023

For and on behalf of the Board

**Tarun Jiwrajka**

Whole Time Director & CFO

DIN No. 00386240

**Anubhav Nigam**

Company Secretary

**Gopal Sitaram Jiwrajka**

Chairman & Managing Director

DIN: 00024325

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH ,2023**

(₹ in lakhs)

Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES :</b>		
<b>Profit/(Loss) before tax</b>	-1,184.47	2,772.31
Adjustment for :		
Depreciation and amortization expense	19.89	43.66
Interest Paid	106.37	290.71
Interest Income	-1.82	-2.07
Allowance for doubtful receivables	37.20	-1,005.51
Irrecoverable Claims / Advances w/off including provision	361.56	514.76
Provision for Irrecoverable Loans & Advances	-359.93	-491.93
Bad Debts	6.03	1,303.49
Loss / (Profit) on sale of Property, Plant and Equipment	-	-2.78
Profit on sale of long term investment	-	-0.02
Liability no longer required written back	-33.45	-45.21
Gain on modification on lease	-	-2.55
<b>Exceptional Items</b>	766.58	-3,982.41
<b>Operating Profit before Working Capital changes</b>	<b>-282.05</b>	<b>-607.54</b>
Adjustment for :		
(Increase) /Decrease in Inventories	239.08	705.24
(Increase)/Decrease in Trade and other receivables	-182.19	1,421.69
Increase/(Decrease) in Trade and other payables	-731.47	-1,063.23
<b>Cash Generated from/ (used in ) Operating Activities</b>	<b>-956.63</b>	<b>456.15</b>
Adjustment for :		
Direct taxes (paid) / Refund Received (net)	-73.28	-16.84
<b>Net cash from/ (used in ) Operating Activities</b>	<b>-1,029.91</b>	<b>439.31</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES :</b>		
Expenditure on Property, Plant & Equipment	-13.66	-57.12
Sale proceeds, Plant & Equipment	85.62	26.52
Margin Money (given)/realised	3.60	-7.23
Proceeds from sale of Investment	-	4.35
Proceeds from sale of Land ( net of charges )	821.42	5,629.84
Lease Rent Paid	-	-418.00
Loan received back/(given) to employees	2.11	-0.34
Interest received	1.11	3.71
<b>Net cash from / ( used in ) Investing Activities</b>	<b>900.21</b>	<b>5,181.74</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES :</b>		
Proceeds of long term Borrowings	-	31.63
Repayments of long term Borrowings	-302.39	-1,906.12
Proceeds/(Repayments) of short term Borrowings (Net)	445.46	-3,339.54
Interest Paid	-154.96	-269.41
<b>Net cash from/(used in) Financing Activities</b>	<b>-11.88</b>	<b>-5,483.44</b>
<b>Net Increase/ (Decrease) in cash and cash equivalents :</b>	<b>-141.58</b>	<b>137.61</b>
<b>Cash and cash equivalents at beginning of the year</b>	143.69	6.08
<b>Cash and cash equivalents at end of the year</b>	<b>2.11</b>	<b>143.69</b>

The accompanying notes (1-56) form an integral part of the financial statements.

Note:

- The above cash flow statement has been prepared under the "Indirect Method" as set out in IND AS-7 notified under Section 133 of the Companies Act 2013.

2. **Components of Cash and Cash equivalents**

(₹ in lakhs)

Particulars	For the year ended 2022-23	For the year ended 2021-22
Balances with banks		
Current accounts		4.59
Cash in hand	2.11	1.60
Cheque In hand	-	137.50
<b>Total ( refer Note-15)</b>	<b>2.11</b>	<b>143.69</b>

3. **Change in liabilities arising from financial activities**

(₹ in lakhs)

Particulars	For the year ended 2022-23	For the year ended 2021-22
Opening	1,719.55	6,904.88
Additions during the year	445.46	31.63
Re-payments during the year	-302.39	-5,245.66
Other adjustments	-48.59	28.70
<b>Closing Balance</b>	<b>1,814.04</b>	<b>1,719.55</b>

4. **Figures in minus indicate cash outflows.**

As per our separate report of even date annexed.

For **R Gopal & Associates**

Chartered Accountants

Firm Reg No. 000846C

**Vikash Aggarwal**

Partner

M.No: 519574

**Place :New Delhi**

**Date: 25th May 2023**

**For and on behalf of the Board**

**Tarun Jiwrajka**

Whole Time Director & CFO

DIN No. 00386240

**Anubhav Nigam**

Company Secretary

**Gopal Sitaram Jiwrajka**

Chairman & Managing Director

DIN: 00024325

**Notes forming part of the Financial Statements for the year ended 31 March 2023**

**1 Corporate information**

Salora International Limited is a public limited company incorporated and domiciled in India, listed at Bombay Stock Exchange (BSE Ltd.). Its registered and corporate offices are located at D 13/ 4 Okhla Industrial Area, New Delhi 110020. The principal activity of the Company is Manufacturing / Distribution / Marketing of smart TVs, Home Theatres, Speakers, Mobile Phones, smart watch, neckband, smart charger and also distribution of large variety of Telecom / Audio and Lifestyle Products.

**2 Significant accounting policies**

**A Statement of Compliance**

The financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time.

**B Basis of preparation**

The financial statements are prepared under the historical cost convention on the basis of certain assets and liabilities which are measured at fair value / amortised cost / transaction price as stated in respective accounting policies / notes.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**Functional and presentation currency**

The financial statements are expressed in Indian Rupees ('INR' or 'Rs. ') which is also the functional currency. All amounts are rounded-off to the nearest lakhs, unless indicated otherwise.

The Financial statements were approved by the Board of Directors on 25th May, 2023

**C Use of estimates and judgements**

The preparation of the financial statements, requires management to make estimates and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding these estimates. Changes in estimates in the financial statements in the year in which changes are made are disclosed, if material, there effect in the notes to the financial statements.

**Areas involving critical estimates and Judgements are:**

- Estimation of useful lives of property, plant and equipment (Refer note no. D below)
- Impairment of financial and non-financial assets (Refer note no. J below)
- Estimation of current tax expenses (Refer note no. O below)
- Estimation of employee defined benefit obligations (Refer note no. N below)
- Estimation of provisions and contingent liabilities (Refer note no. P below)

**D Property plant and equipment (PPE):**

Property, plant and Equipment are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase net of input of taxes price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of Property, Plant and Equipment which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready for use. The useful lives for these assets is in compliance with the useful lives as indicated under Part C of Schedule II of the Companies Act, 2013.

Property, plant and Equipment assets not ready for the intended use on the date of the Balance Sheet are disclosed as "capital work-in-progress".

**Depreciation**

Depreciation on Property, Plant and Equipment is provided as per Straight Line Method on the basis of useful life of assets as indicated under Part C of Schedule II of the Companies Act, 2013.

Category	Useful Life
Buildings (including grounds)	30- 60 Year s
Plant & Equipment	15 Year s
Mould & Dies	8 Year s
Furniture & Fixture	10 years
Office Equipment	5 Year s
Vehicles	8- 10 Year s
Computer	3 Year s

Assets costing up to Rs. .05 lacs each are depreciated fully in the year of purchase.

Depreciation on assets added/sold/disposed or discarded during the year is being provided on pro-rata basis up to the date on which such assets are added/sold or discarded. Leasehold Land is amortized over the period of lease.

The management believes that the useful life as given above the best represent the period over which the management expects to use these assets. The Company reviews the useful lives and residual value at each reporting date.

#### **E Intangible assets**

Intangible assets are recognized when it is probable that the future economic benefits that these assets will flow to the entity and their cost can be measured reliably.

Intangible assets are stated at original cost less accumulated amortisation and impairment losses, if any.

Intangible assets are amortised over the useful life of such assets.

#### **F Leases-(Right of use)**

The Company enters into hiring/service arrangements for various assets. The Company evaluates whether a contract contains a lease or not, in accordance with the principles of Ind AS 116. Judgments including but not limited to, whether asset is implicitly identified, substance available with the supplier, decision making rights with respect to how the underlying asset will be used, economic substance of the arrangement, etc.

As a lessee the Company has measured lease liability at the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application. After the commencement date / transition date, The Company measures the right-of-use asset applying a cost model, whereas the Company measures the right-of-use asset at cost:

- (a) less any accumulated depreciation and any accumulated impairment losses; and
- (b) adjusted for any remeasurement of the lease liability

The Company recognizes the financial characteristics of lease expense on a straight-line basis. Lease asset is depreciated over the lease term on straight line basis.

The Company applies the above policy to all leases except:

- (a) leases for which the lease term (as defined in Ind AS 116) ends within 12 months of the commencement date
- (b) leases for which the underlying asset is of low value (less than 10% of the carrying amount)

As a lessor the Company identifies leases as operating lease. A lease is classified as operating lease if the Company transfers substantially all the risks and rewards incidental to ownership of an underlying asset.

At the commencement date, the Company recognizes assets held under a financial lease and present them as a receivable at an amount equal to the net investment in the lease. After the initial recognition, the Company recognizes financial lease receivable based on a constant periodic rate of return on the lessor's net investment in the lease.

For Operating leases as a lessor the Company recognizes lease payments from operating leases as income on a straight-line basis.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified in financial activities in cash flows.

#### **G Borrowing cost**

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

#### **H Current versus non-current**

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;



- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current. Current liabilities include financial liabilities.

**I Financial instruments**

**(i) Initial recognition**

The company recognizes financial assets and financial liabilities when it becomes contractually provisions of the instrument. All financial assets and liabilities are measured on initial recognition, except for trade receivables which are initially measured at transaction price.

Transaction costs that are directly attributable to the acquisition or issuance of financial liabilities that are not at fair value through profit or loss, are added to the financial assets / financial liabilities on initial recognition.

**(ii) Subsequent measurement**

**a) Financial assets carried at amortized cost**

A financial asset is subsequently measured at amortized cost if it is held with the sole objective to hold to collect contractual cash flows, and if the financial asset gives rise to specified dates of cash flows that are solely payments of interest on the principal amount outstanding.

**b) Financial assets carried at fair value through profit or loss**

A financial asset which is not classified in any of the above categories is subsequently measured through profit or loss.

**c) Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance sheet date, the carrying amount approximate fair value due to the short maturity of these instruments.

**d) Equity instruments**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

**(iii) Derecognition of financial instruments**

The company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire or it transfers the financial asset and the transfer qualifies for derecognition under IAS 109. A financial liability (or a part of a financial liability) is derecognized from the Balance Sheet when the obligation specified in the contract is discharged or cancelled.

**(iv) Fair value of financial instruments**

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

- In the principal market for the asset or liability or
- In the absence of a principal market, in the most advantageous market for the asset or liability

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to the market participant that would use the asset in its highest and best use.

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

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

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

Level 2: Valuation techniques for which the lowest level input that is significant to the measurement is directly or indirectly observable

Level 3: Valuation techniques for which the lowest level input that is significant to the measurement is unobservable

For the purpose of fair value disclosures, the Company has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

**J Impairment:****Financial assets**

The Company recognizes loss allowances using expected credit losses (ECL) model for trade receivables which are not fair valued through profit or loss. Loss allowance for trade receivables is measured at an amount equal to lifetime ECL. For all other financial assets measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECLs (or reversal) that is required to adjust loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

The Company considers financial assets as credit impaired which are outstanding for case of undisputed trade receivables.

**Non-financial assets**

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and value-in-use) is determined on an individual asset basis unless there is a cash generating unit independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the assets. An impairment loss is reversed in the Statement of Profit and Loss if there is a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

**K Inventories**

- a) Inventories are valued at cost or net realisable value whichever is lower.
- b) Cost of manufactured finished goods and working progress includes cost of manufacturing overheads.
- c) Cost is calculated on FIFO basis in respect of mainly trading goods and on weighted average basis in respect of manufactured goods.

**L Revenue from contracts with customers**

The Company recognizes revenue, whenever control over distinct goods or services is transferred to the customer; i.e. when the customer is able to direct the use of the transferred goods or services and obtains substantially all of the remaining benefits, provided a contract with enforceable rights and obligations exists and amongst others collectability of consideration is probable taking into account customer's creditworthiness.

Revenue is the transaction price the Company expects to be entitled to. In determining the transaction price, the Company considers effects of variable consideration, the existence of significant cash consideration and consideration payable to the customer, if any. The Company considers whether there are other promises in the contract that are separate performance obligations to which the transaction price needs to be allocated (e.g. warranties etc.).

**Variable consideration**

If the consideration in a contract includes a variable amount, the company estimates the amount of consideration to which it will be entitled to in exchange for transferring goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a reversal of revenue will not occur once associated uncertainties are resolved. Some contracts with the customers provide them with a right to return and volume rebates. The right to return and volume rebates gives rise to variable consideration.

The amount of variable consideration is calculated by either using the expected value or the most likely amount depending on which is expected to better predict the amount of variable consideration. Consideration is also adjusted for the time value of money if the period between the transfer of goods or services and the receipt of payment exceeds twelve months and there is a significant financing benefit to the Company. If a contract contains more than one distinct good or service, the transaction price is allocated to each performance obligation based on relative stand-alone selling prices. If stand-alone selling prices are not observable, the Company reasonably estimates those.

Revenue is recognized for each performance obligation either at a point in time or over time.

**Sale of products**

The Company recognizes revenues on the sale of products, net of returns and trade discounts, when control is transferred to the customers. Sales of goods is net of taxes.

**Other operating revenue**

Other operational revenue represents income earned from activities incidental to the business and is recognised when right to receive the income is established.

**Other Income**

Income from other financial assets is recognised using the effective interest rate method. Other income is recognized on accrual basis.

**M Foreign exchange transactions**

**Functional currency**

The functional currency of the Company is the Indian Rupee. These financial statements are presented in Indian rupees.

**Transactions and translations**

Foreign-currency-denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit/loss in the Statement of Profit and Loss. Non-monetary liabilities denominated in foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Transaction gain or losses realized upon settlement of foreign currency transactions are included in determining net profit/loss for the period in which the transaction is settled. Flow items denominated in foreign currency are translated into the relevant functional currency at the exchange rate in effect on the date of the transaction.

**N Employee benefits**

**Short term employee benefits :**

All employee benefits due wholly within twelve months of rendering of services are classified as short term employee benefits. Benefits like salaries, wages, leaves salary, contribution to Provident Fund, Insurance contributions etc. paid or payable during the reporting period and the expected bonus expense are recognised as an expense on an undiscounted basis in the period in which the employee renders the related service.

**Long term employee benefits :**

**Compensated absence:**

The liability for leave encashment and other compensated absences is recognized on the basis of actuarial valuation made at the end of the year.

**Post -employment benefits**

**a) Defined contribution plan**

Defined Contribution Plans for Provident Fund, Family Pension benefits are recognised as specified rate or percentage on salary. No actuarial assumptions are required for these plans or expenses and there is no possibility of any actuarial gain or loss. Moreover the obligations are measured on an undiscounted basis. The contribution paid /payable under the schemes is recognised during the period in which employee renders the related service.

**b) Defined benefit plan**

The Company's Gratuity is Defined Benefit Retirement Plan. The Company's liability is determined using the Projected Unit Credit Method which recognises each period of service as giving rise to additional unit of employee benefit entitlement.

The liability is provided based on actuarial valuation certified by consulting actuary. The recognised net obligation of a defined benefit plan in its balance sheet as an asset or liability is the result of Remeasurements comprising of actuarial gains and losses, the effect of the asset ceiling (excluding amounts included in net interest on the defined benefit liability) and the effect of changes in financial assumptions (excluding amounts included in net interest on the defined benefit liability) recognised in the period in which the defined benefit plans are recognised in Other Comprehensive Income which are not reclassified in subsequent periods.

**O Income taxes**

The accounting treatment followed for taxes on income is to provide for Current Income Tax and Deferred Income Tax. Income tax expense is recognized when it is profit in the Statement of Profit and Loss to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior period is the aggregate amount of income tax determined as payable in respect of taxable income for the period, using the tax rates and tax laws that have been enacted or substantially enacted by the Balance Sheet date. Deferred Income Tax asset and liability are recognized for all temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements except when the deferred income tax asset recognition of an asset or liability in a transaction that is not a business combination and affects neither accounting profit or loss at the time of the transaction. Deferred income tax asset and liability will be realized.

Deferred tax is recognised based on the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements as assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised. Deferred tax is determined using tax rates that have been enacted or substantively enacted at the reporting date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

**P Provisions and contingencies**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic resources will be required to settle the obligation. Provisions for onerous contracts are recognised only if the expected costs to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources or an obligation for which the amount cannot be ascertained with reasonable certainty. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

**Q Earnings per share (EPS)**

Basic EPS are computed by dividing the profit or loss for the period attributable to the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share are computed by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

**R Cash and cash equivalents**

Cash and cash equivalents include cash and cheque in hand, bank balances, demand deposits with banks and other short-term highly liquid investments that are readily convertible to known amounts of cash & which are subject to an insignificant risk of changes in value where the original maturity is less than three months.

**S Exceptional Items**

When an item of income or expense within the Statement of Profit or Loss from any activity or incidence that their disclosure is relevant to explain the performance of the Company for the year, the nature and amount of such items is disclosed as exceptional items.

**T Statement of Cash flows**

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

**U Operating segment**

In accordance with Ind AS 108, the performance segments used to present segment information on the basis of internal reports used by the Company's Management to allocate resources to the segments and assess their performance. The Board of Directors is collectively the Company's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108.

**V Assets held for sale /disposal**

Assets held for sale are carried on balance sheet at the lower of carrying amount and fair value less cost to sell and no depreciation is charged on them as per Ind AS 105.

**W Standards issued but not yet effective**

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Regulations, 2023 vide notification no. G. S. R 242(E) dated 31st March 2023. Given below are the amendments to Ind AS 1, Ind AS 8, Ind AS 12 in brief and their possible impact on the financial statements of the company.

Ind AS 1 – Presentation of Financial Statements:

Disclosure of Accounting Policies, amended paragraphs 7, 10, 114, 117 and 122, added paragraphs 117A–117E and deleted paragraphs 118, 119 and 121. The amendments to Ind AS 1 are applicable for annual reporting periods beginning on or after 1 April 2023. The amendment seeks to replace the current disclosure of accounting policies with material accounting policy information and provides guidance on material accounting policy information. The amendments require complete review of existing disclosure of accounting policies and may involve redrafting, removing some of the accounting policies now being disclosed or adding new accounting policy disclosures. The company is reviewing its accounting policy disclosure to change the same as per the amendments.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors:

Definition of Accounting Estimates, amended paragraphs 5, 32, 34, 38 and 48 and added paragraphs 32B and 34A. These amendments are applicable for annual reporting periods beginning on or after 1 April 2023. The amendment replaces the definition of changes in accounting estimates with a new definition of accounting estimates and provides guidance on that definition, what are regarded as changes in accounting estimates and changes in accounting policies that occur on or after 1 April 2023. Therefore, the amendments have no impact on the financial position, financial performance or cash flows in the current and previous year.

Ind AS 12– Income Tax:

Deferred Tax related to Assets and Liabilities arising from a Single Transaction, amended paragraphs 15, 22 and 24 and added paragraph 22A. The amendment clarifies that in case where equal and offsetting temporary differences arise, the initial recognition exemption does not apply and the company shall recognise deferred tax liability and deferred tax asset on gross basis on that date of initial recognition depending on the applicable tax law. This happens typically when a lease liability and right-of-use asset is recognised initially or when decommissioning obligations are initially recognised and the same is added to the cost of the item of property, plant and equipment. If the application of this requirement results in unequal amount of deferred tax asset and deferred tax liability, the difference shall be recognised in profit or loss. These amendments are to be applied for annual reporting periods beginning on or after 1 April 2023 to transactions that occur on or after the beginning of 1 April 2022. The amendment also requires deferred tax assets and deferred tax liabilities to be recognised on 1 April 2022 based on the carrying amounts of the lease liability and right-of-use asset as on 1 April 2022 and recognise any difference in opening balance of retained earnings or another component of equity, where appropriate, if the company has applied the initial recognition exemption requirements earlier or had recognised deferred tax assets and deferred tax liabilities on net basis. The same is also required for decommissioning obligations recognised initially and added to the cost of the item of property, plant and equipment. As the company has recognised deferred tax assets and deferred tax liabilities on gross basis on lease liability and right-of-use assets, the amendment has no impact on the financial statements. Further, the requirements related to decommissioning obligations are not applicable to the company.

## 3 Property, Plant and Equipment

(₹ in lakhs)

Particulars	Building	Furniture & Fixtures	Plant & Machinery	Dies & Moulds	Vehicles	Office Equipment	Total Assets
<b>Gross Carrying Amount*</b>							
Balance as at 1st April, 2021	594.73	462.92	2,423.44	530.31	68.43	58.87	4,138.70
Additions			1.13		55.28	0.70	57.11
Deductions/ Adjustment	557.85	419.31	2,251.97	525.17	43.62	57.69	3,855.61
<b>Balance as at 31st March, 2022</b>	<b>36.88</b>	<b>43.61</b>	<b>172.60</b>	<b>5.14</b>	<b>80.09</b>	<b>1.88</b>	<b>340.20</b>
<b>Accumulated Depreciation</b>							
Balance as at 1st April, 2021	374.65	433.77	2,248.67	494.28	39.65	53.66	3,644.68
For the year	14.40	1.96	9.84	4.50	8.73	0.45	39.88
Deduction/ Adjustment	363.94	399.62	2,125.00	495.24	31.12	53.08	3,468.00
<b>Balance as at 31st March, 2022</b>	<b>25.11</b>	<b>36.11</b>	<b>133.51</b>	<b>3.54</b>	<b>17.26</b>	<b>1.03</b>	<b>216.56</b>
<b>Net carrying amount as at 31st March, 2022</b>	<b>11.77</b>	<b>7.50</b>	<b>39.09</b>	<b>1.60</b>	<b>62.83</b>	<b>0.85</b>	<b>123.64</b>
<b>Net carrying amount as at 31st March, 2021</b>	<b>220.08</b>	<b>29.15</b>	<b>174.77</b>	<b>36.03</b>	<b>28.78</b>	<b>5.21</b>	<b>494.02</b>
<b>Gross Carrying Amount*</b>							
<b>Balance as at 1st April, 2022</b>	<b>36.88</b>	<b>43.61</b>	<b>172.60</b>	<b>5.14</b>	<b>80.09</b>	<b>1.88</b>	<b>340.20</b>
Additions		1.33	8.92			3.41	13.66
Disposal/Deduction/ Adjustment							-
<b>Balance as at 31st March, 2023</b>	<b>36.88</b>	<b>44.94</b>	<b>181.52</b>	<b>5.14</b>	<b>80.09</b>	<b>5.29</b>	<b>353.86</b>
<b>Accumulated Depreciation</b>							
Balance as at 1st April, 2022	25.11	36.11	133.51	3.54	17.26	1.03	216.56
For the year	0.58	2.23	6.10	0.54	9.51	0.88	19.84
Deduction/ Adjustment							-
<b>Balance as at 31st March, 2023</b>	<b>25.69</b>	<b>38.34</b>	<b>139.61</b>	<b>4.08</b>	<b>26.77</b>	<b>1.91</b>	<b>236.40</b>
<b>Net carrying amount as at 31st March, 2023</b>	<b>11.19</b>	<b>6.60</b>	<b>41.91</b>	<b>1.06</b>	<b>53.32</b>	<b>3.38</b>	<b>117.46</b>
<b>Net carrying amount as at 31st March, 2022</b>	<b>11.77</b>	<b>7.50</b>	<b>39.09</b>	<b>1.60</b>	<b>62.83</b>	<b>0.85</b>	<b>123.64</b>

\* On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognised as at 1 April, 2016 measured as per the previous GAAP and use that carrying value as the cost/deemed cost of the property, plant and equipment.

**Note :**

i) For assets provided as security refer note no. 23 and 27.



**4 Right of use assets-Lease**

Land	(₹ in lakhs)
<b>Particulars</b>	
Opening gross carrying value as at April 1, 2021	<b>346.06</b>
Addition	-
Deductions/ Adjustment	341.69
<b>Closing gross carrying value as at March 31, 2022</b>	<b>4.37</b>
Opening gross carrying value as at April 1, 2022	<b>4.37</b>
Additions	-
Deletions during the year	-
<b>Closing gross carrying value as at March 31, 2023</b>	<b>4.37</b>
Opening accumulated amortisation as at April 1, 2021	<b>54.92</b>
Amortisation for the year	<b>3.78</b>
Accumulated amortisation on deletions	<b>56.80</b>
<b>Closing accumulated amortisation as at March 31, 2022</b>	<b>1.90</b>
Opening accumulated amortisation as at April 1, 2022	<b>1.90</b>
Amortisation for the year	<b>0.04</b>
Accumulated amortisation on deletions	-
<b>Closing accumulated amortisation as at March 31, 2023</b>	<b>1.94</b>
<b>Carrying value as at March 31, 2022</b>	<b>2.48</b>
<b>Carrying value as at March 31, 2023</b>	<b>2.43</b>

Note:

- i) Leasehold Land of Delhi is under lease for 99 years
- ii) Lease hold land Gross block Rs.4.37 lakhs having carrying value as at 31.03.2023 Rs.2.43 lakhs at D-13/4, Okhla Industrial Area,Phase-II is in the company's old name i.e. Electronics Consortium Private Limited.
- iii) The Company measured that lease liability at the present value of the remaining lease payments, discounted using incremental borrowing rate of 10.75% p.a.
- iv) For assets provided as security refer note no. 23 and 27.

**5 Intangible Assets**

Trade Mark	(₹ in lakhs)
<b>Gross Carrying Amount*</b>	
Balance as at 1st April, 2021	<b>106.21</b>
Additions	-
Deductions/ Adjustment	-
<b>Balance as at 31st March, 2022</b>	<b>106.21</b>
<b>Accumulated Depreciation</b>	
Balance as at 1st April, 2021	<b>101.13</b>
For the year	-
Disposal/Deduction/ Adjustment	-
<b>Balance as at 31st March, 2022</b>	<b>101.13</b>
<b>Net carrying amount as at 31st March, 2022</b>	<b>5.08</b>
<b>Net carrying amount as at 31st March, 2021</b>	<b>5.08</b>

<b>Gross Carrying Amount*</b>	
<b>Balance as at 1st April, 2022</b>	<b>106.21</b>
Additions	-
Disposal/Deduction/ Adjustment	-
<b>Balance as at 31st March, 2023</b>	<b>106.21</b>
<b>Accumulated Depreciation</b>	
Balance as at 1st April, 2022	101.13
For the year	-
Deduction/ Adjustment	-
<b>Balance as at 31st March, 2023</b>	<b>101.13</b>
<b>Net carrying amount as at 31th March, 2023</b>	<b>5.08</b>
<b>Net carrying amount as at 31th March, 2022</b>	<b>5.08</b>

\*On transition to Ind AS, the Company has elected to continue with the carrying value of its Intangible Assets recognised as at 1 April, 2016 measured as per the previous GAAP and use that carrying value as the cost/ deemed cost of the Intangible Assets.

#### 6 Non-Current Investments (₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Investments in Unquoted Bond (Fully paid)</b>		
<b>Investments carried at amortized cost</b>		
2 (P. Y 2) Unsecured Redeemable Money Multiplier Bond of ICI CI Ltd of Rs. 0.002/- each 0.02		
<b>Total</b>	<b>0.02</b>	<b>0.02</b>
Aggregate amount of Unquoted Investments:	0.02	0.02
Aggregate amount of impairment in value of investments:	-	-

#### 7 Trade Receivables-Non current (Unsecured) (₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>(at amortised cost)</b>		
Considered good	-	-
Significant increase in credit risk	1,971.51	2,000.12
Credit impaired	1,121.51	1,095.90
Less : Provision for impairment	-1,703.77	-1,678.33
<b>Total</b>	<b>1,389.25</b>	<b>1,417.69</b>

(Includes amount of Rs. Nil (P. Y Rs. Nil/-) of Related Party on which Allowance for ECL is

**Trade receivables ageing schedule as on March 31, 2023**

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment / transaction						Total
	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables - considered good	-	-	-	-	-	-	-
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	31.80	60.16	-	91.96
Undisputed Trade receivables - considered credit impaired	-	-	-	-	-	1,121.51	1,121.51
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	31.39	28.24	44.47	28.74	1,746.71	1,879.55
Disputed Trade receivables - considered credit impaired	-	-	-	-	-	-	-
	-	<b>31.39</b>	<b>28.24</b>	<b>76.27</b>	<b>88.90</b>	<b>2,868.22</b>	<b>3,093.02</b>
Less: Provision for impairment							1,703.77
							<b>1,389.25</b>

**Trade receivables ageing schedule as on March 31, 2022**

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment / transaction						Total
	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables - considered good	-	-	-	-	-	-	-
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	38.06	119.56	-	157.62
Undisputed Trade receivables - considered credit impaired	-	-	-	-	-	1,095.90	1,095.90
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	22.58	13.79	27.85	53.02	1,725.26	1,842.50
Disputed Trade receivables - considered credit impaired	-	-	-	-	-	-	-
	-	<b>22.58</b>	<b>13.79</b>	<b>65.91</b>	<b>172.58</b>	<b>2,821.16</b>	<b>3,096.02</b>
Less: Provision for impairment							1,678.33
							<b>1,417.69</b>

8	Loans- Non current	(₹ in lakhs)	
Particulars	As at 31st March 2023	As at 31st March 2022	
<b>(Unsecured, Considered Doubtful)</b>			
<b>(at amortised cost)</b>			
Inter Corporate Loan Given			
- Considered Good	-	-	
- Credit impaired	-	255.00	
Less: Impairment for doubtful loan	-	-255.00	
Interest Receivable-Credit impaired	-	94.40	
Less: Impairment for Interest receivable	-	-94.40	
<b>Total</b>	<b>-</b>	<b>-</b>	
9	Other Financial Assets-Non Current	(₹ in lakhs)	
Particulars	As at 31st March 2023	As at 31st March 2022	
<b>(Unsecured, considered good)</b>			
<b>(at amortised cost)</b>			
Advances recoverable in cash or in kind or for value to be received			
- Considered Good	-	-	
- Credit impaired	911.43	909.80	
Less: : Impairment for Advances recoverable	-911.43	-909.80	
Security Deposits (considered good)	19.91	33.52	
<b>Total</b>	<b>19.91</b>	<b>33.52</b>	
10	Deferred tax Assets (Net)	(₹ in lakhs)	
Particulars	As at 31st March 2023	As at 31st March 2022	
On account of depreciation on PPE and Intangible assets	45.97	52.79	
On account of timing differences in recognition of expenditure	11.48	8.99	
On account of unabsorbed business losses under the Income Tax Act, 1961	1,090.84	727.46	
On account of unabsorbed depreciation under the Income Tax Act, 1961	293.33	281.49	
On account of ECL & Impairment losses	666.70	747.52	
<b>Total</b>	<b>2,108.33</b>	<b>1,818.25</b>	
<b>Deferred tax assets (net)</b>	<b>2,108.33</b>	<b>1,818.25</b>	
11	Non Current Tax Assets (Net)	(₹ in lakhs)	
Particulars	As at 31st March 2023	As at 31st March 2022	
<b>(at amortised cost)</b>			
Income Tax Refund Receivable	204.58	131.30	
<b>Total</b>	<b>204.58</b>	<b>131.30</b>	
12	Other Non-Current Assets	(₹ in lakhs)	
Particulars	As at 31st March 2023	As at 31st March 2022	
<b>(Unsecured, Considered good)</b>			
<b>(at amortised cost)</b>			
Deposits with Statutory Authorities against disputed demands	807.75	806.64	
Refunds due from Government Authorities	365.65	364.32	
<b>Total</b>	<b>1,173.40</b>	<b>1,170.96</b>	

**13 Inventories**

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>(At cost or net realizable value whichever is lower)</b>		
<b>(As certified by the Management)</b>		
Raw materials	294.99	458.17
Work in progress	27.94	83.14
Finished goods	293.56	402.85
Stock in Trade	1,539.23	2,276.01
<b>Goods in transit, Bond, and under clearance:</b>		
Raw materials	-	87.59
<b>Total</b>	<b>2,155.72</b>	<b>3,307.76</b>

**14 Trade Receivables (Unsecured)**

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
- Considered good	868.15	765.12
- Credit impaired		
Less : Provision for impairment	-33.81	-22.05
<b>Total</b>	<b>834.34</b>	<b>743.07</b>

Includes amount due Rs. 1.58 lacs (P.YRs. 16.90 lacs) of Related Party on which Allowance for ECL

**Trade receivables ageing schedule as on March 31, 2023**

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment / transaction						Total
	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables - considered good	191.95	614.96	61.24	-	-	-	868.15
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivables - considered credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables - considered credit impaired	-	-	-	-	-	-	-
	<b>191.95</b>	<b>614.96</b>	<b>61.24</b>	-	-	-	<b>868.15</b>
Less: Provision for impairment	-	-	-	-	-	-	33.81
	-	-	-	-	-	-	<b>834.34</b>

## Trade receivables ageing schedule as on March 31, 2022

(₹ in lakhs)

Particulars	Outstanding for following periods from due date of payment / transaction						Total
	Not Due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables - considered good	324.16	85.19	355.77	-	-	-	765.12
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade receivables - considered credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade receivables - considered credit impaired	-	-	-	-	-	-	-
	<b>324.16</b>	<b>85.19</b>	<b>355.77</b>	-	-	-	<b>765.12</b>
Less: Provision for impairment	-	-	-	-	-	-	22.05
	-	-	-	-	-	-	<b>743.07</b>

## 15 Cash and Cash Equivalents

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>(at amortised cost)</b>		
Cash balance in hand	2.11	1.60
Balances with banks		
- in current accounts	-	4.59
Cheque In hand	-	137.50
<b>Total</b>	<b>2.11</b>	<b>143.69</b>

## 16 Bank Balances other than above

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>(at amortised cost)</b>		
Fixed Deposits - Margin Money with Banks	30.35	30.01
In current accounts (seized by Sales Tax Department)	-	3.94
Interest accrued but not due	1.70	0.34
<b>Total</b>	<b>32.05</b>	<b>34.29</b>

## 17 Loans- Non current

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>(Unsecured, Considered good)</b>		
<b>(at amortised cost)</b>		
Loan to employees	1.20	3.31
Interest accrued but not due	0.31	0.95
<b>Total</b>	<b>1.51</b>	<b>4.26</b>



**18 Other Financial Assets**

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>(Unsecured, considered good unless otherwise stated)</b>		
<b>(at amortised cost)</b>		
Advances recoverable in cash or in kind or for value to be received*		
-Considered Good	10.45	8.95
-Credit impaired	-	10.53
Less: : Impairment for Advances recoverable	-	-10.53
Incentive receivable	12.28	12.28
Receivable from related party	9.85	20.59
Receivable against Sale of Land	-	641.82
<b>Total</b>	<b>32.58</b>	<b>683.64</b>

**19 Other Current Assets**

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>(Unsecured, considered good unless otherwise stated)</b>		
<b>(at amortised cost)</b>		
Advance to Suppliers	6.67	9.86
Balances with government authorities	156.30	59.63
Prepaid expenses	6.60	5.16
<b>Total</b>	<b>169.57</b>	<b>74.65</b>

**20 Assets held for disposal**

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Property, Plant and Equipment	-	118.85
<b>Total</b>	<b>-</b>	<b>118.85</b>

**Note No. 21**

(₹ in lakhs)

(a) Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Number	Rs.	Number	Rs.
<b>Equity Share Capital:</b>				
<b>Authorised:</b>				
Equity Shares of Rs. 10 /- each	2,00,00,000	<b>2,000.00</b>	2,00,00,000	<b>2,000.00</b>
<b>Issued and Subscribed :</b>				
Equity Shares of Rs. 10/- each	88,20,000	<b>882.00</b>	88,20,000	<b>882.00</b>
<b>Issued, Subscribed and Paid--up :</b>				
Equity Shares of Rs.10/- each	88,07,300	880.73	88,07,300	880.73
Share Capital forfeited Equity Shares @ 5.65/- each	12,700	0.72	12,700	0.72
<b>Total</b>		<b>881.45</b>		<b>881.45</b>

**(b) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year:**

(₹ in lakhs)

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	Number	Rs.	Number	Rs.
Equity shares outstanding at the beginning	88,07,300	880.73	88,07,300	880.73
Add: Issued during the year	-	-	-	-
Less: Shares bought back	-	-	-	-
<b>Equity shares outstanding at the end of the year</b>	<b>88,07,300</b>	<b>880.73</b>	<b>88,07,300</b>	<b>880.73</b>

- (c) **The rights, preferences and restrictions attached to each class of shares including restrictions on the distribution of dividends and the repayment of Capital are as under:**

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

- (d) **Particulars of equity share holders holding more than 5% of the total number of equity share capital:**

Name of shareholders:	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Gopal Kumar Jiwara jka	23,39,011	26.56	23,39,011	26.56
Gopal Kumar Jiwara jka HUF	14,98,988	17.02	14,98,988	17.02
Neetu Jiwara jka	7,31,410	8.30	7,31,410	8.30
Manori Properties Pvt Ltd.	5,58,929	6.35	5,58,929	6.35
Alert Consultants & Credit Private Ltd	5,65,136	6.42	7,43,283	8.44

Shareholding of Promoters	As at March 31, 2023		
Name of Promoters	Number of shares	% of Holding	Change in %
Gopal Kumar Jiwara jka	23,39,011	26.56	-
Gopal Kumar Jiwara jka HUF	14,98,988	17.02	-
Neetu Jiwara jka	7,31,410	8.30	-
Manori Properties Pvt Ltd.	5,58,929	6.35	-
Tarun Jiwara jka	3,72,741	4.23	-
Ayush Jiwara jka	3,75,087	4.26	-
Sukriti Jiwara jka	1,89,665	2.15	2.15

Shareholding of Promoters	As at March 31, 2022		
Name of Promoters	Number of shares	% of Holding	Change in %
Gopal Kumar Jiwara jka	23,39,011	26.56	-
Gopal Kumar Jiwara jka HUF	14,98,988	17.02	-
Neetu Jiwara jka	7,31,410	8.30	-
Manori Properties Pvt Ltd.	5,58,929	6.35	-
Tarun Jiwara jka	3,72,741	4.23	-
Ayush Jiwara jka	3,75,087	4.26	-

## 22 Other Equity

### a. Securities Premium Reserve

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
At t he b e g i n n i n g a n d e n d o f t h e Y e a r		
Share Premium Account	3,244.42	3,244.42
Share Premium Forfeited	2.87	2.87
<b>Sub Total</b>	<b>3,247.29</b>	<b>3,247.29</b>

### b. General Reserve

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
At t he b e g i n n i n g a n d e n d o f t h e Y e a r		
	4,045.58	4,045.58
<b>Sub Total</b>	<b>4,045.58</b>	<b>4,045.58</b>

**c. Retained earnings** (₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
At t he b e j n n i n g o f t h e Y e a r	-1,410.33	-3,814.97
Add: P r o f i t / ( L o s s ) T r a n s f e r r e d f r o m S t a t e m e n t o f P r o f i t & L o s s	896.94	2,404.64
<b>Sub Total</b>	<b>-2,307.27</b>	<b>-1,410.33</b>

**d. Other Comprehensive Income/ (loss)** (₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Re-measurements of Defined Employee Benefits plans</b>		
At t he b e j n n i n g o f t h e Y e a r	-10.71	-7.78
Addition during the year: (Net of Tax)	-7.57	-2.93
At t h e e n d o f t h e Y e a r	-18.28	-10.71
<b>Sub Total</b>	<b>-18.28</b>	<b>-10.71</b>
<b>Total</b>	<b>4,967.32</b>	<b>5,871.83</b>

**23 Borrowings- Non Current** (₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>(at amortised cost)</b>		
<b>(a) Secured</b>		
<b>Term Loan:</b>		
Working capital loans from Banks	381.37	676.07
(Under Guaranteed Emergency Credit Line (GECL))		
Less : Current maturities of working capital loans	245.33	297.96
<b>Sub Total</b>	<b>136.04</b>	<b>378.11</b>
Vehicle loans from Banks	26.32	34.00
Less : Current maturities of vehicle loans(Refer Note No. 27)	8.40	7.68
<b>Sub Total</b>	<b>17.92</b>	<b>26.32</b>
<b>Total</b>	<b>153.96</b>	<b>404.43</b>

**Additional Information:**

Working capital term loans are secured by hypothecation of inventories, receivables and other moveable/ immovable assets.

Working capital term loans from Banks repayable on monthly instalment basis.

Various term loans against GECL have been availed with a tenure ranging from 2 to 5 year and bearing interest @ 9.25 % p.a.

Vehicle loans are secured against hypothecation of cars and bearing interest ranging from 9.50% to 10.00% p.a.

Vehicle loans from Banks, repayment on monthly instalment basis.

**Repayment terms of borrowings (Working capital loans)-(Under Guaranteed Emergency Credit Line (GECL))**

Due in next	As at March 31, 2023	As at March 31, 2022
One year	245.33	297.96
Second year	136.04	245.33
Thir d t o f i f t h y e a r	-	132.78
<b>Total</b>	<b>381.37</b>	<b>676.07</b>

## Repayment terms of borrowings (Vehicle loans)

(₹ in lakhs)

Due in next	As at March 31, 2023	As at March 31, 2022
One year	8.40	7.68
Second year	6.98	8.40
Third to fifth year	10.94	17.92
<b>Total</b>	<b>26.32</b>	<b>34.00</b>

## 24 Other Financial Liabilities-Non Current

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Trade Deposit	16.13	18.32
<b>Total</b>	<b>16.13</b>	<b>18.32</b>

## 25 Lease liabilities

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance		62.43
Addition during the year		
Finance Charges on lease		-
Repayment/reversal during the year		-62.43
<b>Closing Balance</b>	<b>-</b>	<b>-</b>

## 26 Provisions-Non Current

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
Employees benefits:		
Provision for Leave	5.87	7.24
<b>Total</b>	<b>5.87</b>	<b>7.24</b>

## 27 Borrowings-Current

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(a) Secured Loans:</b>		
Working capital From Banks	288.39	1.71
<b>Sub Total</b>	<b>288.39</b>	<b>1.71</b>
<b>(b) Unsecured Loans:</b>		
Loans from related parties	963.81	930.03
Loan from Other	125.00	-
Interest accrued	28.02	70.33
<b>Sub Total</b>	<b>1,116.83</b>	<b>1,000.36</b>
<b>(c) Current maturities of long term borrowing</b>		
Current maturities of long term debt : working capital term loan	245.33	297.96
Current maturities of long term debt : vehicle loans	8.40	7.68
Interest accrued	1.13	7.41
<b>Total</b>	<b>254.86</b>	<b>313.05</b>
<b>Total</b>	<b>1,660.08</b>	<b>1,315.12</b>

**Additional Information:**

Working capital term loans are secured by hypothecation of inventories, receivables and other moveable/ immovable assets.

Working capital term loans from Banks repayable on monthly instalment basis.

Various term loans against GECL have been availed with a tenure ranging from 2 to 5 year and bearing interest @ 9.25% p.a.

Vehicle loans are secured against hypothecation of cars and bearing interest ranging from 9.50% to 10.00% p.a.

Vehicle loans from Banks, repayment on monthly instalment basis.

Disclosure as per Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186(4) of the Companies Act, 2013

Loans from related parties for the year ended :

Name of the Party	Interest rate	Amount in Rs. (₹ in lakhs)	Maximum balance outstanding during the year (₹ in lakhs)
Mr. Gopal Sitaram Jiwarajka ( 2022-23 )	5.75%	963.81	963.80
Mr. Gopal Sitaram Jiwarajka ( 2021-22 )	5.75%	841.28	1,118.59
Devi Electronics Pvt Ltd ( 2022-23 )		-	88.75
Devi Electronics Pvt Ltd (2021-22)	8.15%	88.75	89.00

**28**
**Trade Payables**

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Dues to Micro, Small and Medium Enterprises*	10.27	35.06
Others	387.73	1,032.61
<b>Total</b>	<b>398.00</b>	<b>1,067.67</b>

**Additional Information:**

\*The Company has declared the dues to Micro, Small and Medium Enterprises on the basis of received from parties (Refer note no. 48).

**Ageing schedule as at March 31, 2023**

(₹ in lakhs)

Particulars	Not due	Outstanding for following periods from due date of payment/ transaction				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
MSME		1.10	0.05	5.56	3.56	<b>10.27</b>
Others	64.39	172.19	7.07	9.96	66.28	<b>319.89</b>
Disputed dues - MSME						-
Disputed dues - Others						-
	<b>64.39</b>	<b>173.29</b>	<b>7.12</b>	<b>15.52</b>	<b>69.84</b>	<b>330.16</b>
Accrued expenses						67.84
						<b>398.00</b>

**Ageing schedule as at March 31, 2022**

(₹ in lakhs)

Particulars	Not due	Outstanding for following periods from due date of payment / transaction				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
MSME	1.75	1.63	9.87	21.81	-	<b>35.06</b>
Others	417.26	396.09	22.11	43.07	46.54	<b>925.07</b>
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
	<b>419.01</b>	<b>397.72</b>	<b>31.98</b>	<b>64.88</b>	<b>46.54</b>	<b>960.13</b>
Accrued expenses						107.54
						<b>1,067.67</b>

29 Other Financial liabilities- Current		(₹ in lakhs)	
Particulars	As at 31st March 2023	As at 31st March 2022	
Payable to Employees	98.20	154.22	
<b>Total</b>	<b>98.20</b>	<b>154.22</b>	

30 Other Current liabilities		(₹ in lakhs)	
Particulars	As at 31st March 2023	As at 31st March 2022	
Statutory Liabilities	13.91	23.37	
Advance from customers	21.03	48.63	
Others	9.79	9.04	
<b>Total</b>	<b>44.73</b>	<b>81.04</b>	

31 Provisions-Current		(₹ in lakhs)	
Particulars	As at 31st March 2023	As at 31st March 2022	
Employees benefits:			
Provision for Leave	6.78	8.93	
Provision for Gratuity	15.82	2.90	
<b>Total</b>	<b>22.60</b>	<b>11.83</b>	

32 Revenue from Operations:		(₹ in lakhs)	
Particulars	As at 31st March 2023	As at 31st March 2022	
<b>Sales of Goods</b>			
Domestic	11,572.42	6,963.75	
<b>Total</b>	<b>11,572.42</b>	<b>6,963.75</b>	
<b>Other Operating Income</b>			
Liability no Longer required written back	33.45	42.66	
Other Income	-	0.60	
	<b>33.45</b>	<b>43.26</b>	
<b>Total Revenue from Operations</b>	<b>11,605.87</b>	<b>7,007.01</b>	

33 Other Income:		(₹ in lakhs)	
Particulars	As at 31st March 2023	As at 31st March 2022	
Interest	1.82	2.07	
Rent received	5.38	15.45	
Liability no Longer required written back(lease liability)		2.56	
Commision received	-	232.38	
Misc income	0.96	-	
Sundry balances w/back	14.71	-	
Pr o fi t o n s a l e o f l o n g t e r m i n v e s t m e n t	-	0.02	
Provision for Diminution in Value of Investment	-	2.20	
Pr o fi t o n s a l e o f Pr o p e r t y , P l a n t a n d E q u i p m e n t	-	2.78	
<b>Total</b>	<b>22.87</b>	<b>257.46</b>	



**34 Changes in Inventories of finished goods, Stock-in-trade and work in progress (₹ in lakhs)**

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Stock at the end of the year</b>		
Work in progress	27.94	83.15
Stock in trade:	2,316.20	2,876.01
Finished goods	293.56	477.85
<b>Sub Total :</b>	<b>2,637.70</b>	<b>3,437.01</b>
<b>Less : Stock at the beginning of the year</b>		
Work in progress	83.15	83.36
Finished goods and Stock in trade	2,276.01	3,375.62
Finished goods	402.85	610.18
<b>Sub Total :</b>	<b>2,762.01</b>	<b>4,069.16</b>
<b>(Increase) / Decrease in Stock :</b>	<b>124.31</b>	<b>632.15</b>

\*refer note no. 39

**35 Employee benefits expenses: (₹ in lakhs)**

Particulars	As at 31st March 2023	As at 31st March 2022
Salaries and wages	212.66	312.56
Contribution to provident and other funds	16.97	26.32
Staff Welfare & Other Benefits	5.57	2.05
<b>Total</b>	<b>235.20</b>	<b>340.93</b>

**36 Finance Costs: (₹ in lakhs)**

Particulars	As at 31st March 2023	As at 31st March 2022
Interest	106.37	290.71
Other Borrowing costs	-	21.26
<b>Total</b>	<b>106.37</b>	<b>311.97</b>

**37 Depreciation and amortization: (₹ in lakhs)**

Particulars	As at 31st March 2023	As at 31st March 2022
Depreciation on Property, Plant and Equipment	19.85	39.88
Amortization of Land (ROU)	0.04	3.78
<b>Total</b>	<b>19.89</b>	<b>43.66</b>

## 38 Other expenses:

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Assembly Charges	0.08	4.25
Stores & Spares Consumed	0.24	0.09
Power and fuel	12.93	21.17
Rent	1.02	0.51
Repair & Maintenance :-		
Plant & Machinery	0.33	0.90
Others	30.03	8.76
Insurance	6.05	8.46
Rates and taxes	2.73	8.79
Legal and professional fees	67.31	63.64
Payment to Auditors		-
Statutory Audit Fees (including Limited review)	7.84	7.84
Tax Audit Fees	1.05	1.05
Cer t i f i c a t i o n	0.05	0.12
Expenses reimbursed	0.70	0.70
In Other capacity	1.05	1.05
Travelling & Conveyance	18.42	22.09
Freight and Forwarding	32.14	32.08
Bank charges	1.18	2.84
Discount, Commission & Incentives	63.15	68.36
Advertisement & Publicity	10.49	1.78
After Sale Service Charges	12.74	4.45
Sales Tax/GST/Excise/Service Tax etc. (net)	13.22	8.41
Bad Debts	6.03	1,303.49
Allowance for doubtful receivables	37.20	-1,005.51
Irrecoverable Claims / Advances w/off	359.93	514.76
Provision for Irrecoverable Claims & Advances w/back	-359.93	-491.93
Provision for Irrecoverable Claims & Advances	1.62	-
Short / (Excess) Claims	-3.36	-5.79
Miscellaneous expenses	37.45	35.83
Security services	15.41	20.17
Net (gain)/loss on foreign currency transaction	8.43	5.83
<b>Total</b>	<b>385.53</b>	<b>644.19</b>

## 39 Exceptional Items\*

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Lease Rent	-35.00	418.00
Loss on Assets Discarded	33.23	245.02
Pr o f i t o n Sale o f Lan d	-	-6,046.65
Excess consideration received against sale of land	-144.60	-
Writedown of Inventory ( FG)	776.97	675.00
Writedown of Obsolute Inventory ( RM )	135.98	112.52
Allowance for doubtful receivables	-	613.70
<b>Total</b>	<b>766.58</b>	<b>-3,982.41</b>

\* (refer note no.50 )

**40 Income tax:**
**(a) Income Tax Expense**
**i) Income tax recognised in Statement of Profit and Loss**

(₹ in lakhs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>Current tax expense</b>		
Current year	-	-
Total	-	-
<b>Deferred tax expense/(Income)</b>	-287.53	367.67
<b>Total income tax expense</b>	<b>-287.53</b>	<b>367.67</b>

**ii) Income tax recognised in other comprehensive income**

(₹ in lakhs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
<b>Net actuarial gains/(losses) on defined benefit plans</b>		
Before tax	-10.12	-3.92
Tax expense/ (benefit)	2.55	0.99
<b>Net of tax</b>	<b>-7.57</b>	<b>-2.93</b>

**iii) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate**

(₹ in lakhs)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
Pr o f i t b e f o r e t a x	-1,184.47	2,772.31
Tax using the Company's domestic tax rate of 25.168% (previous year 25.168%)	-298.11	697.73
Tax effect of:		
Br o u g h t f o r w a r d C a p i t a l L o s s e s a d j u s t e d f r o m p r o f i t during the year		-188.17
Rate difference between business loss & capital gain	-	-21.74
Others	10.58	-120.15
<b>Income Tax Expenses/ (Income) recognised in the statement of profit and loss account</b>	<b>-287.53</b>	<b>367.67</b>

Income tax recognised in other comprehensive income Rs. 2.55 lacs (In PY Rs.0.99 lacs)

**b) The movement in deferred tax assets and liabilities during the year ended March 31, 2023:**

(₹ in lakhs)

Deferred tax assets/ ( liabilities )	As at 1st April, 2021	Credit/ (charge) in statement of Profit and Loss	As at 31st March, 2022	Credit/ (charge) in statement of Profit and Loss	As at 31st March, 2023
On account of Depreciation	-34.00	34.00	-	-	-
On account of amount allowable on payment basis & others	15.79	-6.80	8.99	2.49	11.48
On account of brought forwarded business losses	734.52	-7.06	727.46	363.78	1,090.84
On account of brought forwarded Unabsorbed depreciation	281.89	-0.39	281.50	12.23	293.33
On account of ECL & Impairment losses	969.94	-222.42	747.52	-80.82	666.70
On account of depreciation on property, plant & equipment, Intangible assets and ROU	-	52.79	52.79	-6.82	45.97
On account of Capital losses	216.80	-216.80	-	-	-
<b>Total</b>	<b>2,184.94</b>	<b>-366.68</b>	<b>1,818.26</b>	<b>290.87</b>	<b>2,108.33</b>

## 41 Earnings per Share

(₹ in lakhs)

Particulars	For the Year ended 31.03.2023	For the Year ended 31.03.2022
a) Net profit / (loss) as per Statement of Profit and Loss attributable to Equity Shareholders		
– Before Exceptional Item	-314.93	-791.60
– After Exceptional Item	-896.94	2,404.64
b) Number of weighted average equity shares outstanding during the year for the purpose of calculation of earnings per share	88,07,300	88,07,300
c) Nominal value of equity share (in Rs.)	10.00	10.00
d) Basic & diluted earning per share before exceptional items	-3.58	-8.99
e) Basic & diluted earning per share after exceptional items	-10.18	27.30

## 42 Employee benefits

## A. Defined benefit plan

## Gratuity

The Company provides to its eligible employees, defined benefit plans in the form of gratuity plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days' salary payable for each completed year of service. Vesting occurs upon completion of five continuous years of service. The following table sets out the details of defined benefit retirement plans and the financial statement basis on actuarial valuation report:

## i) Change in Present Benefit Obligation

(₹ in lakhs)

	2022-2023	2021-2022
Present value of obligations at the beginning of the period	100.86	103.36
Current Service Cost	2.64	4.45
Interest Cost	5.85	6.20
Re-measurement (or actuarial) (gain)/loss arising from:		
a) change in demographic assumptions	-	4.73
b) change in financial assumptions	-2.23	-1.56
c) experience variance (i.e. actual experience vs assumptions)	9.98	1.72
Past Service Cost	-	-
Benefits Paid	-61.84	-18.03
Present value of obligations at the end of the period	<b>55.26</b>	<b>100.87</b>

## ii) Change in fair value of plan assets

(₹ in lakhs)

	2022-2023	2021-2022
Fair value of plan assets at the beginning of the period	97.97	91.51
Investment Income	5.68	5.49
Benefits Paid	-61.84	-
Return on plan assets, excluding amount recognised in net interest expense	-2.37	0.97
Fair value of plan assets at the end of the period	<b>39.44</b>	<b>97.97</b>

## iii) Expenses recognised in Income statement

(₹ in lakhs)

	2022-2023	2021-2022
Current Service Cost	2.64	4.45
Past Service Cost	-	-
Net Interest Cost / (Income) on the Net Defined Benefit Liability/(Asset)	0.71	0.71
Expenses recognised in Statement of Profit and Loss	<b>2.81</b>	<b>5.16</b>

iv) **Other Comprehensive Income (OCI)** (₹ in lakhs)

	2022-2023	2021-2022
Actuarial Gain/Losses		
a) Change in Demographic assumptions	-	4.73
b) Change in Financial Assumptions	-2.23	-1.56
c) Experience Variance (i.e. Actual experience Vs Assumptions)	9.98	1.72
Return on Plan Assets, excluding amount recognized in net Interest expense	2.37	-0.97
Components of Defined Benefit costs recognized here	10.12	3.92

v) **Sensitivity Analysis of the defined benefit obligation** (₹ in lakhs)

	2022-2023	2021-2022
a) <b>Impact of the change in discount rate</b>		
Impact due to increase of 1 %	-53.92	-99.04
Impact due to decrease of 1 %	56.71	102.81
b) <b>Impact of the change in salary increase</b>		
Impact due to increase of 1 %	56.55	102.66
Impact due to decrease of 1 %	-54.03	-99.15
c) <b>Impact of change in Attrition Rate</b>		
Impact due to increase of 0.5 %	56.21	102.05
Impact due to decrease of 0.5 %	-53.66	-98.41
d) <b>Impact of change in Mortality Rate</b>		
Impact due to increase of 10 %	55.27	100.87
Impact due to decrease of 10 %	-55.25	-100.86

vi) **Expected maturity analysis of the undiscounted gratuity benefits is as follows** (₹ in lakhs)

	2022-2023	2021-2022
1 year	34.72	79.59
2 to 5 years	18.49	21.44
6 to 10 years	5.61	6.56
More than 10 years	9.08	7.41

Expected contributions to post-employment benefit plans for the year are Rs. 18.38 lacs (PYRs. 5.60 lacs).

The weighted average duration of the defined benefit plan obligation at the end of the period is 3 years.

vii) **The assumptions used in accounting for the defined benefit plan are set out below:**

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Discount Rate	7.30%	5.80%
Future Salary Increase	3.00%	3.00%
Retirement Age	58 years	58 years
Mortality rates	100% (IALM 2012-14)	100% (IALM 2012-14)
Withdrawal rate	10%	10%

**B. Long term employee benefit plans**  
**Compensated Absence**

The liability for leave encashment is recognized on the basis of actuarial valuation made at the end of the year. A provision of Rs. 4.93 lacs (31 March 2022: Rs. -4.62 lacs) for the year have been made on the basis of actuarial valuation at the year end and debit to the Statement of Profit and Loss.

C. **Defined contribution plans**

The company's contribution to provident fund, pension fund and ESI scheme recognised as expense for the year are as under:

	(₹ in lakhs)	
	2022-2023	2021-2022
- Contribution to Provident fund	12.64	17.72
- Contribution to ESI	0.65	2.16

43 A. **Contingent Liabilities not provided for in respect of :**

(₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Letter of credit pending for shipment	-	-
Bank Guarantees (net of margin)	28.66	28.66
Custom Duty demand	Not Ascertainable	Not Ascertainable
Income Tax Matters	37.88	37.88
Sales Tax Matters	1,173.58	1,145.02
Goods & Service Tax Matters	1.45	-
Service Tax Matters	1.97	1.97
Excise Matters	4,877.81	4,877.81

**Note:**

- i) Bank Guarantees issued by Bankers Rs. 30.50 lacs (Previous year Rs. 30.50 lacs) including for Sales Tax and Excise demand Rs. 30.50 lacs (Previous year Rs. 30.50 lacs), against which the company has deposited Rs. 1.84 lacs (Previous year Rs. 1.84 lacs).
- ii) Advance Licence utilised for Import of CPT worth Rs. 87.50 lacs during the period from January, 1995 to May 1995, DGFT issued Show Cause Notice to pay duty and penalty thereof on all above imports and included the company's name in the defaulters list. Company challenged the said Notice in Delhi High Court and after admitting the petition and taking into consideration all the facts, the Delhi High Court directed the Company to deposit a sum of Rs. 20.00 lacs (in FY20) without the collection of Customs and order of DGFT to remove the company's name from the defaulters list. Accordingly Company has deposited the sum of Rs.20.00 lacs (Rs. 20 lacs in FY) within the stipulated by the Court. Duty and penalty amount is not at present. Petition has been filed against appeal order of DGFT.
- iii) (a) The demand amounting to Rs.1113.78 lacs (previous year Rs. 1113.78 lacs) and penalty Rs. 1113.78 lacs (previous year Rs.1113.78 lacs) for the period April 2002 to April 2003 and demand of Rs.28.99 lacs (previous year Rs.28.99 lacs) and penalty of Rs.28.99 lacs (previous year Rs.28.99 lacs) for the period July 1993 to February 1994 are on the basis of differential duty on Chassis, Sub assembly parts of T.V. considered as T.V. The Honorable Supreme Court has decided on the classification issue for the period 1989- 90 and the facts of the case as decided by the Supreme Court. The company had gone in appeal before CESTAT. The appeal before CESTAT were remanded back to the Commissioner Adjudication to decide a fresh while considering the differential facts of the case. The Commissioner has decided the cases against the company without considering the differential facts as per directions given by the CESTAT in remand order. The company has again filed appeal against Commissioner's order before CESTAT. CESTAT has decided the case against the company. The company has filed SLP against the order of CESTAT before the Supreme Court. (refer note no. 51)
- (b) The demand for Rs.1292.44 lacs (previous year Rs. 1292.44 lacs) and penalty Rs.1292.44 lacs (previous year Rs. 1292.44 lacs) for the period June 1998 to March 2002 raised on the same basis by the department is time barred and case had been decided in favour of the company. The department had gone in appeal before CESTAT. The CESTAT had remanded this matter to Commissioner Adjudication who has decided the case against the company without considering differential facts of the case. The company has again filed appeal before CESTAT. CESTAT has decided the case against the company. The company has filed SLP against the order of CESTAT before the Supreme Court. Therefore considering directions / differential facts given by CESTAT in remand order not considered in Commissioner's orders, the company has good case on merits. Demand deposited amounting to Rs.600.00 lacs( previous year Rs. 600.00 lacs). (refer note no.51)
- (c) Miscellaneous Excise duty demand amounting to Rs.7.39 lacs( previous year Rs. 7.39 lacs) against amount deposited Rs.2.00 lacs ( previous year Rs.2.00 lacs) and Service Tax demand Rs.1.97 lacs(previous year Rs. 1.97 lacs) has been raised by the department against which the company has filed appeals.



- iv) The Central Sales Tax and VAT/ State Sales Tax Authorities has raised demand of Rs. 1173.58 lacs (Previous Year Rs. 1145.02 lacs) primarily pertains to export order and related issues, which is under appeal and an amount of Rs. 146.42 lacs (previous year Rs.146.80 lacs) deposited under protest, which has been disputed by the company. However in most of the cases, required documents are being filed. The Company's appeal against these is pending before various appellate authorities forums. **( Refer Note no 52)**
- v) The Goods & Service Tax Department has raised demand of Rs. 1.45 lacs (Previous Year primarily pertains to e way bill not filed by transporter, which is under a 1.45 lacs (previous year Rs.Nil) deposited under protest, which has been disputed by the company.
- vi) Income Tax Assessments of the Company have been completed upto Assessments 19 (in previous year upto 2016-17). Demand has been raised of Rs.37.88 lacs (previous year Rs. 37.88 lacs) for earlier assessment year 2002- 03 against which company has filed appellate authorities and amount Rs. 37.88 lacs (previous year Rs.37.88 lacs) has been deposited against demands.
- vii) Appeal of Income Tax department against the TAT order for the Assessments Year lying pending before Hon'ble Supreme Court against refund of Rs.1151.57 lacs (previous year Rs. 1151.57 lacs) received by the Company in the Financial Year 2002- 2003. The result of Rs. 382.99 lacs on Rs. 1764 lacs direct benefit to shareholders is only in relieved depreciation part of Rs. 3248 lacs.

The amounts herein above do not include amount of interest or penalty whereof are not ascertain Pending completion of the legal process the impact of liability, if any, cannot be ascertained at this stage, however, management believes that, based on legal advice, the outcome of these contingencies will be favorable and that outflow of economic resources is not

B. Estimated amount of contracts remaining to be executed on capital account & not provided for (net of advances) is Rs. Nil (previous year Rs. Nil.).

**44 Capital Management**

The Company's objectives when managing capital are to :  
 - safeguard its ability to continue as a going concern, and  
 - maintain an appropriate capital structure of debt and equity.

The Company monitors capital using gearing ratio which debts to total equity. (₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
Total borrowings	1,814.04	1,719.55
Less : Cash and cash equivalents	2.11	143.69
<b>Net debt</b>	<b>1,811.93</b>	<b>1,575.86</b>
<b>Total equity</b>	<b>5,848.77</b>	<b>6,753.28</b>
<b>Net debt to equity ratio</b>	<b>0.31</b>	<b>0.23</b>

**45 Financial Risk Management**

The principal financial assets of the Company include loans, trade and other receivables, balances that derive directly from its operations. The principal financial liabilities are borrowings, trade and other payables and financial liabilities to day operations of the company.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks and advises on financial risks and the appropriate financial framework for the Company.

The risks which the company is exposed to and policies and framework adopted by the company to manage these risks are explained as under:

**A Market Risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will change because of changes in market prices. Company is exposed to interest rate risk as its Market risk.

**B Interest Rate Risk**

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

As the Company has no significant interest-bearing assets, the income and operating performance are independent of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates, borrowings and borrowings in the financial statements. The Company's fixed rate borrowings are amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

At the reporting date the interest rate profile of the Company's interest-bearing financial

Particulars	Carrying Amount (₹ in lakhs)	
	As at 31st March 2023	As at 31st March 2022
<b>Fixed rate instruments</b>		
Long term borrowings	153.96	404.43
Current maturities of long term debt	254.86	313.05
Unsecured loans	1,116.83	1,000.36
<b>Variable rate instruments</b>		
Short term borrowings	288.39	1.71

A change of 50 basis point in interest rate would have following impact on profit/loss (₹ in lakhs):

Particulars	2022-2023	2021-2022
Increase in 50 basis point	1.44	0.01
Decrease in 50 basis point	-1.44	-0.01

#### C Liquidity Risk

The financial liabilities of the company include loans and borrowings, trade and other payables. The principal sources of liquidity are cash and cash equivalents and trade receivables that is (₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Borrowings:</b>		
0-1 year	1,660.08	1,315.12
More than 1 year	153.96	404.43
<b>Trade Payables:</b>		
0-1 year	398.00	1,067.87
More than 1 year		
<b>Other Financial liabilities:</b>		
0-1 year	98.20	154.22
More than 1 year	16.13	18.32

#### D Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty. The exposure to the credit risk at the reporting date is primarily from trade receivables which are typically unsecured and other financial assets. Majority of the company's transactions are earned in cash. The company assesses the creditworthiness of the customers internally to whom services are rendered on credit terms in the normal course of business. The credit limit of each customer is defined in this assessment. Outstanding customer receivables are regularly monitored.

The company recognizes loss allowance using the expected credit loss (ECL) model for trade receivables which are not fair value through profit or loss. Loss allowance for trade receivables component is measured at an amount equal to lifetime ECL. For all other financial assets, losses are measured at an amount equal to the 12-month ECL, unless there has been a significant credit risk from initial recognition in which case those are measured at lifetime ECL.

##### (i) Exposure to Credit Risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was: (₹ in lakhs)

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Financial assets for which loss allowance is measured using:</b>		
<b>-Lifetime expected credit losses</b>		
Trade receivables	2,223.59	2,160.76
<b>-12 months expected credit losses</b>		
Investments	0.02	0.02
Cash and cash equivalent	2.11	143.69
Other bank balances	32.05	34.29
Loans	1.51	4.26
Other financial assets	52.49	717.16
<b>Total</b>	<b>2,311.77</b>	<b>3,060.18</b>

**(ii) Provision for expected credit losses**
**Financial assets for which loss allowance is measured using life time expected credit losses**

The Company uses a provision matrix to determine expected loss on portfolio of its trade receivable which is measured using lifetime expected credit loss model. The provision matrix is based on its historically observed default data over the expected life of the trade receivable and is adjusted for forward-looking estimates.

The loss allowance has been measured using lifetime ECL except for financial assets where there has been no significant increase in credit risks in initial recognition. The Company has assessed whether financial assets carried at amortised cost are financial assets that are credit-impaired when one or more events that have a detrimental effect on the estimated future cash flows of the financial assets have occurred. In such cases, a simplified approach has been considered for measuring expected credit losses (ECLs) on trade receivables at an amount equal to lifetime ECLs. The ECLs on trade receivables are calculated based on actual historic credit loss experience over the preceding three years on the total balance of undisputed trade receivables and in case of disputed trade receivables on the basis of recovery pattern. The Company monitors all these variables, loans and continuously basis the factors considered while dealing. If there are any indicators of impairment on an asset, the Company has provided for the ECL method for impairment.

The following table summarises the change in the loss allowances measured using life time expected credit loss model (ECL):

Particulars	₹ in lakhs	
	2022-23	2021-22
<b>At the beginning of the Year</b>	1,700.38	2,092.18
Provided/(Reversal) during the year (Refer note no. 38 & 39)	37.20	-391.80
<b>As at March 31, 2023</b>	<b>1,737.58</b>	<b>1,700.38</b>

**Financial assets for which loss allowance is measured using 12 month expected credit losses**

The company has assets where the counter-parties have sufficient capacity to meet their obligations and where the risk of default is very low. Accordingly, loss allowance for impairment on certain financial assets has been recognised as disclosed in this Note under the heading 'Impairment loss provisions'.

**Reconciliation of impairment loss provisions**

Particulars	₹ in lakhs	
	As at 31st March 2023	As at 31st March 2022
<b>Opening Provision</b>	1,269.73	1,792.84
Add: Provided during the year (refer note no. 38)	1.63	-
Less: Reversal of loss allowance (refer note no. 38)	-359.93	-523.11
<b>Closing Provision</b>	<b>911.43</b>	<b>1,269.73</b>

**E Foreign Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of an asset or liability are exposed to changes in foreign exchange rates. The Company operates internationally has foreign currency trade payables and receivables and is therefore, exposed to foreign exchange risk.

The carrying amounts of the company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period as follows:

Foreign currency exposure	Currency	As at 31st March 2023	As at 31st March 2022
Trade Receivables	USD	-	-
Trade payables	USD	1.92	3.01
Net Exposure to foreign currency risk	USD	-1.92	-3.01

**Foreign Currency Risk Sensitivity**

A change in 1% in foreign currency would have following impact on profit/loss before tax (₹ in lakhs)

Particulars	2022-2023		2021-2022	
	1% Appreciation	1% Depreciation	1% Appreciation	1% Depreciation
Increase / (Decrease) in Profit or Loss (in Rs.)	-1.58	1.58	-2.28	2.28

## F. Fair Value Measurement:

## Financial Instruments by category

The carrying value and fair value of financial instruments by categories as of 31st March , 2023

(₹ in lakhs)

Particulars	FVTPL	FVTOCI	Amortised Cost	Carrying Cost
<b>Financial Assets:</b>				
Non current Investment-others	-	-	0.02	0.02
Trade Receivables	-	-	2,223.59	2,223.59
Other Financial Assets-Non Current	-	-	19.91	19.91
Cash and Cash Equivalents	-	-	2.11	2.11
Other Bank Balances	-	-	32.05	32.05
Other financial assets - Current	-	-	32.58	32.58
<b>Financial Liabilities:</b>				
Non - Current Borrowings	-	-	153.96	153.96
Trade Deposits	-	-	16.13	16.13
Current Borrowings	-	-	1,660.08	1,660.08
Trade Payables	-	-	398.00	398.00
Other Financial liabilities	-	-	98.20	98.20

The carrying value and fair value of financial instruments by categories as of 31st March, 2022

(₹ in lakhs)

Particulars	FVTPL	FVTOCI	Amortised Cost	Carrying Cost
<b>Financial Assets:</b>				
Non current Investment-others	-	-	2,000.00	2,000.00
Loan	-	-	-	-
Trade Receivables	-	-	2,160.76	2,160.76
Other Financial Assets-Non Current	-	-	33.52	33.52
Cash and Cash Equivalents	-	-	143.69	143.69
Other Bank Balances	-	-	34.29	34.29
Other financial assets - Current	-	-	683.64	683.64
<b>Financial Liabilities:</b>				
Non - Current Borrowings	-	-	404.43	404.43
Trade Deposits	-	-	18.32	18.32
Current Borrowings	-	-	1,315.12	1,315.12
Trade Payables	-	-	1,067.67	1,067.67
Other Financial liabilities	-	-	154.22	154.22

Fair value of the corresponding financial assets and liabilities is approximately

## 46 RELATED PARTIES DISCLOSURES :

## 1. Relationship :

- (a) Other related parties in which key managerial Personnel are able to exercise significant influence on the Company:
- Salora Components Ltd
  - Manori Properties Private Limited
  - Dev Electronics Private Limited
  - Quick Load 24X7 Private Limited
  - Tiss Technologies LLP
  - PJTJ Technologies Private Limited
- (b) Key Managerial Personnel:
- Mr. Gopal Sitaram Jiwaraajka (Chairman & Managing Director)
  - Mr. Tarun Jiwaraajka (Whole Time Director & CFO)
  - Mrs. Neetu Jiwaraajka (Director)
  - Mr. Anubhav Nigam ( Company Secretary, w.e.f. 07.06.2021 )
- (c) Close family member of KMP
- Mr. Ayush Jiwaraajka
- (d) Key Managerial Personnel: (Independent Director)
- Mr. K.S. Mehta
  - Mr. Sanjeev Kaul Duggal
  - Mr. Paramartha Saika

**Note: Related party relationship is as identified by the Company and relied upon by the Auditors.**

**2. Transactions carried out with related parties as above , in ordinary course of business: (₹ in lakhs)**

Nature of Transactions	Related Parties					
	Referred in 1 (a) above		Referred in 1 (b) & (c) above		Referred in 1 (d) above	
	31.03.2023	31.03.2022	31.03.2023	31.03.2022	31.03.2023	31.03.2022
<b>Sales</b>						
Goods and Materials	301.08	230.88				
<b>Expenses</b>						
Interest	0.64	7.25	26.74	58.24		
Directors Remuneration & Perquisite			33.42	37.19		
Director Sitting Fee					1.80	2.30
Salary of Others			17.21	9.42		
<b>Income</b>						
Rental & Other Incomes	2.73	12.51				
<b>Finance</b>						
Loans received		-	10,911.91	7,863.10		
Loans repaid	88.75	0.25	10,779.17	8,354.76		
<b>Others</b>						
Security deposit received	0.11	-		-		
Advance Capitalized to Vehicle			-	9.00		
Expenses/Payment on their behalf	2.36	1.50				
<b>Outstandings</b>						
Payables		-	2.52	2.87	3.92	2.30
Receivables	11.44	16.90		-		
Loan Payable	-	88.75	963.80	841.28		
Interest Payable	0.57	2.88	24.03	54.55		

As the liabilities for gratuity and compensated absences are provided on actuarial basis for the Company as a whole, the amounts pertaining to individual Key Management Personnel are not separately available.

**47 Segment reporting :**

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. es. Based on the "management approach" as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on analysis of various performance indicators by business segments and geographic segments. Accordingly, information has been presented both along industry classes and geographic segmentation of customers, industry being the primary segment. Secondary segmental reporting is performed on the basis of the geographical location of customers. The accounting principles used in the preparation of the financial statements are consistently applied to records of individual segments, and areas set out in the notes on significant accounting policies.

**a. Business Segment**

The Company falling in one segment only so the company has only one reportable segment i.e "Consumer Electronic Division"

**b. Geographical Segment**

The Company operates in one Geographical Segment namely "within India" and hence no separate information for geographic segment wise disclosure is required.

**48 Disclosure under The Micro, Small and Medium Enterprises Development Act, 2006**

The Company has sent letters to vendors to confirm whether they are covered under the Micro, Small and Medium Enterprises Development Act, 2006 as well as they have filed required returns thereon. Based on and to the extent of the information received by the Company from the suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) and relied upon by the auditors, the relevant particulars as at the year end are furnished below:

(₹ in lakhs)

Particulars	As at March 31, 2023	As at March 31, 2022
The Principal amount remaining unpaid at the year end	10.27	35.06
The Interest amount remaining unpaid at the year end	6.78	16.77
The amount of interest paid by the buyer under MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
The amount of interest due and payable for the year (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	-	-
The amount of interest accrued and remaining unpaid at the year end	6.78	16.77
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006	6.78	16.77

**49** In the opinion of the board, any of the assets other than property, plant and equipment and non current investments have a value on realisation in the ordinary course of the business at least equal to the amount at which they are stated.

**50** The exceptional items recorded during the year include the following:

- Inventory written down by Rs.292.11 lacs during this quarter on liquidation of old inventories till date based on actual realized value. This is in line with the company's continuous effort to optimize its operational efficiency and resources, whereby it has written down inventories of Rs. 292.11 lacs during the year, due to obsolescence caused by change in technology, slow inventory movement and part of discontinued product categories etc
- Excess amount of Rs. 144.60 lacs which is reserved as final consideration as per Transfer of Hold Rights against amount considered earlier towards sale of Noida Land in the previous year. Besides this, a recovery of partial expenses amounting to Rs. 35.00 lacs towards expenses paid to Noida Authority in the previous year
- Recognition of loss amounting to Rs. 33.23 lacs based on final realized amount, in respect of Assets Held for sale in the previous year

**51** The company filed a SLP on merits with the Honorable Supreme Court which is pending for disposal on 16.12.2021, the company filed a writ petition in High Court of Delhi to direct the department to delay due to Covid-19 and accept payment Rs.1210.99 lakhs as approved in the SVLDR scheme against which pre deposit Rs 600 lakhs for settlement of the disputed Excise matters of Rs.2435.21 lakhs and penalty thereon Rs. 2435.21 lakhs demanded by Excise authorities related to financial year 1993-94 to 2003-04. The Honorable High Court has issued notice to the concerned authorities which is pending for disposal. The Contingent Liability against this matter Rs 4870.42 lakhs against this matter shall stand as it is, till either the High Court or the Supreme Court decides on this matter. Further there has been no hearing and progress in the case, however recently two of similar nature of cases has been decided in the favour of the appellant by the CESTAT and Honorable Supreme Court

- 52 Contingent liabilities of Rs.1,242.26 lakhs (excluding Rs.4870.42 Lakhs as referred in above (note no.51) related to Sales tax, Excise duty, Service tax, Goods and Service tax and Income tax etc. against which amount deposited Rs 207.76 Lakhs which are contested by the company and pending before various forums. However, management believes that based on legal advice the outcome of these contingencies will be favourable and economic resources is not probable.
- 53 The Company has material statutory dues recoverable of Sales tax of Rs 365.65 lakhs and Income tax Rs. 204.58 lakhs which has been considered good, pending final assessment.
- 54 Deferred tax assets Rs.2108.33 lacs as at 31st March, 2023 is expected to be realized, as the company strongly believes that it has reasonably certainty of realization. The company has enhanced its product portfolio and the new business strategy of deeper penetration, greater operational efficiency result in profits in the future as anticipated / projected by the management on a prudent basis. The company has also brought forward losses under the Income Tax Act, which are expiring in the next two years.

**(Non-Ind AS Information)**

**55 Additional regulatory information**

- a) Additional regulatory information/disclosures as required by general instructions to Division-II of Schedule III to the Companies Act, 2013 are furnished to the extent applicable to the Company.
- b) The Company has not been sanctioned working capital limit in excess of Rs 5 crores on the basis of security of current assets, in aggregate at any point of time during the year.
- c) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- d) The Company has not been declared as wilful defaulter by any bank or financial institutions.
- e) The title deeds of immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements in the name of the Company subject to below :

Relevant line items in the Balance Sheet	Right of use assets.
Description of item of property	Lease hold land
Gross Carrying value (Rs in Lacs)	4.37
Title deeds held in the name of	Electronics Consortium Private Limited
Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	Yes
Property held since which date	Since 1980
Reason for not being held in the name of the Company*	In the old name of the company, due to some procedural /technical issues the property is still not transferred in the existing name of the company.

- f) During the year, the Company has not revalued its Property, Plant and Equipments including intangible assets.
- g) The Company has not traded or invested in Cryptocurrency or Virtual Currency.
- h) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity (ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall lend or invest in party identified by or on behalf of the Company (Beneficiaries). The Company has not received any fund from any party(s) (Funders) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide security or guarantee on behalf of the Ultimate Beneficiaries.



- i) 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 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.
- j) The Company do not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956

k) **Disclosure of Ratio**

Ratio*	Measurement unit	Numerator	Denominator	As at 31 March 2023	As at 31 March 2022	% Change	Reason
Current Ratio	Times	Current assets	Current liabilities	1.45	1.94	-25.29%	Current assets reduced more in proportion to reduction in current liabilities.
Debt-equity Ratio	Times	Total debt	Shareholder Equity	0.31	0.25	21.80%	
Debt service coverage Ratio	Times	Net Profit before taxes + Non-cash operating expenses & Finance cost	Interest expense (including capitalised) + principal repayment (including prepayments)	-0.09	0.36	-123.74%	Loss incurred during the year in comparison to substantial profit in previous year after considering exceptional items in both the years
Return on equity Ratio	Percentage	Profit after tax	Average Shareholder Equity	-14.23	43.31	-132.85%	Loss incurred during the year in comparison to substantial profit in previous year after considering exceptional items in both the years
Inventory turnover Ratio	Times	Revenue from operations	Average inventories	4.25	1.73	145.81%	Revenue from operations increased and Average Inventory decreased in comparison to previous year
Trade receivables turnover Ratio	Times	Revenue from operations	Average trade receivables	5.29	2.13	148.97%	Revenue from operations increased and Average Debtors decreased in comparison to previous year
Trade payables turnover Ratio	Times	Net Credit Purchase	Average trade payables	15.21	3.87	292.67%	Net Credit Purchase increased and Average trade payable decreased in comparison to previous year
Net capital turnover Ratio	Times	Revenue from operations	Average working capital	6.66	5.54	20.32%	
Net profit Ratio	Percentage	Profit after tax	Revenue from operations	-7.72%	34.32%	122.51%	Loss incurred during the year in comparison to substantial profit in previous year after considering exceptional items in both the years

Return on capital employed	Percentage	Earnings before interest and tax	Capital employed	-19.41%	46.90%	141.39%	Loss incurred during the year in comparison to substantial profit in previous year after considering exceptional items in both the years
----------------------------	------------	----------------------------------	------------------	---------	--------	---------	--

56 Debtors, creditors, loans and advances are subject to confirmations except received

The accounts are in good order (1-56) for material part of the financial statements.

As per our separate report of even date annexed.

For **R Gopal & Associates**

Chartered Accountants

Firm Reg No. 000846C

**Vikash Aggarwal**

Partner

M.No: 519574

Place : New Delhi

Date: 25th May 2023

**For and on behalf of the Board**

**Tarun Jiwarajka**

Whole Time Director & CFO

DIN No. 00386240

**Anubhav Nigam**

Company Secretary

**Gopal Sitaram Jiwarajka**

Chairman & Managing Director

DIN: 00024325



**TRUSTED BRAND**



**SALORA INTERNATIONAL LTD.**

**CIN: L74899DL1968PLC004962**

**Regd. Office : D 13/4 Okhla Industrial Area, Phase-II New Delhi-110020**

**Email : info@salora.com**

**Tel : 011-35008342**